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gaap:ValuationAllowanceOfDeferredTaxAssetsMember2022-01-012022-12-31Table of ContentsUNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549Â FORM 10-K(Mark One)â˜'ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the fiscal year endedDecember 31, 2024orâ˜TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period fromÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â toCommission File Number 001-33554 PROS HOLDINGS, INC. (Exact Name of Registrant as Specified in Its Charter)Delaware76-0168604(State or Other Jurisdiction ofIncorporation or Organization)(I.R.S. Employer Identification No.)3200 Kirby Drive, Suite 600Houston,Texas77098(Address of Principal Executive Offices)(Zip code)Registrantâ€™s telephone number, including area code: 713Â 335-5151 Securities Registered Pursuant to SectionÂ 12(b) of the Act:Title of Each ClassTrading SymbolName of Each Exchange on Which RegisteredCommon Stock, $0.001 par value per sharePRONew York Stock ExchangeSecurities Registered Pursuant to SectionÂ 12(g) of the Act: NoneÂ Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.Yes Â Â Â â˜' Â Â No Â Â â˜Indicate by check mark if the registrant is not required to file reports pursuant to SectionÂ 13 or SectionÂ 15(d) of the Exchange Act.Yes Â Â â˜Â Â Â Â No Â Â â˜'Indicate by check mark whether the registrant: (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12Â months (or for such shorter period that the registrant was required to file such reports), and (2)Â has been subject to such filing requirements for the past 90Â days.Yes Â Â â˜'Â Â Â Â No Â â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T(Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Yes Â Â â˜' Â Â Â No Â Â â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in RuleÂ 12b-2 of the Exchange Act.:Â Large accelerated filerâ˜'AcceleratedÂ filerâ˜Non-accelerated Filerâ˜SmallerÂ reportingÂ companyâ˜Emerging growth companyâ˜If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜Indicate by check mark whether the registrant has filed a report on and attestation to its managementâ€™s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.Â â˜'If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.Â Â Â Â Â Â Â Â Â Â Â Â â˜Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrantâ€™s executive officers during the relevant recovery period pursuant to Â§240.10D-1(b).
Â â˜Indicate by check mark whether the registrant is a shell company (as defined in RuleÂ 12b-2 of the Act). Â Â Â Â Â Â Â Â Yes Â â˜Â Â Â Â Â No Â Â â˜'The aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant was approximately $1,296,516,929 as of JuneÂ 30, 2024 based upon the closing price for the registrantâ€™s common stock on the New York Stock Exchange. This determination of affiliate status was based on publicly filed documents and is not necessarily a conclusive determination for other purposes. 47,567,581 shares of common stock were issued and outstanding as of FebruaryÂ 6, 2025.DOCUMENTS INCORPORATED BY REFERENCEPortions of the registrantâ€™s proxy statement relating to its 2025 Annual Stockholders Meeting (the "2025 Proxy Statement"), are incorporated by reference into PartÂ III of this Annual Report on Form 10-K. The 2025 Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days of the end of the fiscal year to which this report relates. Table of ContentsPROS Holdings, Inc.Annual Report on Form 10-KFor the Year Ended DecemberÂ 31, 2024 Table of ContentsÂ ItemDescriptionPagePart I1Business21A.Risk Factors81B.Unresolved Staff Comments221C.Cybersecurity222Properties243Legal Proceedings244Mine Safety Disclosures24Part II5Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities256Reserved257Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations267A.Quantitative and Qualitative Disclosures About Market Risk348Financial Statements and Supplementary Data359Changes in and Disagreements with Accountants on Accounting and Financial Disclosure359A.Controls and Procedures359B.Other Information369C.Disclosures Regarding Foreign Jurisdictions that Prevent Inspections36Part III10Directors, Executive Officers and Corporate Governance3711Executive Compensation3712Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters3713Certain Relationships, Related Transactions and Director Independence3714Principal Accountant Fees and Services37Part IV15Exhibits and Financial Statement Schedules3816Form 10-K Summary33Table of ContentsThe terms "PROS," "we," "us," and "our" refer to PROS Holdings, Inc., a Delaware corporation, and all of its subsidiaries that are consolidated in conformity with the generally accepted accounting principles in the United States of America ("GAAP").This Annual Report on Form 10-K contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, SectionÂ 27A of the Securities Act of 1933, as amended (the "Securities Act"), and SectionÂ 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that involve risks and uncertainties. All statements in this report other than historical facts are forward-looking and are based on current estimates, assumptions, trends and projections. Forward looking statements can be identified by words such as "future", "believes," "seeks," "expects," "may," "should," "could," "intends," "likely," "targets," "plans," "anticipates," "estimates," or the negative version of those words and similar expressions. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed or implied by these or other forward-looking statements made by us or on our behalf. You should not rely

on forward-looking statements as predictions of future events, as we cannot guarantee that future results, levels of activity, performance or achievements will meet expectations. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of this Form 10-K under the heading â€œRisk Factors.â€ The forward-looking statements made herein are only made as of the date hereof. We undertake no obligation to publicly update forward-looking statements for any reason, except as required by law.Part IItemÂ 1. BusinessOverviewÂ Â Â Â PROS provides software solutions that optimize shopping and selling experiences for both business-to-business ("B2B") and business-to-consumer ("B2C") companies across industry verticals in more than 80 countries. Our solutions leverage proprietary artificial intelligence ("AI") and automation to help drive profitable growth at scale by enabling fast, frictionless and personalized transactional experiences across diverse go-to-market channels. We manage updates and upgrades for software deployed on the PROS Platform, offer standard configurations tailored to the industries we serve, and provide services to configure our solutions to meet specific customer needs. As a result, our customers benefit from rapid access to innovation and can continuously adapt to evolving market demands.Our SolutionsOur cloud-based software solutions are built on a unified platform and delivered as software-as-a-service ("SaaS"), equip companies with AI-driven predictive and prescriptive guidance to deliver real-time customized offers and prices to help drive profitable growth. Our core focus areas include price optimization and management, configure price quote ("CPQ"), airline revenue optimization, airline distribution and retail, and digital offer marketing. Leveraging decades of operational data science research, our advanced machine learning and unique dynamic AI capabilities incorporate our research expertise in dynamic pricing, demand and margin forecasting, neural networks, optimization, cost modelling and reinforcement learning. The PROS Platform is designed to help businesses create, optimize and market available offers and handle orders through both first- and third-party digital channels. The PROS Platform supports daily decision-making and strategic planning. For example, the PROS Platform enables cross functional collaboration to quickly create customer offers and expedite deal closures while improving sales efficiency and enhancing internal compliance. The PROS Platform is designed for high performance, scalability, availability and security to help improve sales cycle times, visibility, profit margins and customer engagement by aligning sales and pricing strategies across channels. The PROS Platform is comprised of the following solutions:PROS Smart Price Optimization and Management enables businesses to optimize, customize and align pricing across complex B2B and B2C go-to-market channels in dynamic and competitive markets to help drive revenue growth, recover margin leakage, accelerate quote turnaround times, manage rebates and improve win-rates. This comprehensive pricing solution provides a unified source for price management, coordination and strategy to harmonize pricing and enhance price consistency and attainment. This solution leverages formulaic strategies with real-time or conditional data to keep pricing up-to-date with market demands, and also provides business-relevant analytics to explain AI-driven recommendations. PROS Real-Time Pricing Engine replaces static price lists with dynamic, on-demand pricing tailored to real-time market conditions. Our AI-powered algorithms provide market-relevant price guidance, dynamically refining prices in response to changing market conditions and buyer behavior. This predictive and prescriptive price guidance tailors pricing for each unique buying scenario. 2Table of ContentsPROS Smart Configure Price Quote enables users to discover and customize product recommendations, configure products, manage approvals, optimize pricing, generate professional proposals and digitally collaborate with their customers on quotes. This solution leverages AI and machine learning to empower businesses to tailor offers for each buyer across sales channels. Smart CPQ helps improve sales productivity at scale, accelerate deal velocity and support diverse selling scenarios, including spot-order purchases, subscription orders and maintenance of negotiated sales agreements. Businesses can also integrate Smart CPQ into their eCommerce portals, empowering end users to self-serve accurate, tailored quotes. PROS Airline Revenue Optimization solutions enable airlines to drive revenue and profit-maximizing business strategies through the application of advanced forecasting, optimization technologies and decision-support capabilities. These solutions are designed to empower airlines to quickly adapt to changing market conditions, differentiate strategies by market and sales channel, monitor pricing and revenue management performance, and increase customer loyalty by providing the right products and services at the right time. Our Airline Revenue Optimization suite of products includes:â€¢PROS Airline Revenue Management delivers algorithmic forecasting and network optimization to determine optimal capacity levels and manage booking class inventory at the flight/network level.â€¢PROS Airline Real-Time Dynamic Pricingâ„¢ computes booking class availability and seat prices in real time across channels, while keeping rules, fares and other data in sync.â€¢PROS Dynamic Ancillary Pricing provides an AI-based reinforcement learning algorithm to determine optimal prices for ancillary services such as seat selection, baggage fees and other services.â€¢PROS Airline Group Sales Optimizer enables airlines and their travel agent partners to create and manage group bookings, contracts, policies and payments in one location.â€¢PROS Corporate Sales enables airlines to create commercial agreements with their corporate customers, by allowing businesses self-service and direct interaction with airlines in the digital creation of corporate travel agreements.PROS Airline Distribution and Retail solutions enable airlines to become better direct retailers by increasing their control and flexibility over how they sell and distribute offers through scalable shopping, booking and merchandising capabilities to design and distribute offers. The solutions are powered by proprietary algorithms, compliant with industry pricing and distribution standards and entirely passenger service system independent. Our Airline Distribution and Retail suite of products includes:â€¢PROS Dynamic Offers powers airlinesâ€™ shopping, pricing and repricing by delivering offers to travelers across airlinesâ€™ sales channels. Dynamic Offers is comprised of several key offer management capabilities including ancillary merchandising, bundling and omni-channel distribution designed to comply with International Air Transport Association ("IATA") New Distribution Capability ("NDC") data transmission standards. â€¢PROS Digital Retail offers a configurable end-to-end solution to optimize the traveler experience from inspiration to post-trip. With this solution, airlines can increase conversion rates and upsell opportunities while having the flexibility and control to optimize user interface across their internet booking engine and mobile application.PROS Digital Offer Marketing solutions provide performance content management and search engine marketing tools that enable businesses in the travel industry to drive their customers directly into their direct selling channels, helping create superior brand experiences and foster customer loyalty. Our Digital Offer Marketing solutions include:â€¢airTRFX allows airlines to launch and manage digital marketing campaigns by generating digital landing pages for every route, origin and destination in an airline's network with relevant fares and a wide range of local languages.â€¢airModules provides airlines flight search displays with relevant fares for digital advertising, including histograms, mosaics, carousels and maps.â€¢airWire displays dynamic fares and content powered by user-search data independent of third-party intermediaries.â€¢airSEM provides airline specific search engine marketing tools designed to help build, launch and manage ad campaigns with real-time fares in ad copy.3Table of ContentsOur IndustryRapidly changing markets and evolving buyer expectations make it increasingly challenging for companies to compete and grow. We believe that market forces, including increasingly dynamic and complex business models, the continued growth of eCommerce, inflation, supply and demand volatility, and ever-increasing volumes of enterprise and market data, will increase demand for software solutions that enable companies to dynamically configure, price and sell their products and services across buyer channels with speed, precision and consistency. We believe the market for solutions using AI and machine learning that can drive profitable revenue growth is large, growing and spans most major industries.TechnologyOur high-performance software architecture supports real-time, high-volume transaction processing and enables us to handle the complex and demanding processing requirements of sophisticated global enterprises, including those who require sub-second response times. We generally provide our cloud services via cloud computing platform partners who offer Infrastructure-as-a-Service ("IaaS") and Platform-as-a-Service ("PaaS"). Using cloud computing platform partners and their globally distributed infrastructure provides us flexibility to service customers around the globe at scale. Sales, Marketing and Customer SuccessÂ Â Â Â Â Â Â Â Â Focusing on our land-realize-expand approach to building our customer relationships, we sell and market our software primarily through our direct global sales force and indirectly through go-to-market partners, resellers and system integrators. Our marketing activities consist of programs designed to build awareness of our solutions, generate sales leads and accelerate sales opportunities. We host an annual customer conference, Outperform, where we invite our customers and prospects to learn about best practices from thought leaders, executives and other practitioners in using technology to compete in the digital economy, hear about our latest innovations and network with peers across industries. Our customer success team works closely with customers to ensure our solutions deliver value, promoting satisfaction and retention. Professional ServicesÂ Â Â Â We provide software-related professional services, including implementation, configuration, consulting and training services. We offer in-depth expertise, proven best practices and repeatable delivery methodologies based on standardized and tested implementation processes developed through years of experience implementing our software solutions in global enterprises across multiple industries. In addition to our own internal services team, we also work with many third-party system integrators who have been certified to implement our software.Maintenance and SupportWe support customers maintaining on-premises software licenses purchased prior to 2015 through maintenance and support contracts. Revenue from maintenance and support services has continued to decline, largely as a result of existing maintenance customers migrating to our cloud solutions. CustomersWe sell our solutions to customers across many industries, including automotive and industrial manufacturing and distribution, transportation and logistics, chemicals and energy, food and consumables, healthcare, insurance, technology and travel. Our customers are generally large corporate enterprises, many with a global footprint, or medium-sized businesses, although we also have customers that are smaller in scope of operations. In 2024, we had no single customer that accounted for 10% or more of our revenue. Our customers are also geographically diverse, as approximately 66% of our total revenue for the year ended DecemberÂ 31, 2024, came from customers outside the U.S. CompetitionThe markets for our solutions are highly competitive, fragmented, rapidly evolving, and subject to changing technology, shifting customer needs, and introductions of new products and services. Due to the breadth of the business problems we solve, we compete with solutions from a number of both large and small companies, including industry specific software, pricing solutions, CPQ solutions, revenue management solutions, airline offer marketing, and airline retail, shopping and merchandising solutions, all of which deliver only a part of the functionality of our competing offerings. Large enterprise application providers have offerings that include functionality that competes against part of our Platform. We also compete 4Table of Contentsagainst solutions developed internally by individual businesses, which generally include some combination of spreadsheets, manual processes, external consultants and internally developed software tools.We believe the principal competitive factors in our markets include: â€¢breadth and depth of product and service offerings, including functionality, performance, product architecture, configurability, data security, reliability and scalability;â€¢strength of AI and real-time capabilities;â€¢price, return on investment and total cost of ownership;â€¢speed to deploy and ease of use;â€¢brand awareness, industry vision and leadership, and reputation;â€¢depth of expertise in AI, machine learning, data and pricing science; â€¢ability to handle large data volumes at scale; â€¢applicability for all current and expected selling channels;â€¢size and composition of customer base;â€¢ability to integrate with enterprise infrastructure and third-party applications; andâ€¢industry domain expertise and functionality.We believe that we compete favorably based on these factors. Some of our competitors also compete by bundling their applications with other enterprise applications and we expect this to continue in the future. We believe our competition will continue to increase as we expand into adjacent market segments.Intellectual Property Our success and ability to compete is dependent, in part, on our ability to develop and maintain the proprietary aspects of our technology and operate without infringing upon the proprietary rights of others. We protect our intellectual property with a combination of trade secrets, confidentiality procedures, contractual provisions, patents, trademarks, copyrights and other similar measures. We believe that reliance upon trade secrets and unpatented proprietary know-how are generally the most advantageous methods for us to protect our proprietary information.Research and DevelopmentWe believe innovation is the foundation of our business and our ability to compete successfully depends on our continued ability to provide timely and competitive products as technology advances. We continue to invest in research and developmentÂ to enhance our existing solutions and develop new solutions. For example, we believe PROS pioneered using neural network technology to drive hyper-tailored price recommendations. In fiscal 2024 and 2023, we incurred research and development expenses, net of capitalized internal-use software cost, of $89.7 million and $89.4 million, respectively, which includes investments in our product management, user experience, product development and science and research groups. We conduct research and development activities in various domestic and international locations and also utilize third-party contractors in various countries. We also employ data scientists, many of whom are Ph.D.'s, to advance our innovation and interact with our customers, product development, sales, marketing and services teams to help keep our science efforts relevant to real-world demands. Human Capital ResourcesWe believe we must attract, develop, motivate and retain exceptional employees to maintain our culture and uphold our high ethical standards. We believe that our commitment to innovation begins with creating an environment where our employees can thrive and reach their full potential. To accomplish this, we offer competitive total rewards, promote diversity, equity, inclusion and invest in ongoing employee learning, development, health and welfare. Oversight of our approach to, and investment in, human capital resources is a key governance matter for our Board of Directors ("Board"). Directly, and through its Compensation and Leadership Development Committee, the Board engages regularly with management on human capital matters. As of DecemberÂ 31, 2024, we had 1,501 full-time personnel, which included 1,343 employees and 158 outsourced personnel. Our team spans 15+ countries, reflecting various backgrounds, ages, gender identities and ethnicities.5Table of ContentsCulture. Our values and culture are embedded in everything we do. We proactively strive to maintain and improve our collaborative and open culture, including through regular employee, people leader and management communication, team events and employee surveys. We use insights from employee feedback to inform our human capital resources plans. In 2024, we were proud to be recognized as a Great Place to WorkÂ® across six countries, US News Best Companies to Work for, and US News Best in IT, Software and Services. We encourage you to visit our website for more information regarding our human capital programs and initiatives. Total Rewards. We require a talented workforce to drive innovation, operational excellence and long-term stockholder value. We believe that employees should be paid fairly for what they do and how they do it, regardless of their gender, race or other personal characteristics, and we constantly strive for pay parity. We define pay parity as compensating employees in the same job and location fairly regardless of their gender or ethnicity. To attract and retain a talented workforce, we provide total rewards programs, practices and policies designed to be market-competitive, developed through benchmarking and consideration of other relevant factors such as an employeeâ€™s role, skills, experience, job location and performance. We have invested in analysis and transparency to demonstrate our commitment to fair compensation and opportunity.Our human resources management philosophy goes beyond traditional compensation and benefits. We design our total rewards to meet the needs of the whole person, not just the employee, recognizing that life events and circumstances that occur outside of work may impact what happens at work. We invest in employee mental health and wellness programs and provide a trusted time off approach in the U.S. to give employees more flexibility and control over their schedules. Diversity and Inclusion. We believe diversity, equity and inclusion ("DEI") drive innovation and ownership. Our commitment to diversity and inclusion starts at the top with a skilled and diverse Board which provides oversight of our human capital resources efforts, including our DEI programs and initiatives. As of DecemberÂ 31, 2024, the majority of our Board was comprised of either female and/or ethnically diverse directors, with both female and ethnically diverse representation on our Board for more than 10 years. As of DecemberÂ 31, 2024, women represent 37% of our global employees, and in the U.S., more than 58% of our employees represent minority groups, with underrepresented minorities (defined as those who identify as Black/African American, Hispanic/Latinx, Native American, Pacific Islander and/or two or more races) representing 31% of our U.S. employees. We strive to maintain a working environment that celebrates diverse perspectives, cultures and experiences, and we invest in programs to engage our employees, including inclusion and harassment prevention training. We have a heritage of fostering inclusion and belonging, awareness and education, and social interaction and camaraderie through our employee resource groups. Sponsored by PROS, these employee-led groups are open to any interested employee and create spaces for our people to connect from all walks of life, grow together and build relationships and community. Additional information on our diversity and inclusion strategy, diversity metrics and programs can be found on our website at pros.com/about-pros/diversity-and-inclusion. Hybrid Work. We embrace a hybrid work model designed to create an inclusive employee experience that balances in-person collaboration to drive innovation with flexibility in work locations and schedules. Our approach considers the needs of our business, individual teams and employees. We take an integrated approach to helping our employees manage work and personal responsibilities, with a strong focus on employee physical and mental health. We offer company-wide initiatives to assist our employees, including productivity, mental and physical health programming, and periodic recharge days. Learning and Development. We believe that continuous learning cultivates innovation and that the development of our most important assets, our people, is foundational to fulfill our mission. We regularly invest in our employeesâ€™ career growth and provide our employees opportunities for training on a wide range of skills designed to help them be more effective in their current and future roles. Because the development of our employees and next generation of leaders is critical to our long-term success, we offer leadership development training and mentorship opportunities for all employees. We also annually engage in a comprehensive talent evaluation and succession planning process, including manager evaluations of all employees and detailed succession planning for all director and above roles with Board oversight over succession planning for senior management and other key roles.Available InformationOur Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other filings with the SEC, and all amendments to these filings, can be obtained free of charge from our website at www.pros.com, as soon as reasonably practicable after the reports are electronically filed with or

furnished to the SEC at www.sec.gov. Our website and any other websites referenced herein, and the information that can be accessed through such websites, are not part of this report nor incorporated by reference into this filing. References to website URLs are intended to be inactive textual references only. 6Table of ContentsAnnual CEO CertificationPursuant to SectionÂ 303A.12(a) of the New York Stock Exchange ("NYSE") Listed Company Manual, on May 23, 2024, we submitted to the NYSE an annual certification signed by our Chief Executive Officer ("CEO") certifying that he was not aware of any violation by us of NYSE corporate governance listing standards.7Table of ContentsItemÂ 1A. Risk FactorsOur business, operations and financial results are subject to various risks and uncertainties, including those described below, that could adversely affect our business, financial condition, results of operations, cash flows and the trading price of our common stock. The following material factors, among others, could cause our actual results to differ materially from historical results and those expressed in forward-looking statements made by us or on our behalf in filings with the SEC, press releases, communications with investors and oral statements. The order of these risk factors does not reflect their relative importance or likelihood of occurrence.Strategic, Commercial and Operational RisksOur IT systems are regularly under attack. If our security measures are breached and unauthorized access is obtained to a customerâ€™s data, our data or our IT systems, our and our customersâ€™ operations may be disrupted, our reputation may be harmed, our solutions may be perceived as not being secure, customers may limit or stop using our solutions and we may incur significant legal and financial exposure and liabilities.We have been and will continue to be a target for cybersecurity attacks because we store, process and transmit confidential, proprietary and other sensitive information for both our customers and our own operations. Despite our implementation of security measures and controls designed to prevent, mitigate, eliminate or alleviate known security vulnerabilities, our systems and those of third parties upon whom we rely have been and will continue to be subject to cybersecurity attacks designed to impede the performance of our products, penetrate our network or cloud platform security, our internal systems or that of our customers, misappropriate proprietary information or cause interruptions to our services. There are many cybersecurity threat actors, including cyber criminals with financial motives and sophisticated nation-state actors. Events have occurred and may occur in the future due to human error, fraud or malice on the part of employees, contractors or other third parties. Cybersecurity events can occur in many different forms, including data theft, data corruption, data loss, unauthorized access, mishandling of customer, employee and other confidential data, computer viruses, ransomware or malicious software programs or code, advanced persistent threat intrusions by inside actors, threat actors or other third parties, supply-chain attacks, social engineering attacks targeting our employees (â€œphishingâ€), fraud (including threat actors applying for employment to gain credentials), web application and infrastructure attacks, denial of service and other similar disruptive events (each a â€œCybersecurity Eventâ€). We use third-party and public-cloud infrastructure providers, such as Microsoft Azure, IBM, Amazon Web Services ("AWS") and others, and we are dependent on the security measures of those third parties to protect against Cybersecurity Events. We have experienced and may experience in the future Cybersecurity Events introduced through the tools and services we use. Our ability to monitor third-party service providers' data security is necessarily limited, and attackers may be able to circumvent our third-party service providers' data security measures. There have been and may be in the future significant attacks on certain third-party providers, and we cannot guarantee that our or our third-party providers' systems and networks have not been breached, or that they do not contain exploitable defects or bugs that could result in a breach of or disruption to our systems and networks or the systems and networks of third parties that support us and our Platform. In the normal course of our business, we experience Cybersecurity Events that, to date, we believe have been typical for a SaaS company of our size. However, despite implementing security measures, there is no guarantee of preventing or mitigating a Cybersecurity Event. Cybersecurity attacks have in the past, and may again in the future, impede the performance of our products, penetrate the security of our network, cloud platform and other internal systems, or that of our customers, misappropriate proprietary information or cause interruptions to our services. Given the novel and sophisticated ways that threat actors engage in cybersecurity attacks, the security measures implemented by us and by our third-party service providers cannot provide absolute security, and there can be no assurance that such security measures will be effective against current or future security threats.The scale and number of cybersecurity attacks continue to grow rapidly, and the methods and techniques used by threat actors change frequently, and may not be recognized until launched or for an extended period of time thereafter. These threats continue to evolve in sophistication and are difficult to detect and predict due to advances in electronic warfare techniques and AI, new discoveries in the field of cryptography and new and sophisticated methods used by criminals. Cybersecurity attacks have become more prevalent against SaaS companies generally, have increased as more individuals work remotely and have also increased due to political uncertainty and geopolitical and regional conflicts. As a result, we and our third-party service providers are subject to heightened risks of Cybersecurity Events from nation-state actors or other third parties leveraging tools originating from nation-state actors, and potentially exposing us to new complex threats. We may be unable to anticipate these techniques or implement adequate preventative or remediation measures in a timely manner, if at all, even when a vulnerability is known. We and our third-party providers may not be able to address vulnerabilities prior to experiencing a Cybersecurity Event. 8Table of ContentsWe may incur significant costs and liability in the event of a breach. We may also be required to, or find it appropriate to, expend substantial capital and other resources to remediate or otherwise respond to problems caused by any actual or perceived breaches or Cybersecurity Events. Cybersecurity Events impacting us or our service providers have in the past, and could in the future, result in interruptions and delays in certain services. These incidents and interruptions could lead to cessation of service and loss of existing or potential customers, loss of confidence in the security of our solutions and services, damage to our reputation, negative impact to our future sales, disruption of our business, increases to our information security costs, unauthorized access to, and theft, loss or disclosure of, our and our customersâ€™ proprietary and confidential information (including personal data), litigation, governmental investigations and enforcement actions (including fines or other actions), increased stock price volatility, significant costs related to indemnity obligations, legal liability and other expenses, and material harm to our business, financial condition, cash flows and results of operations. For example, in the event of a ransomware attack, it could be difficult to recover services that are the subject of the ransomware attack and there can be no guarantee as to the timing or completeness of any such recovery. These costs may include liability for stolen assets or information, remediation of system damage, incentives offered to customers or other business partners in an effort to maintain business relationships after a breach, and other costs, expenses and liabilities. We cannot ensure that our commercial insurance will be available or sufficient to compensate us for all costs we may incur as a result of a Cybersecurity Event, and if we made significant insurance claims, our ability to obtain comparable insurance in the future may be impaired or only available at significantly increased cost. There can be no assurance that future Cybersecurity Events will not be material to our business operations, financial condition, cash flows and results of operations.Current and future economic and geopolitical uncertainty and other unfavorable conditions in the global economy or the industries we serve could limit our ability to grow our business and negatively affect our operating results.Our operating results may vary based on the impact of changes in the global economy or conditions in the industries we serve. General macroeconomic conditions impacted by inflation, increased cost of capital, supply chain disruptions, fluctuations in currency exchange rates, and recession risks in major economies, and geopolitics, including armed conflicts, affect the business climate in which we operate. Inflation has resulted in, and may continue to result in, higher interest rates and capital costs, shipping costs, supply shortages, increased costs of labor, weakening exchange rates and other similar effects. Deterioration in the economy, regardless of causes, can negatively impact demand for our solutions and make it difficult to accurately forecast and plan our future business activities. Geopolitical tension and armed conflicts, including the Russia-Ukraine war and hostilities in the Middle East, have had, and continue to have, an adverse impact on the global economy, including supply chain disruptions, inflation and capital and commodity markets volatility. In addition, the expansion of tariffs on goods imported into the U.S., as well as responsive or related policies enacted in other countries, could negatively impact various international trading relationships, economies, inflation, and labor and currency markets. All of these risks and conditions could harm our future sales, business and operating results. Our business and operations could also be harmed and our costs could increase if our or our customersâ€™ or other partnersâ€™ manufacturing, logistics or other operations, costs or financial performance are disrupted or adversely affected. While the ultimate scope and broader impact of the ongoing Russia-Ukraine and Middle East conflicts cannot be predicted, they have not had a material impact to date on our business or ability to operate. However, if these conflicts or other geopolitical tensions spark additional regional or wider conflicts, then additional risks may manifest themselves, including general geopolitical unrest, broader economic uncertainty, turmoil in certain financial markets, instability in the financial system, disruption to domestic and international travel, displacement of persons, disruption of supply chains, further inflation, increased cybersecurity threats and attacks, the possibility of military activity or risk of wider war. Weakening economic conditions, regardless of the causes, have previously and could again adversely affect our prospectsâ€™ and customersâ€™ buying behavior, including slower or reduced technology spending, decreasing customers' ability or willingness to purchase or continue to use our solutions, reducing the value, scope or duration of subscription contracts, or limiting their ability to pay amounts owed, all of which would adversely affect our operating results. Prolonged economic uncertainties relating to macroeconomic trends could limit our ability to grow our business and negatively affect our operating results. We have experienced, and expect to continue to experience, increased operational and capital costs due to inflation. While the inflation rate eased in 2024, absolute costs remain elevated in certain markets. In response to ongoing inflationary concerns, the U.S. Federal Reserve and other central banks may, in 2025, delay further rate cuts or raise interest rates. As a result, market interest rates remain high and could rise further, increasing borrowing costs for us and our customers. Inflation and higher than recently historical interest rates could negatively impact our business if we are unable to achieve commensurate 9Table of Contentsincreases in the prices we charge our customers. Although we have taken measures to mitigate the impact of inflation and increased interest rates, if these measures do not continue to be effective, our business, financial condition, results of operations, cash flow, and liquidity could be materially adversely affected. Even if such measures are effective, there could be a difference between the timing of when these beneficial actions impact our results of operations and when the cost of inflation is incurred.Â Â Â Â Â Failure to increase business from our customers, sustain our historical renewal rates and/or capture customer IT spend could adversely affect our future revenue and operating results.Many customers initially purchase one of our software solutions for a specific business segment, geographic location, or user group, and later add other solutions, business segments, geographic locations or users. Our subscription agreements are generally for an initial term of one to five years.Â These customers might not choose to renew, expand the scope of use for their existing software solutions or purchase additional software solutions for a variety of reasons, including, among others, changed priorities, elongated time to value, and competing solutions. When we launch new software solutions or features, our customers may not purchase these new offerings. If we fail to generate additional business from our existing customers, our revenue could grow at a slower rate or even decrease.Â Â Â Â Â We may not accurately predict future customer renewal rates, which can decline or fluctuate as a result of a number of factors, including customersâ€™ level of satisfaction with our services, changed customer priorities and budget cuts, perceived and actual time to value, our ability to continue to regularly add functionality, the reliability and performance of our subscription services, the prices of our services, the actual or perceived information security of our systems and services, mergers and acquisitions of our customers, reductions in our customersâ€™ spending levels, or declines in customer activity as a result of customer bankruptcies, general economic downturns or financial market uncertainty. If our customers choose not to renew their subscription agreements with us, whether on favorable terms or at all, our business, operating results, cash flows and financial condition could be harmed.We continually improve our Platform and often seek appropriate price increases at subscription renewal. In an inflationary environment, our ability to earn and negotiate appropriate price increases from our customers is important to maintain and grow our operating margins. If we are unable to successfully capture price increases over time, our business, operating results, cash flows, and financial condition could be harmed. If we fail to manage our profitable growth objective effectively, our business, cash flow and results of operations will be adversely affected.Over the past several years, we have experienced, and expect to continue experiencing, growth in our customers and operations. Our success will depend in part on our ability to effectively manage this growth profitably while continuing to scale our operations. We will need to manage our cost structure while investing for growth and continually improving our operational and financial efficiency. Failure to effectively manage growth efficiently could adversely impact our business performance and operating results.We depend on third-party data centers, software, data and other unrelated service providers and any disruption from such third-party providers could impair the delivery of our service and negatively affect our business.Our cloud products are dependent upon third-party hardware, software and cloud hosting vendors, including Microsoft Azure, IBM Softlayer and AWS, many of which must interoperate for end users to achieve their computing goals. We utilize third-party data center hosting facilities, cloud platform providers and other service providers to host and deliver our subscription services as well as for our own business operations. We host our cloud products from data centers in a variety of countries. While we control and generally have exclusive access to our servers and all of the components of our network that are located in our external data centers, we do not control the operation of these facilities and they are vulnerable to damage or interruption from hurricanes, earthquakes, floods, fires, power loss, telecommunications and human failures and similar events. They may also be subject to Cybersecurity Events, break-ins, sabotage, intentional acts of vandalism and similar misconduct. Despite our failover capabilities, standard protocols and other precautions, the occurrence of a natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in our service. In addition, disruptions to the hardware supply chain necessary to maintain these third-party systems or to run our business could impact our service availability and performance. These providers have no obligation to renew their agreements with us on commercially reasonable terms, or at all. If we are unable to renew these agreements on commercially reasonable terms or at all, or if one of our data center operators is acquired, we may be required to transfer our servers and other infrastructure to new data center facilities, and we may incur significant costs and possible service interruption in connection with doing so. 10Table of ContentsCertain of our applications are essential to our customersâ€™ ability to quote, price, and/or sell their products and services. Interruption in our service may affect the availability, accuracy or timeliness of quotes, pricing or other information and could require us to issue service credits to our customers, damage our reputation, cause our customers to terminate their use of our solutions, require us to indemnify our customers against certain losses, and prevent us from gaining additional business from current or future customers. In addition, certain of our applications require access to our customers' data which may be held by third parties, some of whom are, or may become, our competitors. For example, many of our travel industry products rely upon access to airline data held by large airline IT providers which compete against certain of our airline products. Certain of these competitors have in the past, and may again in the future, make it difficult for our airline customers to access their data in a timely and/or cost-effective manner.Any disruption from our third-party data center, software, data or other service providers could impair the delivery of our service and negatively affect our business, damage our reputation, negatively impact our future sales and/or cash flows and lead to legal liability and other costs.Implementation projects involve risks which can negatively impact the effectiveness of our software, resulting in harm to our reputation, business and financial performance.The implementation of certain of our software solutions involve complex, large-scale projects that require substantial support operations, significant resources and reliance on factors beyond our control.Â For example, the success of certain of our implementation projects is dependent upon the quality and availability of data used by our software solutions and the commitment of customersâ€™ resources and personnel to the projects. We may not be able to correct or compensate for weaknesses or problems in data or our customersâ€™ lack of commitment in resources and personnel.Â Further, various factors, including our customersâ€™ business, integration, migration and security requirements, or errors by us, our partners or our customers, may cause implementations to be delayed, inefficient or otherwise unsuccessful. Customers have in the past, and may again in the future, change requirements after project kick-off, delay projects, or otherwise decline to follow our recommended best practices during implementation projects. As a result, we may incur significant costs in connection with the implementation of our products and/or delay revenue recognition of software subscription revenue. Further, some implementations of our projects are carried out by third-party service providers, and we cannot control such implementations. If we, or a third-party service provider providing the implementation, are unable to successfully manage the implementation of our software solutions, and as a result those products or implementations do not meet customer needs, expectations or timeline, disputes with our customers can occur, our ability to sell additional products or secure a renewal of the customerâ€™s subscription is impacted, and our business reputation and financial performance may be significantly harmed. If an implementation project for a large customer or a number of customers is substantially delayed or canceled, our ability to recognize the associated revenue and our operating results could be adversely affected.If we fail to manage our cloud operations, we may be subject to liabilities and our reputation and operating results may be adversely affected.We continue to experience substantial growth in the number of customers and data volumes serviced by our cloud infrastructure. While we have designed our cloud infrastructure to meet the current and anticipated future performance and accessibility needs of our customers, we must manage our cloud operations to handle changes in hardware and software parameters, spikes in customer usage and new versions of our software. We have experienced, and may again experience, system disruptions, outages and other cloud infrastructure performance problems. These problems may be caused by a variety of factors, including infrastructure changes, human or software errors, viruses, security attacks (internal or external), spikes in customer usage, and other Cybersecurity Events. We

may not be able to identify the cause or causes of these performance problems within an acceptable period of time. Our customer agreements typically provide service uptime level commitments for our products and response time commitments for certain of our products. If we are unable to meet the stated service uptime level or response time commitments, or if our solutions suffer extended periods of unavailability or performance problems, we may be contractually obligated to issue service credits or refunds to customers for prepaid and unused subscription services, customers may delay or withhold payment to us and choose to terminate or not renew contracts, our reputation or our customersâ€™ businesses may be damaged, we may lose future sales, and customers may make claims against us that could harm our subscription revenue, increase our provision for credit losses, increase collection cycles for our accounts receivable or lead to the expense and risk of litigation.If we fail to protect our intellectual property adequately, our business may be harmed.Our ability to successfully compete depends, in part, on our ability to protect our intellectual property. We rely on a combination of trade secrets, confidentiality policies, nondisclosure and other contractual arrangements, and patent, copyright and trademark laws to protect our intellectual property. The rapid adoption of generative AI introduces additional risks to our 11Table of Contentsintellectual property, particularly copyrighted material. Customers or third parties could potentially misappropriate our intellectual property, including by utilizing output from certain of our solutions to train competing AI models. The speed of development and adoption of AI may outpace our ability to monitor or prevent such misuse, exacerbating these risks. Additionally, changes to employment laws in the United States could further weaken our ability to protect our intellectual property. In April 2024, the U.S. Federal Trade Commission ("FTC") issued a sweeping ban on employee non-compete agreements, which we have historically used with a significant percentage of our employees to enhance the protection of our intellectual property. Although the FTC's ban has been vacated by a federal court, the outcome of appeal remains uncertain. If the injunction is overturned and the ban goes into effect, or if other jurisdictions implement similar restrictions, our ability to safeguard intellectual property through non-compete agreements would be significantly diminished, posing a material risk to our business. Moreover, certain U.S. states and countries in which we operate already restrict or prohibit the use of non-compete agreements, which has further limited our ability to fully protect our intellectual property as we have expanded our workforce footprint.We may be required to spend significant resources to protect our intellectual property. Litigation to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. The procurement and enforcement of certain intellectual property rights involves complex legal and factual considerations, and the associated legal standards are not always applied predictably or uniformly, can change, and may not provide adequate remedies.Â As a result, we cannot guarantee that the steps we take to protect our intellectual property will be sufficient. We may not be able to obtain or adequately enforce our intellectual property rights, and other companies may be better able to develop products that compete with ours. Our failure to secure, protect and enforce our intellectual property rights could adversely affect our brand, competitive business position, business prospects, operating results, cash flows and financial condition.Our use of third-party software creates dependencies outside of our control.We use third-party software in our software solutions. If our relations with any of these third parties are impaired, or if we are unable to obtain or develop replacement software, our business could be harmed. There have been in the past, and may occur in the future, errors and other vulnerabilities in third-party software that we utilize and rely upon that impact the operation of our solutions. Defects attributable to third-party software are more difficult for us to correct because the software is not within our control and requires our team to quickly implement third-party patches or other workarounds. Accordingly, despite our monitoring, contingency planning and other efforts to mitigate potential impact, our business could be adversely affected in the event of any errors or other vulnerabilities in this software. There can be no assurance that these third parties continue to invest the appropriate levels of resources in their products and services to maintain and enhance the capabilities of their software.We may enter into acquisitions that may be difficult to integrate, fail to achieve our strategic objectives, disrupt our business, dilute stockholder value or divert management attention.We have completed five acquisitions since 2013 and plan to continue to acquire other businesses, technologies and products to complement or enhance our existing business, solutions, services and technologies.Â We cannot provide assurance that the acquisitions we have made or may make in the future will provide us with the benefits or achieve the results we anticipated when entering into the transaction(s).Â In addition, we have in the past, and may in the future, enter into negotiations for acquisitions that are not ultimately consummated. Those negotiations could result in diversion of management time and significant out-of-pocket costs.Â We have experienced, and may experience in the future, acquisition integration challenges including:â€¢difficulties in integrating the operations and personnel of the acquired companies;â€¢difficulties in maintaining acceptable standards, controls, procedures and policies, including integrating financial reporting and operating systems, particularly with respect to foreign and/or public subsidiaries;â€¢disruption of ongoing business and distraction of management;â€¢inability to maintain relationships with customers and retain employees of the acquired businesses;â€¢impairment of relationships with employees and customers as a result of any integration of new management and other personnel;12Table of Contentsâ€¢difficulties in incorporating acquired technology and rights into our solutions and services;â€¢unexpected expenses resulting from acquisitions; andâ€¢potential unknown liabilities associated with acquisitions.We may incur debt, acquisition-related costs and expenses, restructuring charges and write-offs as a result of acquisitions. Acquisitions may also result in goodwill and other intangible assets that are subject to impairment tests, which could result in future impairment charges. If we fail to evaluate and execute acquisitions successfully, we may not be able to achieve our anticipated level of growth or profitability, and our business and operating results could be adversely affected.Catastrophic events may disrupt our operations.We are a global company headquartered in Houston, Texas with significant operations in Sofia, Bulgaria and personnel and operations in other U.S. and international locations.Â We rely on our network infrastructure, third-party systems, and enterprise applications to support our sales, marketing, development, services, operational support and hosted services. Disruptions to these systems due to catastrophic events, including hurricanes, earthquakes, fires, floods, extreme weather events, power outages, telecommunications failures, software or hardware malfunctions, pandemics, war, terrorist attacks or other significant events, could adversely affect our operations. While no such historical event has been material to our business, we have experienced, and could experience in the future, temporary disruptions from such events. Although we maintain business continuity and disaster recovery plans, if these plans and our execution of them fail to adequately address or properly anticipate an actual event, such event could lead to reputational harm, loss of intellectual property, delays in our product development, lengthy interruptions in our services, breaches of data security and loss of critical data. Any of these events could prevent us from fulfilling our customer obligations or could negatively impact a country or region in which we sell our products, which could in turn decrease that countryâ€™s or regionâ€™s demand for our products. Even though we carry business interruption insurance and typically have provisions in our contracts that protect us in certain events, we might suffer losses from business interruptions that exceed the coverage under our insurance policies or for which we do not have coverage.Â Any natural disaster or other catastrophic event could create a negative perception in the marketplace, delay our product innovations, or lead to lengthy interruptions in our services, breaches of data security and losses of critical data, all of which could have an adverse effect on our operating results.We are a multinational corporation exposed to risks inherent in international operations.The majority of our revenues are derived from our customers outside the U.S. While the majority of our sales are denominated in U.S.Â dollars, the majority of our international operations expenses are denominated in local currencies. To date, we have not used risk management techniques or "hedged" the risks associated with fluctuations in foreign currency exchange rates. Consequently, our results of operations, cash flows and financial condition, including our revenue and operating margins, can be subject to losses from fluctuations in foreign currency exchange rates, as well as regulatory, political, social and economic developments or instability in the foreign jurisdictions in which we operate.Â For additional financial information about geographic areas, see Note 17 of the Notes to the Consolidated Financial Statements.Our operations outside the U.S. are subject to risks inherent in doing business internationally, requiring resources and management attention, and may subject us to new or larger levels of operational, regulatory, economic, foreign currency exchange, tax and political risks. In addition to our operations in the U.S., we have employees and operations in international locales, including in Europe, the Middle East, Latin America and Asia/Australia. We expect our international operations and the geographic footprint of our workforce to continue to grow.Â We face a wide variety of risks with respect to our international operations, including:â€¢geopolitical and economic conditions in various parts of the world, including conflicts impacting travel and regional stability, supply chain and labor market disruptions, inflation, currency exchange and interest rate fluctuations and recession;â€¢sustained disruption to domestic or international travel for any reason, including conflicts, outbreaks of contagious disease, as well as any other disrupting events;â€¢the difficulty of managing and staffing our international operations and the increased travel, infrastructure and legal compliance costs associated with multiple international locations;13Table of Contentsâ€¢operational and organizational challenges with a more geographically dispersed workforce, including communication and remote management challenges, coordination and collaboration issues, cultural differences, knowledge management and transfer gaps, and other unforeseen costs;â€¢differing labor and employment regulations, especially where labor laws are generally more advantageous to employees as compared to the U.S.;â€¢compliance with multiple, conflicting, ambiguous, complex or evolving governmental laws and regulations, including privacy, data security, anti-corruption, import/export, antitrust and industry-specific laws and regulations and our ability to identify and respond timely to compliance issues when they occur;â€¢vetting and monitoring our third-party business partners in new and evolving markets to confirm they maintain standards consistent with our brand and reputation;â€¢less favorable intellectual property laws;â€¢availability of sufficient network connectivity required for certain of our products; andâ€¢difficulties in enforcing contracts and collecting accounts receivable, especially in developing countries.As we continue to expand our business globally, our success depends, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations.Â Our failure to manage any of these risks successfully could harm our international operations and reduce our international sales, adversely affecting our business, operating results, financial condition and cash flows.Market and Competition RisksAny downturn in sales to our target markets could adversely affect our operating results.Our success is highly dependent upon our ability to sell our software solutions to customers in our target industries, including automotive and industrial manufacturing, transportation and logistics, chemicals and energy, food and beverage, healthcare, high tech and travel.Â If we are unable to sell our software solutions effectively to customers in these industries, we may not be able to grow our business.Â For example, while the travel industry has made significant recovery following the COVID-19 pandemic and demand for air travel is strong, the airline industry continues working to reestablish operational consistency in light of aircraft delivery issues, personnel challenges, and operational, cost and supply chain challenges. These operational challenges have in the past, and may continue in the future to adversely impact or otherwise limit airlines' engagement with us. We have historically been subject to lengthy sales cycles, and delays or failures to complete sales may harm our business and cause our revenue, operating income, and cash flows to decline in the future.Our sales cycles may take a month to over a year for large enterprise customers.Â A large enterprise customerâ€™s decision to use our solutions typically involves a number of internal approvals, and sales to those prospective customers generally require us to provide greater levels of education about the benefits and features of our solutions. We expend substantial resources during our sales cycles with no assurance that a sale may ultimately result.Â The length of each individual sales cycle depends on many factors, a number of which we cannot control, including the prospective customer's internal evaluation and approval process requirements, as well as the prospective customer's budget and/or resource constraints. Any unexpected lengthening of the sales cycle or failure to timely secure anticipated orders could negatively affect our revenue. Any significant failure to generate sales after incurring costs related to our sales process could also have a material adverse effect on our business, financial condition, cash flows and results of operations.If we fail to develop or acquire new functionality and software solutions, we may not be able to grow our business and it could be harmed.If we are unable to provide enhancements and new features for our existing software solutions or new solutions that achieve market acceptance or to integrate technology, products and services that we acquire into our Platform, our business, revenues and other operating results could be significantly adversely affected. The success of enhancements, new features and modules depends on several factors, including the timely completion, introduction and market acceptance of the enhancements or new features or modules. We have experienced, and may experience in the future, delays in the planned release dates of 14Table of Contentsenhancements to our Platform, and we have discovered, and may discover in the future, errors in new releases after their introduction. Either situation could result in adverse publicity, loss of sales, delay in market acceptance of our Platform or customer claims, including, among other things, warranty claims against us, any of which could cause us to lose existing customers or affect our ability to attract new customers. Furthermore, because our software solutions are intended to interoperate with a variety of third-party enterprise software solutions, we must continue to modify and enhance our software to keep pace with changes in such solutions. Any inability of our software to operate effectively with third-party software necessary to provide effective solutions to our customers could reduce the demand for our software solutions, result in customer dissatisfaction and limit our financial performance.The markets in which we participate are intensely competitive, and if we do not compete effectively, our operating results could be harmed.The markets for enterprise software applications for pricing optimization and management, CPQ, airline revenue optimization, airline distribution and retail, and digital offer marketing are competitive, fragmented and rapidly evolving. We expect additional competition from other established and emerging companies as the markets in which we compete continue to develop and expand, as well as through industry consolidation, including through a merger or partnership of two or more of our competitors or the acquisition of a competitor by a larger company.Â For example, the introduction of new AI platforms and applications by competitors or the development of entirely new technologies to replace existing software offerings could negatively impact demand for our Platform. Some of our current and potential competitors may have larger installed bases of users, longer operating histories, broader distribution, greater name recognition, a broader suite of product offerings, and have significantly greater resources than we have. As a result, these companies may be able to respond more quickly to new or emerging technologies and changes in customer demands, and devote greater resources to the development, promotion and sale of their products. Competition could seriously impede our ability to sell our software solutions and services on terms favorable to us or at all.Â Our current and potential competitors may develop and market new technologies that render our existing or future solutions obsolete, unmarketable or less competitive.Â In addition, if these competitors develop solutions with similar or superior functionality to our solutions, or if they offer solutions with similar functionality at substantially lower prices than our solutions, we may need to decrease the prices for our solutions in order to remain competitive. In addition, our competitors have and may in the future, offer their products and services at a lower price, or offer price concessions, delayed payment terms, or provide financing or other terms and conditions that are more enticing to potential customers. For example, technology advancements in AI that drive material improvements in operating efficiency may allow competitors to further compete with us on price. If we are unable to maintain our current pricing due to competitive pressures, our margins could be reduced and our operating results could be adversely affected.Â If we do not compete successfully against current or future competitors, competitive pressures could materially and adversely affect our business, financial condition, cash flows and operating results.We focus primarily on pricing optimization and management, CPQ, airline revenue optimization, airline distribution and retail, and digital offer marketing software and if the markets for these software solutions develop more slowly than we expect or if we fail to capitalize on the market opportunity, our business could be harmed.We derive most of our revenue from providing our software solutions for pricing optimization and management, CPQ, airline revenue optimization, airline distribution and retail, and digital offer marketing, as well as providing implementation services and ongoing customer support.Â These markets are evolving rapidly, and it is uncertain whether software for these markets will achieve and sustain high levels of demand.Â Our success depends on the willingness of businesses in our target markets to use the types of solutions we offer and our ability to capture share in these markets. Some businesses may be reluctant or unwilling to implement such software for a number of reasons, including failure to understand the potential returns of improving their processes, lack of knowledge about the potential benefits that such software may provide, or reluctance to change existing internal processes. Some businesses may elect to improve their pricing and sales processes through solutions obtained from their existing enterprise software providers, whose solutions are designed principally to address functional areas other than what our solutions provide. If businesses do not embrace the benefits of vendor software solutions in the areas in which we focus, then these markets may not continue to develop or may develop more slowly than we expect, either of which would significantly and adversely affect our revenue, operating results, and cash flows.Human Capital RisksIf we cannot maintain our corporate culture, we could lose the innovation, teamwork and passion that we believe contribute to our success, and our business may be harmed.15Table of ContentsWe believe that a critical component of our success has been our corporate culture, and we invest substantial time and resources in building and maintaining our culture and developing our personnel; however, as we continue to scale our business both organically and through potential acquisitions, it may be increasingly difficult to maintain our culture. Moreover, our shift to both a hybrid work environment and a more geographically dispersed workforce requires significant action to preserve our culture. While we have implemented many wellness, development and supportive programs for our workforce, the shift to a hybrid work environment and the expansion of our workforce footprint presents risks to our culture. Any failure to preserve our culture could negatively affect our future success, including our

ability to retain and recruit personnel and to effectively pursue our strategic objectives.If we lose key members of our management team or sales, development or operations personnel, or are unable to attract and retain employees, our business could be harmed.Our future success depends upon the performance and service of our executive officers and other key personnel. From time to time, there may be changes in our executive management team and to other key employee roles resulting from organizational changes or the hiring or departure of executives or other employees, which could have a serious adverse effect on our business and operating results. If key personnel leave our company or are unable to perform their duties, we may not be able to manage our business effectively and, as a result, our business and operating results could be harmed.In October 2024, Andres Reiner, our CEO, announced his intention to retire. The Board has initiated a search for a successor to Mr. Reiner. Leadership transitions can be inherently difficult to manage. Identifying and competing for qualified executives can be challenging as there are a limited number of people with the requisite knowledge and experience. During this succession and transition period, there could be uncertainty among investors, customers, third parties and employees concerning our future leadership, which could negatively impact our operating results.Our future success depends on our ability to continue to timely identify, attract and retain highly qualified personnel, including data scientists, software developers and implementation personnel, and there can be no assurance that we will be able to do so. Competition for qualified personnel is intense, particularly for technical talent in certain markets, and is exacerbated by tight labor market conditions. We compete for talent with other companies that have greater resources, in large part, based on our culture and overall employee experience. With the wide market acceptance of and increase in remote work, we have experienced increased direct competition for talent, often from larger companies taking advantage of lower cost talent markets. Employee turnover creates a variety of risks including time, costs and resources required to recruit and train new employees to learn our business. The flexibility of our hybrid work approach provides us with access to greater talent pools and contributes to our hiring and retaining competitiveness but also brings costs and risks, including employment, tax, insurance and compliance risks. If we are unable to attract and retain our key employees, we may not be able to achieve our objectives, and our business could be harmed.Failure to adequately expand and train our direct and indirect sales force may impede our growth.To date, substantially all of our revenue has been attributable to the efforts of our direct sales force. We believe that our future growth will depend, to a significant extent, on the continued development of our direct sales force, and our sales team's ability to manage and retain our existing customer base, expand our sales to existing customers and obtain new customers. Our ability to achieve significant revenue growth in the future will depend, in large part, on our success in recruiting, training and retaining a sufficient number of direct sales personnel. We manage the staffing levels of our direct sales force against a number of factors, including performance management, natural attrition, quality of our enablement and training program as well as competition for talent. New sales hires require significant training and often take a number of months before becoming fully productive, if at all. If we are unable to continuously recruit, develop or retain sufficient numbers of productive direct sales personnel, our growth may be impeded.In addition to our direct sales force, we have developed, and expect to expand, our indirect sales force via channel partners, such as management consulting firms, systems integrators and other resellers, to market, sell and/or implement our solutions. While we have invested to establish channel partners to drive sales growth, to date substantially all of our revenue generation has been attributable to our direct sales force. If we are unable to establish and maintain productive partner relationships, or otherwise develop and expand our indirect distribution channel, our sales growth rates may be limited.16Table of Contents Regulatory, Compliance and Litigation RisksComplex and evolving global laws and regulations expose us to potential liability, increased costs and other adverse impacts on our business.We provide our cloud software solutions globally and our operations are subject to complex and evolving laws and regulations, including those related to data privacy, data localization, data security, labor and employment, AI, import/export, competition, antitrust and consumer protection. Compliance with these laws and regulations, which are subject to frequent changes, is onerous, expensive, and time consuming. In addition, these laws and regulations may be inconsistent across jurisdictions and are subject to differing, and sometimes conflicting, interpretations and enforcement priorities. Although we have implemented policies, procedures and controls designed to ensure compliance with applicable laws, there can be no assurance that our employees, contractors or agents will not violate such laws and regulations or our policies and procedures. If we are found to have violated laws and regulations, it could materially adversely affect our business, reputation, results of operations, cash flow, and financial condition. Regulatory changes have in the past, and may in the future be announced with little or no advance notice, and we may not be able to effectively mitigate all adverse impacts from such measures.Our cloud software solutions process data on behalf of our customers, and if our customers fail to comply with contractual obligations or applicable laws and regulations, such non-compliance could result in litigation or reputational harm to us. Any perceived inability to adequately address privacy, data localization or cybersecurity compliance or to comply with other complex laws and regulations, even if unfounded, could result in liability to us and indemnification obligations, damage our reputation, inhibit sales of our solutions or harm our business, financial condition, results of operations and cash flows.Evolving laws and changing interpretations and enforcement priorities of existing laws and regulations by regulators and courts have in the past, and may continue to create new compliance obligations, increase our costs to provide our products and services, adversely affect our sales cycles, affect our ability to implement business models effectively, limit us from offering certain solutions in certain jurisdictions or circumstances, and expand the scope of potential liability, either jointly or severally with our customers, partners and suppliers. For example, evolving laws and regulations that dictate whether, how, and under what circumstances we can transfer, process and receive personal data have in the past, and may in the future increase our costs and operational risks. While AI regulation is in the nascent stages of development globally, the evolving AI regulatory environment may adversely impact our sales cycle times, increase our research and development costs, and increase our liability related to the use of AI that are beyond our control or result in inconsistencies in evolving legal frameworks across jurisdictions. While we believe we have taken a responsible approach to the development and use of AI in our solutions and across the business, there can be no guarantee that future AI regulations will not adversely impact us or conflict with our approach to AI, including affecting our ability to make our solutions available without costly changes, requiring us to change our AI development practices, business strategies and/or indemnity protections and subjecting us to additional compliance requirements, regulatory action, competitive harm or legal liability. If the use of AI within certain of our solutions were to be significantly restricted or otherwise prohibited by future legislation or regulation, we may not be able to effectively compete with competitors who do not use AI in their solutions. If jurisdictions implement more restrictive or onerous regulations, such developments could adversely impact our business, financial condition, cash flows and results of operations.Issues related to the rapid adoption, evolution and understanding of AI may result in reputational harm or liability or otherwise adversely affect our business.AI is enabled by or integrated into our Platform and is a significant and growing element of our operations, including using generative AI in our software development and coding processes. As with many developing technologies, AI presents risks and challenges that could affect its further development, adoption and use, and therefore our business. AI algorithms may be flawed. Datasets in AI training, development or operations may be insufficient, of poor quality, or reflect unwanted forms of bias. Inappropriate or controversial data practices by, or practices reflecting inherent biases of, data scientists, engineers and end users of our systems could impair the acceptance of AI solutions. Third-party generative AI capabilities that can be integrated with our Platform could also produce false or â€œhallucinatoryâ€ inferences about customer data or enterprises, or other information or subject matter. If the recommendations, forecasts or analyses that AI applications assist in producing are deficient or inaccurate, we could be subjected to competitive harm, potential legal liability, and brand or reputational harm. Some AI scenarios present ethical issues, and the enablement or integration of AI into our Platform may subject us to new or heightened legal, regulatory or other challenges.17Table of ContentsAny unauthorized, and potentially improper, actions of our personnel could adversely affect our business, operating results, cash flows, and financial condition.The recognition of our revenue depends on, among other things, the terms negotiated in our contracts with our customers. We have implemented policies to help prevent and discourage our personnel from acting outside of their authority and negotiating additional terms without our knowledge, but there cannot be absolute assurance that such policies have been or will be followed. For instance, in the event that our personnel negotiate terms that do not appear in the contract and of which we are unaware, whether such additional terms are written or verbal, we could be prevented from recognizing revenue in accordance with our plans. Furthermore, depending on when we learn of unauthorized actions and the size of the transactions involved, we may have to restate revenue for a previously reported period, which could seriously harm our business, operating results, cash flows, financial condition and reputation with current and potential customers and investors.Intellectual property litigation and infringement claims may cause us to incur significant expense or prevent us from selling our software solutions.Our industry is characterized by the existence of a large number of patents, trademarks and copyrights, and litigation based on allegations of infringement or other violations of intellectual property rights.Â A third-party may assert that our technology violates its intellectual property rights, or we may become the subject of a material intellectual property dispute.Â Selling improvement (including CPQ), pricing, airline revenue optimization (including revenue management) and airline eCommerce (including shopping, merchandising and retail, and digital offer marketing) solutions may become increasingly subject to infringement claims as the number of such commercially available solutions increases and the functionality of these solutions overlaps.Â In addition, changes in patent laws in the U.S. may affect the scope, strength and enforceability of our patent rights or the nature of proceedings which may be brought by us related to our patent rights. Future litigation may involve patent holding companies or other adverse patent owners who have no relevant product revenue and against whom our own potential patents may therefore provide little or no deterrence.Â Regardless of the merit of any particular claim that our technology violates the intellectual property rights of others, responding to such claims may require us to:â€¢incur substantial expenses and expend significant management efforts to defend such claims;â€¢pay damages, potentially including treble damages, if we are found to have willfully infringed such partiesâ€™ patents or copyrights;â€¢cease making, selling or using products that are alleged to incorporate the intellectual property of others;â€¢distract management and other key personnel from performing their duties for us;â€¢enter into potentially unfavorable royalty or license agreements to obtain the right to use necessary technologies; andâ€¢expend additional development resources to redesign our solutions.Any licenses required as a result of litigation under any patent may not be made available on commercially acceptable terms, if at all.Â In addition, some licenses may be nonexclusive, and therefore our competitors may have access to the same technology licensed to us.Â If we fail to obtain a required license or are unable to design around a patent, we may be unable to effectively develop or market our solutions, which could limit our ability to generate revenue, profits and cash flow.Our contract terms generally obligate us to indemnify and hold our customers harmless from certain costs arising from third-party claims brought against our customers alleging that the use of our solutions infringe intellectual property rights of others. If we are unable to resolve our legal obligations by settling or paying an infringement claim, we may be required to compensate our customers.Our use of open source software may subject our software solutions to general release or re-engineering.We use open source software in our solutions.Â From time to time, there have been claims challenging the ownership of open source software against companies that incorporate open source software into their products.Â As a result, we could be subject to lawsuits by parties claiming ownership of what we believe to be open source software.Â Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the open source software and that we license such modifications or derivative works under the terms of a particular open source license or other license granting third parties certain rights of further use.Â If we combine our proprietary software solutions with open source software in a certain manner, we could, under certain of the open source licenses, be required to release the source code 18Table of Contentsof our proprietary software solutions.Â In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or controls on origin of the software.Â In addition, open source license terms may be ambiguous and many of the risks associated with usage of open source cannot be eliminated, and could, if not properly addressed, negatively affect our business.Â If we were found to have inappropriately used open source software, we may be required to seek licenses from third parties in order to continue offering our software, to re-engineer our solutions, to discontinue the sale of our solutions in the event re-engineering cannot be accomplished on a timely basis or take other remedial action that may divert resources away from our development efforts, any of which could adversely affect our business, operating results, cash flows and financial condition.Defects or errors in our software solutions could harm our reputation, impair our ability to sell our solutions and result in significant costs to us.Our software solutions are complex and have in the past, and may again in the future, contain undetected defects or errors. While we have not suffered significant harm from any defects or errors to date, we frequently develop enhancements to our software solutions that may contain defects. In addition, several of our solutions have recently been developed and may therefore be more likely to contain undetected defects or errors.Â In the ordinary course of our business, we issue corrective releases of our solutions to correct defects or errors.Â The occurrence of any defects or errors could result in:â€¢delayed market acceptance and lost sales of our software solutions;â€¢delays in customer payments;â€¢damage to our reputation;â€¢diversion of our resources;â€¢legal claims, including product liability claims, against us;â€¢increased maintenance and support expenses; andâ€¢increased insurance costs.Our customer agreements typically contain provisions designed to limit our liability for defects and errors in our software solutions and damages relating to such defects and errors, but these provisions may not be enforced by a court or otherwise effectively protect us from legal claims.Â Our liability insurance may not adequately cover the costs resulting from these legal claims.Â Moreover, we cannot provide assurance that our current liability insurance coverage would continue to be available on acceptable terms or at all.Â In addition, the insurer may deny coverage on any future claims.Â The successful assertion against us of one or more large claims that exceeds available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business and operating results.Â Furthermore, even if we prevail in any litigation, we are likely to incur substantial costs and our managementâ€™s attention may be diverted from our operations.Business Model and Capital Structure RisksWe have experienced losses since we transitioned to a cloud strategy, and we may continue to incur losses for longer than we expect.We expect our expenses to continue to exceed our revenues in the near term as we continue to make investments as part of our cloud and go-to-market strategy, particularly in new product development, sales, marketing, security, privacy and cloud operations. While we delivered significant free cash flow in 2024 and profitable operations on an adjusted EBITDA basis, our ability to return to profitability depends on our ability to: continue to drive subscription sales, enhance our existing products and develop new products, scale our sales and marketing and product development organizations, successfully execute our marketing and sales strategies, renew our subscription agreements with existing customers and reduce our operational expenses as a percentage of revenue. If we are not able to execute on these actions, our business may not grow and profitability metrics may not improve as we anticipate, our operating results could be adversely affected and we will continue to incur net losses in the future. Additionally, our new initiatives may not generate sufficient revenue and cash flows to recoup our investments in them. If any of these events were to occur, it could adversely affect our business, results of operations, financial condition and cash flows.19Table of ContentsWe incurred indebtedness by issuing convertible notes, and we may borrow under our Credit Agreement. Our debt repayment obligations may adversely affect our financial condition and cash flows in the future.In September 2020, we issued $150.0 million principal amount of 2.25% convertible senior notes ("2027 Notes") due September 15, 2027, unless earlier redeemed, purchased or converted in accordance with their terms prior to such date. Interest is payable semi-annually in arrears on March 15 and September 15 of each year. In October 2023, following the completion of the Exchange described in Note 14 to the Consolidated Financial Statements, we issued an additional $116.8 million of principal amount of 2027 Notes. As of DecemberÂ 31, 2024, $266.8 million of aggregate principal amount of the 2027 Notes are outstanding.Our Credit Agreement provides for a $50.0 million revolving line of credit, none of which was drawn as of DecemberÂ 31, 2024. The Credit Agreement contains affirmative and negative covenants, including covenants which restrict our ability to, among other things, create liens, incur additional indebtedness and engage in certain other transactions, in each case subject to certain exclusions. In addition, the Credit Agreement contains certain financial covenants which become effective in the event our liquidity (as defined in the Credit Agreement) falls below a certain level. The Credit Agreement contains customary events of default relating to, among other things, payment defaults, breach of covenants, cross acceleration to material indebtedness, bankruptcy-related defaults, judgment defaults, and the occurrence of certain change of control events. The occurrence of an event of default may result in the termination of the Credit Agreement and acceleration of repayment obligations with respect to any outstanding principal amounts.Our indebtedness could have important consequences because it may impair our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions and general corporate or other purposes. Our ability to meet our debt obligations will depend on our future performance, which will be affected by financial, business, economic, regulatory and other factors. We cannot control many of these factors. Our future operations may not generate sufficient cash to enable us to repay our debt. If we fail to comply with any covenants contained in the agreements governing any of our debt, or fail to make a payment on any of our debt when due, we could be in default on such debt, which could, in turn, result in such debt and our other indebtedness becoming immediately payable in full. If we are at any time unable to pay our indebtedness when due, we may be required to renegotiate the terms of the indebtedness, seek to refinance all or a portion of the indebtedness and/or obtain

additional financing. There can be no assurance that, in the future, we will be able to successfully renegotiate such terms, that any such refinancing would be possible or that any additional financing could be obtained on terms that are favorable or acceptable to us.Our quarterly results vary and do not fully reflect the performance of our business.We generally recognize revenue from customers ratably over the terms of their subscription agreements. As a result, most of the revenue we report in each quarter is the result of agreements entered into during prior quarters. For example, subscription contracts signed at the end of a quarter typically do not begin recognition of revenue until the following quarter and thus have little to no revenue impact in the quarter in which they are signed. In addition, the time between entering into a contract and recognizing subscription revenue can be extended for certain contracts and products, including certain of our travel products, for a number of reasons such as contracts containing a future commencement date, extended implementation planning and delayed "go live." Consequently, any declines, or increases, in new or renewed subscriptions in any quarter are not fully reflected in our revenue for that quarter, but negatively, or positively, affect our subscription revenue in future quarters. Accordingly, the effect of significant downturns in sales, our failure to achieve our internal sales targets, a decline in the market demand of our services or decreases in our retention rate are not fully reflected in our operating results until future periods. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as subscription revenue from additional sales must be recognized over the applicable subscription term.Â We may be unable to timely adjust our cost structure to reflect changes in revenues. In addition, a significant majority of our costs are expensed as incurred, while subscription revenues are recognized over the term of the customer agreement. As a result, increased sales growth results in our recognition of more costs than revenues in the earlier periods of the terms of our agreements. In addition, we expect to continue to experience some seasonal variations in our cash flows from operating activities, including, as a result of the timing of payment of payroll taxes, performance bonuses to our employees and costs associated with annual company-wide events, each of which have historically been highest in our first fiscal quarter. Therefore, the results of any prior quarterly periods should not be relied upon as an indication of our future operating performance.20Table of ContentsIf we fail to migrate our remaining customers with on-premises software licenses to our latest cloud software solutions, our future revenue and our costs to provide support to those customers may be negatively impacted.We notified our customers of certain legacy on-premises software products that we will be discontinuing maintenance for those products. These customers will need to migrate to our current cloud solutions to take advantage of our latest features, functionality and security which are only available via the PROS cloud. When considering whether to migrate, these customers may evaluate alternative solutions due to the additional change management and implementation costs associated with migrating to cloud-based applications. When on-premises software customers delay or decline to migrate to our cloud solutions, our product development and customer support teams find it increasingly difficult and costly to support a declining number of on-premises customers. In addition, if our legacy on-premises license customers delay or decline to migrate to our cloud solutions, choose alternative solutions or otherwise choose to not continue doing business with us by, for example, canceling maintenance, our future revenue will be affected. If our goodwill or amortizable intangible assets become impaired, we could be required to record a significant charge to earnings.Under GAAP, we review our goodwill and amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. GAAP requires us to test for goodwill impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or amortizable intangible assets may not be recoverable include declines in stock price, market capitalization or cash flows and slower growth rates in our industry. We could be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill or amortizable intangible assets were determined, negatively impacting our results of operations and financial condition.Risks Relating to Ownership of our Common StockMarket volatility may affect our stock price and the value of your investment.The market price for our common stock, and the software industry generally, has been and is likely to continue to be volatile.Â Volatility could make it difficult to trade shares of our common stock at predictable prices or times. A wide variety of factors have caused historic volatility and may cause the market price of our common stock to be volatile in the future, including the following:â€¢U.S. and global economic and geopolitical conditions and events, including global crises such as the COVID-19 pandemic; â€¢variations in our quarterly or annual operating results;â€¢decreases in market valuations of comparable companies;â€¢fluctuations in stock market prices and volumes;â€¢decreases in financial estimates by equity research analysts;â€¢announcements by our competitors of significant contracts, new solutions or enhancements, acquisitions, distribution partnerships, joint ventures or capital commitments;â€¢departure of key personnel;â€¢changes in governmental regulations and standards affecting the software industry and our software solutions;â€¢conversion of convertible notes into equity or sales of common stock or other securities by us;â€¢damages, settlements, legal fees and other costs related to litigation, claims and other contingencies; andâ€¢other risks described elsewhere in this section.In the past, securities class action litigation often has been initiated against a company following a period of volatility in the market price of the companyâ€™s securities.Â If class action litigation is initiated against us, we may incur substantial costs 21Table of Contentsand our managementâ€™s attention could be diverted from our operations.Â All of these factors could cause the market price of our stock to decline, and you may lose some or all of your investment.Anti-takeover provisions in our Certificate of Incorporation and Bylaws and under Delaware law could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current management.Our Certificate of Incorporation and Bylaws and SectionÂ 203 of the Delaware General Corporation Law contain provisions that might enable our management to resist a takeover of our company. These provisions include the following:â€¢the division of our board of directors into three classes to be elected on a staggered basis, one class each year;â€¢a prohibition on actions by written consent of our stockholders;â€¢the elimination of the right of stockholders to call a special meeting of stockholders;â€¢a requirement that stockholders provide advance notice of any stockholder nominations of directors or any proposal of new business to be considered at any meeting of stockholders;â€¢a requirement that a super majority vote be obtained to amend or repeal certain provisions of our certificate of incorporation; andâ€¢the ability of our board of directors to issue preferred stock without stockholder approval.In addition, because we are incorporated in Delaware, we are governed by the provisions of SectionÂ 203 of the Delaware General Corporation Law, which limits the ability of stockholders owning in excess of 15% of our outstanding voting stock to merge or combine with us.Â Although we believe these provisions collectively provide for an opportunity to obtain higher bids by requiring potential acquirers to negotiate with our board of directors, they would apply even if an offer were considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management.We do not intend to pay dividends for the foreseeable future.We do not currently anticipate paying any cash dividends on our common stock in the foreseeable future.Â We currently anticipate that we will retain all of our available cash, if any, for use as working capital, repayment of debt and for other general corporate purposes.Â Consequently, stockholders must rely on sales of their common stock after price appreciation as the only way to realize any future gains on their investment.ItemÂ 1B. Unresolved Staff CommentsÂ Â Â Â None.ItemÂ 1C. CybersecurityOur Board recognizes the critical importance of maintaining the trust and confidence of our customers, business partners and employees. Our Board is actively involved in oversight of our risk management program, and cybersecurity represents an important component of our overall approach to enterprise risk management (â€œERMâ€). Our cybersecurity policies, standards, processes and practices are integrated into our ERM program and are based on recognized frameworks established by the National Institute of Standards and Technology, the International Organization for Standardization and other applicable industry standards. In general, we seek to address cybersecurity risks through a cross-functional approach that is focused on preserving the confidentiality, integrity and availability of the information that we collect and store by identifying, preventing and mitigating cybersecurity threats and responding to Cybersecurity Events when they occur.Risk Management and StrategyAs a critical element of our overall ERM approach, our cybersecurity program is focused on the following key areas:Governance. As discussed in more detail under the heading â€œGovernanceâ€ below, our Board and management devote significant time to cybersecurity risk oversight. The Board annually reviews our overall cybersecurity risk profile to help ensure 22Table of Contentsthat sensitive data remains secure in an ever-changing threat landscape, including risk preparedness and mitigation strategies. This assessment considers a range of factors, including our business objectives, the threat landscape, industry trends and regulatory requirements. The Audit Committee of the Board ("Audit Committee") oversees our cybersecurity risk management and regularly meets, not less than quarterly, with our Chief Information Security Officer (â€œCISOâ€) and other members of management, including those with significant roles in our cybersecurity efforts. Our Executive Steering Committee, described below, provides senior management oversight to our cybersecurity program.Collaboration. We take a cross-functional approach to identify, prevent and mitigate cybersecurity threats and incidents, and implement controls and procedures designed to promptly escalate certain Cybersecurity Events to help ensure timely review, disclosure and reporting of such incidents.Technical Safeguards. We deploy technical safeguards designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which we evaluate and improve through vulnerability assessments and cybersecurity threat intelligence.Incident Response and Recovery Planning. We established and maintain incident response and recovery plans that address our response to a Cybersecurity Event, and test and evaluate such plans on a regular basis.Third-Party Risk Management. We maintain a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of our systems, as well as third-party systems that could adversely impact our business in the event of a Cybersecurity Event affecting those systems.Education and Awareness. We provide regular, mandatory training for our employees regarding cybersecurity threats and our security policies to equip our employees with tools to address cybersecurity threats, and to communicate our evolving information security policies, standards, processes and practices.We regularly assess and test our cybersecurity policies, standards, processes and practices. These efforts include a wide range of activities, including audits, assessments, tabletop exercises, threat modeling, vulnerability testing and other exercises focused on evaluating the effectiveness of our cybersecurity measures and planning. We regularly engage recognized third-party experts to perform assessments on our cybersecurity measures, including information security maturity assessments, audits and independent reviews of our information security control environment and operating effectiveness. We adjust our cybersecurity policies, standards, processes and practices as necessary based on the information provided by these assessments, audits and reviews.GovernanceOur Board, in coordination with the Audit Committee, oversees our ERM process, including the management of risks from cybersecurity threats. The Board and the Audit Committee receive regular presentations and reports on cybersecurity risks from our CISO, which can include a wide range of topics such as recent developments, evolving standards, security effectiveness, vulnerability assessments, third-party and independent reviews, the current and evolving threat environment, incident response planning, remediation efforts, employee training and awareness (such as the results of our annual cybersecurity training), technological trends and information security considerations arising with respect to our peers and third parties. On a quarterly basis, our Audit Committee discusses our approach to cybersecurity risk management with our CISO and other members of management, including planned initiatives to help the Board evaluate the effectiveness of our cybersecurity program. One of our independent directors, Ms. Hammoud, a seasoned software executive, is a member of the Audit Committee and also provides direct guidance on cybersecurity matters to our CISO outside of regularly scheduled Audit Committee and Board meetings.Our CISO, in coordination with our Executive Steering Committee, which includes our CEO, our Chief Financial Officer (â€œCFOâ€), our Executive Vice President, Engineering, our Senior Director, IT and our General Counsel, works collaboratively across the Company to implement a cybersecurity risk management program intended to protect our information systems from cybersecurity threats and to promptly respond to any Cybersecurity Events in accordance with our incident response and recovery plans. As part of that program, multidisciplinary teams across the Company (both standing, regular teams and special teams as needed) are deployed to provide governance over cybersecurity issues, address cybersecurity threats and to respond to Cybersecurity Events. Through ongoing communications with these teams, our CISO and management monitor the prevention, detection, mitigation and remediation of cybersecurity threats and incidents and report such threats and incidents to the Audit Committee, and in certain incidents to the Board, when appropriate.23Table of ContentsOur CISO has served in various roles in risk management and enterprise and cybersecurity for over 20 years, including serving as Deputy CISO at a global cybersecurity software company. Our CISO has attained numerous professional certifications, including Certified Information Systems Security Professional, Certified in Risk and Information Systems Control, Certified Information Security Manager, Certified Information Systems Auditor, and GIAC Security Operations Manager. Our CEO, who has decades of software engineering experience, has served as our CEO and as a member of our Board for fourteen years, during which time he has overseen our ERM program, including risks arising from cybersecurity threats. Our CFO and General Counsel each have more than 20 years of experience managing risks, including both at the Company and with other public companies. The other members of our Executive Steering Committee are all experienced leaders in their respective areas of management with extensive SaaS operational experience.In 2024, we did not identify any cybersecurity threats that materially affected or are reasonably likely to materially affect our business strategy, results of operations, cash flows or financial condition. However, despite our efforts, we cannot eliminate all risks from cybersecurity threats, nor provide assurances that we have not experienced undetected Cybersecurity Events. For additional information about these risks, see Part I, Item 1A, "Risk Factors" in this Annual Report on Form 10-K.ItemÂ 2. PropertiesOur headquarters is located in Houston, Texas, where we lease approximately 112,000 square feet of office space. We also lease a number of smaller regional offices. We believe our existing facilities are sufficient for our current needs, particularly as we have pivoted to a hybrid workforce.ItemÂ 3. Legal ProceedingsIn the ordinary course of our business, we may be involved in various legal proceedings and claims. The outcomes of these matters are inherently unpredictable. We are not currently involved in any outstanding litigation that we believe, individually or in the aggregate, will have a material adverse effect on our business, results of operations or financial condition.ItemÂ 4. Mine Safety DisclosuresNot applicable.24Table of ContentsPart IIItemÂ 5. Market for Registrantâ€™s Common Equity, Related Stockholders Matters and Issuer Purchases of Equity SecuritiesMarket Information, Holders and DividendsOur common stock is listed on the NYSE under the symbol "PRO". On FebruaryÂ 6, 2025 there were 32 stockholders of record of our common stock. Since 2007, we have not declared or paid any dividends on our common stock. We currently expect to retain all remaining available funds and any future earnings for use in the operation and development of our business. Accordingly, we do not anticipate declaring or paying cash dividends on our common stock in the foreseeable future.Performance GraphThe following shall not be deemed "soliciting material" or "filed" with the SEC, or incorporated by reference into any future filing under the Securities Act or Exchange Act, except to the extent that we specifically incorporate it by reference into such filing.The graph below presents a five-year comparison of the relative investment performance of our common stock, the StandardÂ & Poorâ€™s 500 Stock Index ("S&P 500"), and the Russell 2000 Index for the period commencing on December 31, 2019, and ending DecemberÂ 31, 2024. The graph is not meant to be an indication of our future performance.(1)The graph assumes that $100 was invested on December 31, 2019 in our common stock, the S&P 500 and the Russell 2000 Index and further assumes all dividends were reinvested. No cash dividends have been paid on our common stock for the periods presented above.Company/Index12/31/201912/31/202012/31/202112/31/202212/31/202312/31/2024PRO$100.00Â $84.73Â $57.56Â $40.49Â $64.74Â $36.65Â S&P 500$100.00Â $116.26Â $147.52Â $118.84Â $147.64Â $182.05Â Russell 2000 Index$100.00Â $118.36Â $134.57Â $105.56Â $121.49Â $133.66Â Issuer Purchase of Equity SecuritiesNone.Recent Sales of Unregistered SecuritiesNone.ItemÂ 6. Reserved25Table of ContentsItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of OperationsExecutive SummaryOur current focus is on increasing our subscription revenues, operating profit and cash flows, as well as expanding both our customer base and our footprint within existing accounts. While we have incurred GAAP operating losses since our cloud transition in 2015, we continue to invest in a disciplined manner to drive revenue growth, further improve profitability, and support our long-term objectives. This includes investments designed to accelerate our customer time-to-value, improve efficiency and operations, further leverage AI in our business operations, provide out-of-the-box integration with third-party commerce solutions and develop new applications and technologies.In 2024, we grew our subscription revenue by $32.2 million and gross profit by $28.6 million, each as compared to the year ended December 31, 2023. Our focus on improving operating efficiency drove year-over-year improvement in net operating cash flow of $17.5 million or 177%, despite a challenging macroeconomic environment. Other notable items for 2024 include:â€¢increased subscription revenue by 14% and total revenue by 9% as compared to prior year;â€¢gross revenue retention rates, which measure recurring revenue retained from existing customers, excluding expansions, remained above 93% during the twelve months ended DecemberÂ 31, 2024;â€¢recurring revenue, which consists of subscription and maintenance and support revenue, accounted for 85% of our total revenue; andâ€¢improved subscription gross margin to 78% for the year ended DecemberÂ 31, 2024 as compared to 76% in prior year.To support our growth, we plan to reinvest a portion of incremental revenues in sales and marketing in support of our land, realize and expand customer strategy, while continuing to invest in product innovation. As we scale, we anticipate operating expenses as a percentage of total revenues will decline, allowing greater economies of scale and further improving profitability while continuing to drive innovation. We are committed to advancing our

solutions, enhancing existing features and addressing the evolving needs of our customers. As part of our mission, we also prioritize our customers' success through use of our solutions, which includes investments in professional services to deploy, configure and adopt our solutions. As we grow, we are emphasizing further product innovation to reduce the professional services necessary to deploy our solutions and shifting toward a broader ecosystem of implementation partners to scale these efforts.In addition to the financial metrics noted above, we also regularly review subscription annual recurring revenue ("subscription ARR"), a non-GAAP financial measure, to assess the health and trajectory of our business. Subscription ARR is defined, as of a specific date, as contracted subscription revenue, including contracts with a future start date, together with annualized overage fees incurred above contracted minimum transactions. Subscription ARR should be viewed independently of subscription revenue, deferred revenue and other GAAP measures and is not intended to be combined with any of these items. We adjust our reported subscription ARR on an annual basis to reflect exchange rate changes. Our constant currency subscription ARR is based on the actual currency rates set at the beginning of the year. The same rates are used to measure both 2024 and 2023 subscription ARR. Subscription ARR on a constant currency basis as of DecemberÂ 31, 2024 was $283.7 million, up from $259.0 million as of DecemberÂ 31, 2023, an increase of 10%. Subscription ARR on an as reported basis as of DecemberÂ 31, 2024 was $281.5 million, approximately $2.2 million lower than our constant currency subscription ARR.Factors and Trends Affecting Our PerformanceÂ Â Â Â Key factors and trends that have affected and we believe will continue to affect our operating results include:â€¢Macroeconomic, Regulatory and Geopolitical Environment. The companies we serve continue to navigate a challenging and evolving macroeconomic, regulatory and geopolitical environment. Macroeconomic factors, such as, persistent inflation, fluctuating interest rates, supply chain disruptions and other uncertainties, impact our customers' businesses in ways that may be difficult to quantify. Regulatory developments, including emerging AI-specific regulations, increase scrutiny for companies utilizing AI solutions, even when such solutions are compliant with existing frameworks. Geopolitical conflicts, including the ongoing Russia-Ukraine war, heightened tensions in the Middle East, and other regional conflicts, exacerbate uncertainty and disrupt global markets. We continue to see these factors drive more measured buying behavior by our customers, including more complex customer review and approval cycles and emphasis on smaller scope initial purchases and fast return on investment. We believe these factors require solid execution by our teams to meet our financial guidance and long-term targets.26Table of Contentsâ€¢Artificial Intelligence. The rapid market interest in generative AI continues to drive businesses around the world and across industries to consider, invest in and use applications leveraging both generative and other types of AI. The pace of change across industries helps fuel business demand for solutions that help replace manual processes with AI. We have utilized AI in our solutions for years, and our deep experience in the use of AI at scale continues to influence our category-leading solutions. We are also utilizing and considering new ways to expand AI use in our own business to improve knowledge management and drive operating efficiency. â€¢Digital Purchasing. We believe the long-term trends toward digital purchasing drives demand for technology that provides fast, frictionless and distinctive buying experiences aligned across digital and traditional sales channels. Buyers often prefer to conduct their own research rather than rely on sales representatives, and tend to make purchases online once they have decided what to buy. For example, in the airline industry, the pandemic accelerated a long-term trend towards direct booking channels, and we anticipate airlines continuing to invest in technology to enhance their ability to manage offers and orders to drive demand through their own channels such as their websites. We believe companies increasingly compete based on customer experience and must adopt technologies which power consistent offers and experiences across sales channels.Components of our Operating ResultsRevenueÂ Â Â Â We derive our revenues primarily from recurring revenue, which includes subscription and maintenance and support. Recurring revenues accounted for 85% of our total revenue in 2024. Â Â Â Â Subscription. Subscription services revenue primarily consists of fees that give customers access to one or more of our cloud applications and include related customer support. We primarily recognize subscription revenue ratably over the contractual term of the customer arrangement beginning with commencement of service. Subscription revenue, where the overage fees are based on a number of transactions, are recognized on an expected value basis. Our subscription contracts are generally one to five years in length and primarily billed annually in advance.Â Â Â Â Maintenance and support. Maintenance and support revenue includes customer support for our legacy on-premises software and the right to unspecified software updates and enhancements. We recognize revenue from maintenance arrangements ratably over the period in which the services are provided. Our maintenance and support contracts are generally one year in length, billed annually in advance, and non-cancelable.Â Â Â Â Services. Services revenue primarily consists of professional services fees for configuration services, consulting and training. We typically sell our services on either a fixed-fee or time-and-materials basis. Services revenue is generally recognized as the services are performed for time and material contracts, or on a proportional performance basis for fixed-price contracts. Training revenues are recognized as the services are performed.Services revenue varies from period to period depending on several factors, including the level of services required to configure our solutions and any additional services requested by our customers during a particular period.Â Â Â Â Judgments are required in determining whether services contained in our customer subscription contracts are considered distinct, including whether the services are capable of being distinct and whether they are separately identifiable. Services deemed to be distinct are accounted for as a separate performance obligation and revenue is recognized as the services are performed. If services are determined not to be distinct, the services and the subscription are considered to be a single performance obligation and revenue is recognized over the contractual term of the subscription beginning on the date that subscription services are made available to the customer. The associated revenue is allocated between subscription and services.Cost of RevenueCost of subscription. Cost of subscription consists of infrastructure costs to support our current subscription customer base including third-party hosting services, employee-related costs, operating leases, amortization of capitalized software, amortization of certain intangible assets and allocated depreciation and other overhead.Cost of maintenance and support. Cost of maintenance and support consists largely of employee-related costs and an allocation of depreciation and other overhead.27Table of ContentsCost of services. Cost of services includes those costs related to services and implementation of our solutions, primarily employee-related costs and third-party contractors, billable and non-billable travel and an allocation of depreciation and other overhead. Cost of providing services may vary from quarter to quarter depending on a number of factors, including the amount of services required to configure our solutions.Services gross profit varies period to period depending on different factors, including the level of services required to configure our solutions, the mix of employees and third-party contractors, our effective billable man-day rates, our use of third-party system integrators and the billable utilization of our services personnel. Operating ExpensesSelling and marketing. Selling and marketing expenses primarily consist of employee-related costs, third-party contractors, sales commissions, sales and marketing programs such as lead generation programs, company awareness programs, various conferences, including our annual Outperform conference, participation in industry trade shows, other sales and marketing programs, travel, amortization expenses associated with acquired intangible assets and allocated other overhead. Sales commissions are typically deferred and amortized on a straight-line basis over the period of benefit, which we have determined to be five to eight years.Research and development. Research and development expenses primarily consist of employee-related costs and third-party contractors who work on enhancements of existing solutions, the development of new solutions, scientific research, quality assurance and testing, security and an allocation of depreciation, facilities and other overhead.General and administrative. General and administrative expenses primarily consist of employee-related costs for executive, accounting, finance, legal, human resources and internal IT support functions and an allocation of depreciation and other overhead. General and administrative expenses also include outside legal and accounting fees and provision for bad debts.Results of OperationsComparison of year ended DecemberÂ 31, 2024 with year ended DecemberÂ 31, 2023 Revenue:Â Year Ended DecemberÂ 31,20242023(Dollars in thousands)AmountPercentage of total revenueAmountPercentage of total revenueVarianceÂ $VarianceÂ %Subscription$266,272Â 81Â %$234,024Â 77Â %$32,248Â 14Â %Maintenance and support13,494Â 4Â %19,958Â 7Â %(6,464)(32)%Total subscription, maintenance and support279,766Â 85Â %253,982Â 84Â %25,784Â 10Â %Services50,606Â 15Â %49,726Â 16Â %880Â 2Â %Total revenue$330,372Â 100Â %$303,708Â 100Â %$26,664Â 9Â %Subscription revenue. Subscription revenue increased primarily due to an increase in new and existing customer subscription contracts.Maintenance and support revenue. Maintenance and support revenue decreased primarily as a result of existing maintenance customers migrating to our cloud solutions and customer maintenance churn. We expect maintenance revenue to continue to decline as we continue to migrate maintenance customers to our cloud solutions.Services revenue. Services revenue increased primarily as a result of higher sales of professional services to our existing customers. Services revenue varies from period to period depending on different factors, including the level of professional services required to implement our solutions, the timing of services revenue recognition on certain subscription contracts and efficiencies in our solutions implementations requiring less professional services during a particular period.28Table of ContentsÂ Â Â Â Cost of revenue and gross profit:Year Ended DecemberÂ 31,20242023(Dollars in thousands)AmountPercentage ofÂ totalrevenueAmountPercentage ofÂ totalÂ revenueVarianceÂ $VarianceÂ %Cost of subscription$57,882Â 18Â %$57,212Â 19Â %$670Â 1Â %Cost of maintenance and support7,027Â 2Â %7,703Â 3Â %(676)(9)%Total cost of subscription, maintenance and support64,909Â 20Â %64,915Â 21Â %(6)â€”Â %Cost of services48,420Â 15Â %50,398Â 17Â %(1,978)(4)%Total cost of revenue$113,329Â 34Â %$115,313Â 38Â %$(1,984)(2)%Gross profit$217,043Â 66Â %$188,395Â 62Â %$28,648Â 15Â %Cost of subscription. Cost of subscription increased primarily due to higher infrastructure costs to support the growth in our current subscription customer base and higher employee-related costs. These increases were partially offset by decreases in amortization expense for intangible assets and internal-use software expense. Our subscription gross profit percentages were 78% and 76% for the years ended DecemberÂ 31, 2024 and 2023, respectively. Cost of maintenance and support. Cost of maintenance and support decreased mainly due to lower employee-related costs as our maintenance customer base has decreased primarily due to migrations to our subscription solutions. Maintenance and support gross profit percentages for the years ended DecemberÂ 31, 2024 and 2023, were 48% and 61%, respectively. Gross profit percentages decreased in 2024 as compared to prior year primarily due to lower maintenance and support revenue and the cost of maintenance and support being partially fixed.Cost of services. Cost of services decreased primarily due to a decrease in contract labor, employee-related costs and other non-labor related costs. Services gross profit percentages for the years ended DecemberÂ 31, 2024 and 2023, were 4% and (1)%, respectively. Services gross profit percentages improved in 2024 compared to 2023 primarily due to an increase in services revenue and a decrease in cost of services due to greater efficiencies.Â Â Â Â Operating expenses:Year Ended DecemberÂ 31,20242023(Dollars in thousands)AmountPercentage of total revenueAmountPercentage of total revenueVarianceÂ $VarianceÂ %Selling and marketing$88,048Â 27Â %$92,389Â 30Â %$(4,341)(5)%Research and development89,725Â 27Â %89,361Â 29Â %364Â â€”Â %General and administrative58,292Â 18Â %57,247Â 19Â %1,045Â 2Â %Total operating expenses$236,065Â 71Â %$238,997Â 79Â %$(2,932)(1)%Selling and marketing expenses. Selling and marketing expenses decreased primarily due to a decrease in employee-related costs. Employee-related costs declined primarily due to a $2.6 million decrease in noncash share-based compensation expense, mainly as the PROS Florida LLC (formerly EveryMundo, LLC, and hereafter "EveryMundo") equity consideration was fully vested in November 2023, and severance expenses incurred during the prior year. The decrease was partially offset by an increase in travel expenses.Research and development expenses. Research and development expenses increased primarily due to higher headcount and an increase in contract labor, partially offset by a decrease in noncash share-based compensation expense as the EveryMundo equity consideration vested in November 2023.General and administrative expenses. General and administrative expenses increased primarily due to higher employee-related costs, mainly an increase of $2.1 million in noncash share-based compensation expense, partially offset by a one-time award of professional fees in a court case in which the Company prevailed.29Table of ContentsNon-operating expenses:Year Ended DecemberÂ 31,20242023(Dollars in thousands)AmountPercentage of total revenueAmountPercentage of total revenueVariance $Variance %Convertible debt interest and amortization$(4,596)(1)%$(5,882)(2)%$1,286Â (22)%Other income, net$4,457Â 1Â %$1,063Â â€”Â %$3,394Â 319Â %Â Â Â Â Convertible debt interest and amortization. Our convertible debt expense consisted of coupon interest, amortization of debt premium and debt issuance costs attributable to our convertible notes. The decrease in expense was related to the exchange in 2023 of approximately 85% of PROS outstanding convertible notes due in May 2024 for newly issued convertible notes due in September 2027. Please see Note 14 to the Consolidated Financial Statements for more information.Â Â Â Â Other income, net. The change in other income, net for the year ended DecemberÂ 31, 2024, primarily related to a $4.5 million derivative loss, a $1.8 million loss on debt extinguishment related to the convertible notes exchange recorded and a $0.8 million gain on equity investments, all recorded in 2023. The change also included a decrease due to lower interest income during the period. Please see Note 22 to the Consolidated Financial Statements for more information.Â Â Â Â Income tax provision:Year Ended DecemberÂ 31,(Dollars in thousands)20242023VarianceÂ $VarianceÂ %Effective tax rate(7)%(2)%n/a(5)%Income tax provision$1,314Â $933Â $381Â 41Â %Our tax provision for the year ended DecemberÂ 31, 2024 and 2023 included both foreign income and withholding taxes. No tax benefit was recognized on jurisdictions with a projected loss for the year due to the valuation allowances on our deferred tax assets.Our 2024 and 2023 effective tax rates had an unusual relationship to pretax loss from operations due to a valuation allowance on our net deferred tax assets. Our income tax provisions in 2024 and 2023 only included foreign income and withholding taxes, resulting in an effective tax rate of (7)% and (2)%, respectively. The difference between the effective tax rates and the federal statutory rate of 21% for the years ended DecemberÂ 31, 2024 and 2023 was primarily due to the increase in our valuation allowance of $3.6 million and $4.8 million, respectively.Â Â Â Â As of DecemberÂ 31, 2024 and 2023, we had a valuation allowance on our net deferred tax assets of $171.8 million and $167.6 million, respectively. The increase in the valuation allowance was principally attributable to an additional valuation allowance recorded on our current year's tax loss and other deferred tax assets including capitalized research and development costs under Internal Revenue Code Section 174 as updated by the Tax Cuts and Jobs Act of 2017.Comparison of year ended DecemberÂ 31, 2023 with year ended DecemberÂ 31, 2022For a comparison of our results of operations for the years ended DecemberÂ 31, 2023 and 2022, see â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 14, 2024.Â Â Â Â Liquidity and Capital ResourcesAt DecemberÂ 31, 2024, we had $162.0 million of cash and cash equivalents and $52.1 million of working capital as compared to $168.7 million of cash and cash equivalents and $37.3 million of working capital at DecemberÂ 31, 2023.Our principal sources of liquidity are our cash and cash equivalents, cash flows generated from operations and potential borrowings under our $50 million credit agreement (the "Credit Agreement"). In addition, we could access capital markets to supplement our liquidity position. Our material drivers or variants of operating cash flow are net income (loss) and the timing of invoicing and cash collections from our customers. Our operating cash flows are also impacted by the timing of payments to our vendors and the payments of other liabilities.30Table of ContentsÂ Â Â Â We believe we will have adequate liquidity and capital resources to meet our operational requirements, anticipated capital expenditures, and coupon interest of our 2027 Notes for the next twelve months. Our future working capital requirements depend on many factors, including the operations of our existing business, growth of our customer subscription services, future acquisitions we might undertake, expansion into complementary businesses, the implementation of our solutions and customer churn. Capital markets have tightened in response to the macroeconomic environment, making new financing more difficult and/or expensive, and we may not be able to obtain such financing on terms acceptable to us or at all.The following table presents key components of our Consolidated Statements of Cash Flows for the years ended DecemberÂ 31, 2024, 2023 and 2022:Â Â Year Ended DecemberÂ 31,(Dollars in thousands)202420232022Net cash provided by (used in) operating activities$27,383Â $9,877Â $(23,906)Net cash used in investing activities(1,219)(2,704)(1,142)Net cash (used in) provided by financing activities(32,338)(32,357)1,069Â Effect of foreign currency rates on cash(590)304Â 53Â Net change in cash, cash equivalents and restricted cash$(6,764)$(24,880)$(23,926)Operating ActivitiesNet cash provided by operating activities in 2024 was $27.4 million and increased as compared to $9.9 million in 2023. The improvement was primarily due to a significant reduction in our net loss. The reduction in net loss was attributed to a 9% increase in total revenue, while improving gross margins to 66% in 2024 from 62% in 2023 and also reducing our operating expenses by approximately 1% in 2024 as compared to 2023.Investing ActivitiesNet cash used in investing activities forÂ 2024 was $1.2 million and decreased as compared to $2.7 million in 2023. The decrease was mainly due to higher capital expenditures in 2023, primarily related to a third-party software license renewal.Financing ActivitiesNet cash used in financing activities remained relatively unchanged year-over-year. The net cash used in 2024 was primarily due to the $21.7 million repayment of our 2024 Notes as they matured in May 2024, tax withholding payments of $12.7 million related to the vesting of employee share-based awards and $2.1 million proceeds from employee stock plans. The net cash used in 2023 was primarily attributable to a $22.2 million purchase of capped call and a payment of $2.2 million for debt issuance costs, both in connection with the convertible notes exchange. In addition, there was a $9.3 million payment for tax withholdings on the vesting of employee share-based awards, a payment of $0.8 million for debt issuance cost related to our credit agreement offset by $2.2 million proceeds from employee stock plans.Off-Balance Sheet Arrangements and Contractual ObligationsWe do not have any relationships with unconsolidated entities or financial partnerships, such as variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. 31Table of ContentsContractual

ObligationsOur contractual obligations as of DecemberÂ 31, 2024 consist of obligations under our convertible notes, operating leases and various service agreements. The following table sets forth our material contractual obligations, excluding imputed interest as it related to operating leases, as of DecemberÂ 31, 2024. For further information, see the associated Notes to Consolidated Financial Statements as referenced below:Â Payment due by period(Dollars in thousands)TotalLessÂ than 1 year1-3Â years3-5Â yearsMoreÂ than 5 yearsReferenceNotes, including interest$284,936Â $6,003Â $278,933Â $â€”Â $â€”Â Note 14Operating leases37,795Â 7,827Â 7,708Â 7,774Â 14,486Â Note 7Purchase commitments109,531Â 50,846Â 55,977Â 2,708Â â€”Â Note 16Total contractual obligations$432,262Â $64,676Â $342,618Â $10,482Â $14,486Â Critical Accounting Policies and EstimatesÂ Â Â Â Our Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these Consolidated Financial Statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses, and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Actual results could differ from those estimates.We believe the critical accounting policies listed below affect significant judgment and estimates used in the preparation of our Consolidated Financial Statements.Revenue RecognitionWe derive our revenues primarily from subscription services, services and associated software maintenance and support. Â Â Â Â We determine revenue recognition through the following steps:â€¢identification of the contract, or contracts, with a customer;â€¢identification of the performance obligations in the customer contract(s);â€¢determination of the transaction price;â€¢allocation of the transaction price to each performance obligation in the customer contract(s); andâ€¢recognition of revenue when, or as, we satisfy a performance obligation.Subscription revenueÂ Â Â Â Subscription revenue primarily consists of subscription fees that provide customers access to one or more of our cloud applications along with related customer support. We primarily recognize subscription revenue ratably over the contractual term of the arrangement beginning with commencement of service. Subscription revenue related to certain offerings, where the overage fees are based on a number of transactions, are recognized on an expected value basis. Our subscription contracts are generally one to five years in length and primarily billed annually in advance.Maintenance and support revenueMaintenance and support revenue includes customer support for our on-premises software and the right to unspecified software updates and enhancements. We recognize revenue from maintenance arrangements ratably over the period in which the services are provided. Our maintenance and support contracts are generally one year in length, billed annually in advance, and non-cancelable.32Table of ContentsServices revenueÂ Â Â Â Services revenue primarily consists of fees for configuration services, consulting and training. We typically sell our services on either a fixed-fee or time-and-materials basis. Services revenue is generally recognized as the services are performed for time and material contracts, or on a proportional performance basis for fixed-price contracts. Training revenues are recognized as the services are performed.Â Â Â Â Judgments are required in determining whether services contained in our customer subscription contracts are considered distinct, including whether the services are capable of being distinct and whether they are separately identifiable. Services deemed to be distinct are accounted for as a separate performance obligation and revenue is recognized as the services are performed. If services are not determined to be distinct, the services and the subscription are determined to be a single performance obligation and revenue is recognized over the contractual term of the subscription beginning on the date subscription services are made available to the customer. The associated revenue is allocated between subscription and services.Customer contracts with multiple performance obligationsÂ Â Â Â A portion of our customer contracts contain multiple performance obligations. Judgment is required in determining whether multiple performance obligations contained in a single customer contract are capable of being distinct and are separately identifiable.Â An obligation determined to be distinct is accounted for as a separate performance obligation and revenue is recognized when, or as, we satisfy the performance obligation. If obligations are determined not to be distinct, those obligations are accounted for as a single, combined performance obligation. The transaction price is allocated to each performance obligation on a relative standalone selling price basis.Deferred CostsSales commissions earned by our sales representatives are considered incremental and recoverable costs of obtaining a customer contract. Sales commissions are capitalized and amortized on a straight-line basis over the period of benefit, which we have determined to be five to eight years. We determined the period of benefit by taking into consideration our customer contracts, expected renewals of those customer contracts (as we currently do not pay an incremental sales commission for renewals), our technology and other factors. We also capitalize amounts earned by employees other than sales representatives who earn incentive payments under compensation plans tied to the value of customer contracts acquired.Noncash Share-Based CompensationNoncash share-based compensation expense is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is generally the vesting period.To date, we have granted restricted stock units ("RSUs") and market stock units ("MSUs") from the 2017 Equity Stock Plan.The fair value of the RSUs (time-based) and the equity consideration stock awards, granted as part of the EveryMundo acquisition, is based on the closing price of our stock on the date of grant.MSUs are performance-based awards that cliff vest based on our shareholder return relative to the total shareholder return of the Russell 2000 Index ("Index") over a three-year period. The maximum number of shares issuable upon vesting is 200% of the MSUs initially granted based on the average price of our common stock relative to the Index during the Performance Period. We estimate the fair value of MSUs on the date of grant using a Monte Carlo simulation model. The determination of the fair value of the MSUs is affected by our stock price and a number of assumptions including the expected volatilities of our stock and the Index, the risk-free interest rate and expected dividends. Our expected volatility at the date of grant was based on the historical volatilities of our stock and the Index over the Performance Period. If factors change and we employ different assumptions, noncash share-based compensation expense may differ significantly from what we have recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, we may be required to accelerate, increase or cancel any remaining unearned noncash share-based compensation expense. Future noncash share-based compensation expense and unearned noncash share-based compensation will increase to the extent we grant additional equity awards to employees.We estimate the number of awards that will be forfeited and recognize expense only for those awards that ultimately are expected to vest. Significant judgment is required in determining the adjustment to noncash share-based compensation 33Table of Contentsexpense for estimated forfeitures. Noncash share-based compensation expense in a period could be impacted, favorably or unfavorably, by differences between forfeiture estimates and actual forfeitures. We record deferred tax assets for share-based compensation awards that will result in future deductions on our income tax returns, based on the amount of share-based compensation recognized at the statutory tax rate in the jurisdiction in which we will receive a tax deduction. Because the deferred tax assets we record are based upon the share-based compensation expenses in a particular jurisdiction, the aforementioned inputs that affect the fair values of our stock awards may also indirectly affect our income tax expense. In addition, differences between the deferred tax assets recognized for financial reporting purposes and the actual tax deduction reported on our income tax returns are recorded in our income tax (expense) income.At DecemberÂ 31, 2024, we had $71.5 million of total unrecognized compensation costs related to noncash share-based compensation arrangements for stock awards granted. These costs will be recognized over a weighted-average period of 2.6 years.Accounting for Income TaxesÂ Â Â Â We estimate our income taxes based on the various jurisdictions where we conduct business and we use estimates in determining our provision for income taxes. We estimate separately our deferred tax assets, related valuation allowances, current tax liabilities and deferred tax liabilities. The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax rules and the potential for future adjustment of our uncertain tax positions by the U.S. Internal Revenue Service or other taxing jurisdictions. We estimate our current tax liability and assess temporary differences that result from differing treatments of certain items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which we show on our balance sheet. At DecemberÂ 31, 2024, our deferred tax assets consisted primarily of temporary differences related to noncash share-based compensation, interest expense limited under Section 163(j), expense recognition of our lease obligations, Research and Experimentation ("R&E") tax credit carryforwards and net operating losses.Â Â Â Â We review the realizability of our deferred tax asset on a quarterly basis, or whenever events or changes in circumstances indicate a review is required. In determining the requirement for a valuation allowance, the historical and projected financial results of the legal entity or consolidated group recording the net deferred tax asset are considered, along with any other positive or negative evidence. Since future financial results may differ from previous estimates, periodic adjustments to our valuation allowances may be necessary. We continually perform an analysis related to the realizability of our deferred tax assets. As a result, and after considering tax planning initiatives and other positive and negative evidence, we determine it is more likely than not our net deferred tax assets will not be realized. During 2024, there was not sufficient positive evidence to outweigh the current and historic negative evidence to determine it was more likely than not that our net deferred tax assets would not be realized. Therefore, we continue to have a valuation allowance against net deferred tax assets as of DecemberÂ 31, 2024.We account for uncertain income tax positions recognized in our financial statements in accordance with the Income Tax Topic of the Accounting Standards Codification ("ASC"), issued by the FASB. This interpretation requires companies to use a prescribed model for assessing the financial recognition and measurement of all tax positions taken or expected to be taken in their tax returns. This guidance provides clarification on recognition, classification, interest and penalties, accounting in interim periods, disclosures and transition. Please see Note 13 to the Consolidated Financial Statements for more information.Recent Accounting PronouncementsÂ Â Â Â See Note 2 - Summary of Significant Accounting Policies to the Consolidated Financial Statements included in this report, regarding the impact of certain recent accounting pronouncements on our Consolidated Financial Statements.ItemÂ 7A. Quantitative and Qualitative Disclosures About Market RiskForeign Currency Exchange RiskÂ Â Â Â Our contracts are predominately denominated in U.S. dollars; however, we have contracts denominated in foreign currencies and therefore a portion of our revenue is subject to foreign currency risks. The primary market risk we face is from foreign currency exchange rate fluctuations. Our cash flows are subject to fluctuations due to changes in foreign currency exchange rates. The effect of an immediate 10% adverse change in exchange rates on foreign denominated receivables as of 34Table of ContentsDecemberÂ 31, 2024, would have resulted in a $1.0 million loss. We are also exposed to foreign currency risk due to our operating subsidiaries in France, UK, Canada, Germany, Ireland, Australia, Bulgaria, Singapore and United Arab Emirates. A hypothetical 10% adverse change in the value of the U.S. dollar in relation to the Euro, which is our single most significant foreign currency exposure related to revenue, would have changed revenue for the year ended DecemberÂ 31, 2024 by approximately $5.2 million. However, due to the relatively low volume of payments made and received through our foreign subsidiaries, we do not believe we have significant exposure to foreign currency exchange risks. Fluctuations in foreign currency exchange rates could harm our financial results in the future.We currently do not use derivative financial instruments to mitigate foreign currency exchange risks. We continue to review this issue and may consider hedging certain foreign exchange risks through the use of currency futures or options in future years.Exposure to Interest RatesÂ Â Â Â As of DecemberÂ 31, 2024, we had an outstanding principal amount of $266.8 million of the 2027 Notes which are fixed-rate instruments. Therefore, our results of operations are not subject to fluctuations in interest rates. However, the fair value of the Notes is exposed to interest rate risk. Generally, the fair value of our fixed interest rate Notes will increase as interest rates fall and decrease as interest rates rise.Â Â Â Â We believe we do not have any material exposure to changes in the fair value of our current assets as a result of changes in interest rates due to the short-term nature of our cash equivalents.ItemÂ 8. Financial Statements and Supplementary DataÂ Â Â Â The Consolidated Financial Statements required to be filed are indexed on page F-1 and are incorporated herein by reference. See ItemÂ 15(a)(1) and (2).ItemÂ 9. Changes in and Disagreements with Accountants on Accounting and Financial DisclosureÂ Â Â Â None.ItemÂ 9A. Controls and ProceduresEvaluation of Disclosure Controls and ProceduresAs of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on that evaluation as of the period covered by this Annual Report on Form 10-K, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act (i)Â is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii)Â is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.Changes in Internal Control over Financial ReportingThere have been no changes in our internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Â Â Â Â Â Â Â Â 35Table of ContentsManagementâ€™s Report on Internal Control over Financial ReportingOur management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). 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 GAAP. Our internal control over financial reporting is a framework that includes policies and procedures that: (i)Â pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii)Â provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii)Â provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has assessed the effectiveness of our internal control over financial reporting as of DecemberÂ 31, 2024, based on the criteria in Internal ControlÂ â€” Integrated Framework (2013) issued by COSO. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of DecemberÂ 31, 2024 based upon the COSO criteria.The effectiveness of our internal control over financial reporting as of DecemberÂ 31, 2024 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included herein.ItemÂ 9B. Other InformationÂ Â Â Â Securities Trading Plans of Directors and Executive OfficersNone of our directors or officers adopted or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408(a) of Regulation S-K during the three months ended DecemberÂ 31, 2024.ItemÂ 9C. Disclosures Regarding Foreign Jurisdictions that Prevent InspectionsNone.36Table of ContentsPart IIIItemÂ 10. Directors, Executive Officers and Corporate GovernanceÂ Â Â Â The information required by this item is incorporated by reference from our proxy statement in connection with our 2025 Annual Meeting of Stockholders, which proxy statement will be filed with the SEC not later than 120Â days after the close of our fiscal year ended DecemberÂ 31, 2024.ItemÂ 11. Executive CompensationÂ Â Â Â The information required by this item is incorporated by reference from our proxy statement in connection with our 2025 Annual Meeting of Stockholders, which proxy statement will be filed with the SEC not later than 120Â days after the close of our fiscal year ended DecemberÂ 31, 2024.ItemÂ 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder MattersÂ Â Â Â The information required by this item is incorporated by reference from our proxy statement in connection with our 2025 Annual Meeting of Stockholders, which proxy statement will be filed with the SEC not later than 120Â days after the close of our fiscal year ended DecemberÂ 31, 2024.ItemÂ 13. Certain Relationships, Related Transactions and Director IndependenceÂ Â Â Â The information required by this item is incorporated by reference from our proxy statement in connection with our 2025 Annual Meeting of Stockholders, which proxy statement will be filed with the SEC not later than 120Â days after the close of our fiscal year ended DecemberÂ 31, 2024.ItemÂ 14. Principal Accountant Fees and ServicesÂ Â Â Â The information required by this item is incorporated by reference from our proxy statement in connection with our 2025 Annual Meeting of Stockholders, which proxy statement will be filed with the SEC not later than 120Â days after the close of our fiscal year ended DecemberÂ 31, 2024.37Table of ContentsPart IVItemÂ 15. Exhibits and Financial Statements Schedules(a)(1) Financial StatementsÂ Â Â Â Reference is made to the Index to Financial Statements in the section entitled "Financial Statements and Supplementary Data" in Part II, ItemÂ 8 of this Annual Report on Form 10-K.(a)(2) Financial Statement SchedulesÂ Â Â Â Reference is made to Schedule II, Valuation and Qualifying Accounts, as indexed on page F-31.Â Â Â Â Schedules not listed above have been omitted because they are not applicable or are not required or the information required to be set forth therein is included in the Consolidated Financial Statements or Notes thereto.(a)(3) ExhibitsÂ Â Â Â Exhibits are as set forth below in the Exhibit Index. Exhibits which are incorporated herein by reference can be inspected and copied at the public reference rooms maintained by the SEC in Washington, D.C., NewÂ York, New York, and Chicago, Illinois, and are also available to the public from commercial document retrieval services and at the website maintained by the SEC at http://www.sec.gov.38Table of ContentsPROS Holdings, Inc.Index to the Consolidated Financial StatementsÂ Â PageReport of independent registered public accounting firm (PCAOB ID 238)2Consolidated balance sheets at DecemberÂ 31, 2024 and 20234Consolidated statements of comprehensive loss for the years ended DecemberÂ 31, 2024, 2023 and 20225Consolidated statements of cash flows for the years ended DecemberÂ 31, 2024, 2023 and 20226Consolidated statements of stockholdersâ€™ (deficit) equity for the years ended DecemberÂ 31, 2024, 2023 and 20228Notes to the consolidated financial statements9Schedule II â€“ valuation and qualifying accounts for the years ended December 31, 2024, 2023 and 2022311Table of ContentsReport of Independent Registered Public Accounting FirmTo the Board of

Directors and Stockholders of PROS Holdings, Inc.Opinions on the Financial Statements and Internal Control over Financial ReportingWe have audited the accompanying consolidated balance sheets of PROS Holdings, Inc. and its subsidiaries (the "Company") as of Decemberâ€¯31,â€¯2024 and 2023, and the related consolidated statements of comprehensive loss, of stockholdersâ€™ (deficit) equity and of cash flows for each of the three years in the period ended Decemberâ€¯31,â€¯2024, including the related notes and financial statement schedule listed in the accompanying index (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of Decemberâ€¯31,â€¯2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of Decemberâ€¯31,â€¯2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended Decemberâ€¯31,â€¯2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of Decemberâ€¯31,â€¯2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO. Basis for OpinionsThe Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Managementâ€™s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Companyâ€™s consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions. Definition and Limitations of Internal Control over Financial ReportingA companyâ€™s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A companyâ€™s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the companyâ€™s assets that could have a material effect on the financial statements.2Table of ContentsBecause of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.Critical Audit MattersThe critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates. Revenue recognition â€“ subscription and services revenueAs described in Note 2 to the consolidated financial statements, the Company recognized subscription and services revenue of $316.9 million for the year ended December 31, 2024. The Company derives its revenues primarily from subscriptions, services, and associated software maintenance and support. A portion of the Company's customer contracts contain multiple performance obligations. The transaction price is allocated to each performance obligation on a relative standalone selling price basis.The principal consideration for our determination that performing procedures relating to revenue recognition - subscription and services revenue is a critical audit matter is a high degree of auditor effort in performing procedures related to the Companyâ€™s revenue recognition.Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the recognition of subscription and services revenue and allocation of the transaction price to each performance obligation. These procedures also included, among others (i) testing the completeness, accuracy, and occurrence of revenue recognized for a sample of revenue transactions by obtaining and inspecting source documents, such as contracts, proof of delivery, invoices, and subsequent payment receipts; (ii) testing, on a sample basis, the accuracy of managementâ€™s calculation of the transaction price and the allocation of the transaction price to each performance obligation based on the relative standalone selling price; and (iii) confirming a sample of outstanding customer invoice balances as of December 31, 2024 and, for confirmations not returned, obtaining and inspecting source documents, such as contracts, proof of delivery, invoices, and subsequent payment receipts. Â Â /s/ PricewaterhouseCoopers LLP San Jose, CaliforniaFebruary 12, 2025We have served as the Companyâ€™s auditor since 2002.3Table of ContentsPROS Holdings, Inc.Consolidated Balance Sheets(In thousands, except share and per share amounts)Â Â DecemberÂ 31,Â 20242023Assets:Current assets:Cash and cash equivalents$161,983Â $168,747Â Trade and other receivables, net of allowance of $922 and $574, respectively64,982Â 49,058Â Deferred costs, current4,634Â 4,856Â Prepaid and other current assets7,517Â 12,013Â Total current assets239,116Â 234,674Â Restricted cash10,000Â 10,000Â Property and equipment, net19,745Â 23,051Â Operating lease right-of-use assets16,066Â 14,801Â Deferred costs, noncurrent11,515Â 10,292Â Intangibles, net7,044Â 11,678Â Goodwill107,278Â 107,860Â Other assets, noncurrent9,138Â 9,477Â Total assets$419,902Â $421,833Â Liabilities and Stockholdersâ€™ (Deficit) Equity:Current liabilities:Accounts payable and other liabilities$8,589Â $3,034Â Accrued liabilities14,085Â 13,257Â Accrued payroll and other employee benefits27,117Â 32,762Â Operating lease liabilities, current6,227Â 5,655Â Deferred revenue, current130,977Â 120,955Â Current portion of convertible debt, netâ€”Â 21,668Â Total current liabilities186,995Â 197,331Â Deferred revenue, noncurrent5,438Â 3,669Â Convertible debt, net, noncurrent270,797Â 272,324Â Operating lease liabilities, noncurrent23,870Â 25,118Â Other liabilities, noncurrent1,505Â 1,264Â Total liabilities488,605Â 499,706Â Commitments and contingencies (Note 16)Stockholdersâ€™ (deficit) equity:Preferred stock, $0.001 par value, 5,000,000 shares authorized; none issuedâ€”Â â€”Â Common stock, $0.001 par value, 75,000,000 shares authorized; 52,083,732Â and 51,184,584 shares issued, respectively; 47,403,009 and 46,503,861 shares outstanding, respectively52Â 51Â Additional paid-in capital634,212Â 604,084Â Treasury stock, 4,680,723 common shares, at cost(29,847)(29,847)Accumulated deficit(667,727)(647,252)Accumulated other comprehensive loss(5,393)(4,909)Total stockholdersâ€™ (deficit) equity(68,703)(77,873)Total liabilities and stockholdersâ€™ (deficit) equity$419,902Â $421,833Â The accompanying notes are an integral part of these consolidated financial statements.4Table of ContentsPROS Holdings, Inc.Consolidated Statements of Comprehensive Loss(In thousands, except per share data) Â Year Ended DecemberÂ 31,Â 202420232022Revenue:Subscription$266,272Â $234,024Â $204,041Â Maintenance and support13,494Â 19,958Â 28,592Â Total subscription, maintenance and support279,766Â 253,982Â 232,633Â Services50,606Â 49,726Â 43,504Â Total revenue330,372Â 303,708Â 276,137Â Cost of revenue:Subscription57,882Â 57,212Â 55,039Â Maintenance and support7,027Â 7,703Â 8,004Â Total cost of subscription, maintenance and support64,909Â 64,915Â 63,043Â Services48,420Â 50,398Â 47,037Â Total cost of revenue113,329Â 115,313Â 110,080Â Gross profit217,043Â 188,395Â 166,057Â Operating expenses:Selling and marketing88,048Â 92,389Â 94,986Â Research and development89,725Â 89,361Â 93,412Â General and administrative58,292Â 57,247Â 54,202Â Impairment of fixed assetsâ€”Â â€”Â 1,551Â Loss from operations(19,022)(50,602)(78,094)Convertible debt interest and amortization(4,596)(5,882)(6,304)Other income, net4,457Â 1,063Â 3,084Â Loss before income tax provision(19,161)(55,421)(81,314)Income tax provision1,314Â 933Â 932Â Net loss(20,475)(56,354)(82,246)Net loss per share:Basic and diluted(0.43)(1.22)(1.82)Weighted average number of shares:Basic and diluted47,116Â 46,155Â 45,269Â Other comprehensive income (loss), net of tax:Foreign currency translation adjustment(484)344Â (594)Other comprehensive income (loss), net of tax(484)344Â (594)Comprehensive loss$(20,959)$(56,010)$(82,840)The accompanying notes are an integral part of these consolidated financial statements.5Table of ContentsPROS Holdings, Inc.Consolidated Statements of Cash Flows(In thousands)Â Year Ended DecemberÂ 31,Â 202420232022Operating activities:Net loss$(20,475)$(56,354)$(82,246)Adjustments to reconcile net loss to net cash provided by (used in) operating activities:Depreciation and amortization8,303Â 10,707Â 14,967Â Amortization of debt premium and issuance costs(1,203)861Â 1,491Â Share-based compensation40,754Â 42,357Â 42,714Â Deferred income tax, net(11)(63)â€”Â Provision for credit losses299Â (19)(280)Gain on lease modification(697)â€”Â â€”Â Loss on disposal of assets784Â 57Â â€”Â Impairment of fixed assetsâ€”Â â€”Â 1,551Â (Gain)/Loss on equity investments, netâ€”Â (828)(1,308)Loss on derivativesâ€”Â 4,489Â â€”Â Loss on debt extinguishmentâ€”Â 1,779Â â€”Â Changes in operating assets and liabilities:Trade and other receivables(16,211)(899)(7,330)Deferred costs(1,001)(351)486Â Prepaid expenses and other assets4,899Â (1,347)1,712Â Operating lease right-of-use assets and liabilities(2,126)(2,786)(2,175)Accounts payable and other liabilities6,131Â (5,039)3,964Â Accrued liabilities1,798Â 723Â 26Â Accrued payroll and other employee benefits(5,663)8,950Â (8,191)Deferred revenue11,802Â 7,640Â 10,713Â Net cash provided by (used in) operating activities27,383Â 9,877Â (23,906)Investing activities:Purchase of property and equipment(1,166)(2,543)(861)Capitalized internal-use software development costs(58)(48)â€”Â Investment in equity securities, net5Â (113)(281)Net cash used in investing activities(1,219)(2,704)(1,142)Financing activities:Proceeds from employee stock plans2,079Â 2,170Â 2,722Â Tax withholding related to net share settlement of stock awards(12,704)(9,299)(1,653)Debt issuance costs related to convertible debtâ€”Â (2,198)â€”Â Purchase of Capped Callâ€”Â (22,193)â€”Â Repayment of convertible debt(21,713)â€”Â â€”Â Debt issuance costs related to Credit Agreementâ€”Â (837)â€”Â Net cash (used in) provided by financing activities(32,338)(32,357)1,069Â Effect of foreign currency rates on cash(590)304Â 53Â Net change in cash, cash equivalents and restricted cash(6,764)(24,880)(23,926)Cash, cash equivalents and restricted cash:Beginning of period178,747Â 203,627Â 227,553Â End of period$171,983Â $178,747Â $203,627Â Reconciliation of cash, cash equivalents and restricted cash to the consolidated balance sheetsCash and cash equivalents$161,983Â $168,747Â $203,627Â Restricted cash10,000Â 10,000Â â€”Â Total cash, cash equivalents and restricted cash$171,983Â $178,747Â $203,627Â 6Table of ContentsSupplemental disclosure of cash flow information:Cash paid during period for:Income taxes, net of refunds(192)(188)$(146)Interest$(6,302)$(4,626)$(4,938)Noncash investing activities:Purchase of property and equipment accrued but not paid$92Â $115Â $11Â The accompanying notes are an integral part of these consolidated financial statements.7Table of Contents PROS Holdings, Inc.Consolidated Statements of Stockholdersâ€™ (Deficit) Equity(In thousands, except share data)Â Â Common StockAdditional Paid-In CapitalTreasury StockAccumulatedDeficitAccumulated other comprehensive lossTotal Stockholdersâ€™ (Deficit) EquityÂ SharesAmountSharesAmountBalance at December 31, 202144,520,542Â $49Â $546,693Â 4,680,723Â $(29,847)$(508,652)$(4,659)$3,584Â Stock awards net settlement1,010,875Â 1Â (1,654)â€”Â â€”Â â€”Â â€”Â â€”Â (1,653)Proceeds from employee stock plans106,586Â â€”Â 2,722Â â€”Â â€”Â â€”Â â€”Â 2,722Â Noncash share-based compensationâ€”Â â€”Â 42,714Â â€”Â â€”Â â€”Â 42,714Â Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â (594)(594)Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â (82,246)â€”Â (82,246)Balance at December 31, 202245,638,003Â $50Â $590,475Â 4,680,723Â $(29,847)$(590,898)$(5,253)$(35,473)Stock awards net settlement761,850Â 1Â (9,300)â€”Â â€”Â â€”Â â€”Â (9,299)Proceeds from employee stock plans104,008Â â€”Â 2,170Â â€”Â â€”Â â€”Â â€”Â 2,170Â Purchase of Capped Callâ€”Â â€”Â (21,618)â€”Â â€”Â â€”Â (21,618)Noncash share-based compensationâ€”Â â€”Â 42,357Â â€”Â â€”Â â€”Â â€”Â 42,357Â Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â â€”Â 344Â 344Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â (56,354)â€”Â (56,354)Balance at December 31, 202346,503,861Â $51Â $604,084Â 4,680,723Â $(29,847)$(647,252)$(4,909)$(77,873)Stock awards net settlement815,442Â 1Â (12,705)â€”Â â€”Â â€”Â â€”Â (12,704)Proceeds from employee stock plans83,706Â â€”Â 2,079Â â€”Â â€”Â â€”Â â€”Â 2,079Â Noncash share-based compensationâ€”Â â€”Â 40,754Â â€”Â â€”Â â€”Â â€”Â 40,754Â Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â â€”Â (484)(484)Net lossâ€”Â â€”Â â€”Â â€”Â (20,475)â€”Â (20,475)Balance at December 31, 202447,403,009Â $52Â $634,212Â 4,680,723Â $(29,847)$(667,727)$(5,393)$(68,703)The accompanying notes are an integral part of these consolidated financial statements.8Table of ContentsPROS Holdings, Inc.Notes to Consolidated Financial Statements1. Organization and Nature of OperationsPROS Holdings, Inc., a Delaware corporation, through its operating subsidiaries (collectively, the "Company"), provides solutions that optimize shopping and selling experiences. PROS solutions leverage artificial intelligence ("AI"), self-learning and automation to ensure that every transactional experience is fast, frictionless and personalized for every shopper, supporting both business-to-business ("B2B") and business-to-consumer ("B2C") companies across industry verticals. Companies can use these selling, pricing, revenue optimization, distribution and retail, and digital offer marketing solutions to assess their market environments in real time to deliver customized prices and offers. The Company's solutions enable their customers to provide the buyers of their products the ability to move fluidly from one sales channel to another, whether direct, partner, online, mobile or other emerging channels, each with a personalized experience regardless of which channel is used. The Company's decades of data science and AI expertise are infused into its solutions and are designed to reduce time and complexity through actionable intelligence.2. Summary of Significant Accounting PoliciesPrinciples of Consolidation and Basis of PresentationThese Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP"). Dollar AmountsThe dollar amounts presented in the tabular data within these footnote disclosures are stated in thousands of dollars, except per share amounts, or as noted within the context of each footnote disclosure.Use of EstimatesÂ Â Â Â The preparation of these Consolidated Financial Statements in conformity with GAAP requires the Company to make certain estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses during the reporting period. The judgment required in the Company's estimation process, as well as issues related to the assumptions, risks and uncertainties inherent in determining the nature and timing of satisfaction of performance obligations and determining the standalone selling price of performance obligations, affect the amounts of revenue, expenses, unbilled receivables and deferred revenue. Estimates are also used for, but not limited to, receivables, allowance for credit losses, the determination of the period of benefit for deferred commissions, operating lease right-of-use assets and operating lease liabilities, useful lives of assets, depreciation and amortization, income taxes and deferred tax asset valuation, valuation of stock awards, other current liabilities and accrued liabilities. Numerous internal and external factors can affect estimates. Actual results could differ from those estimates and such differences could be material to the Company's consolidated financial position and results of operations.Cash and Cash EquivalentsThe Company considers all highly liquid investments with an original maturity of three months or less at the time of purchase, or the ability to be settled in cash within a period of three months, to be cash equivalents. The Company has a cash management program that provides for the investment of excess cash balances, primarily in short-term treasury and money market instruments.Â Â Â Â Trade and Other ReceivablesÂ Â Â Â Trade and other receivables are primarily comprised of trade receivables, net of allowance for credit losses, contract assets and unbilled receivables. The Company records trade accounts receivable for its unconditional rights to consideration arising from the Company's performance under contracts with customers. The Company's standard billing terms are generally within thirty to sixty days from the date of the invoice. The carrying value of such receivables, net of the allowance for credit losses, represents their estimated net realizable value. When developing its estimate of expected credit losses on trade and other 9Table of Contentsreceivables, the Company considers the available information relevant to assessing the collectability of cash flows, which includes a combination of both internal and external information relating to past events, current conditions, and future forecasts as well as relevant qualitative and quantitative factors that relate to the environment in which the Company operates.Â Â Â Â Contract assets

represent conditional rights to consideration that have been recognized as revenue in advance of billing the customer. Unbilled receivables represent unconditional rights to consideration arising from revenue that have been recognized in advance of billing the customer.Â Â Â Â Prepaid Expenses and Other AssetsÂ Â Â Â Prepaid expenses and other assets consist primarily of prepaid third-party software subscription and license fees, deferred project costs and prepaid taxes.Property and Equipment, NetProperty and equipment are recorded at cost, less accumulated depreciation. Maintenance, repairs and minor replacements are charged to expense as incurred. Depreciation on property and equipment, with the exception of leasehold improvements, is recorded using the straight-line method over the estimated useful lives of the assets. Depreciation on leasehold improvements is recorded using the shorter of the lease term or useful life. When property is retired or disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gains or losses are reflected in the Consolidated Statements of Comprehensive Loss in the period of disposal.Internal-Use SoftwareCosts incurred to develop internal-use software during the application development stage are capitalized, stated at cost, and depreciated using the straight-line method over the estimated useful lives of the assets. Application development stage costs generally include salaries and personnel costs and third-party contractor expenses associated with internal-use software development, configuration and coding. Capitalization of such costs begins when the preliminary project stage is complete and ceases at the point in which the project is substantially complete and is ready for its intended purpose. Capitalized internal-use software is included in property and equipment, net in the Consolidated Balance Sheets.LeasesÂ Â Â Â Â Â Â Â The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, current operating lease liabilities and noncurrent operating lease liabilities in the Company's Consolidated Balance Sheets. Â Â Â Â ROU assets represent the Companyâ€™s right to use an underlying asset over the lease term and lease liabilities represent the Companyâ€™s obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. The Company includes any anticipated lease incentives in the determination of lease liability.Â Â Â Â The Company uses its estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments. The Company gives consideration to its recent debt issuances as well as publicly available data for instruments with similar characteristics when determining its incremental borrowing rates.Â Â Â Â The Companyâ€™s lease terms will include options to extend the lease when it is reasonably certain the Company will exercise that option. Leases with a term of 12 months or less are not recorded on the Company's Consolidated Balance Sheets. The Companyâ€™s lease agreements do not contain any residual value guarantees.Deferred CostsSales commissions earned by the Company's sales representatives are considered incremental and recoverable costs of obtaining a customer contract. Sales commissions are capitalized and amortized on a straight-line basis over the period of benefit, which the Company has determined to be five to eight years. The Company determined the period of benefit by taking into consideration its customer contracts and expected renewals of those customer contracts (as the Company currently does not pay an incremental sales commission for contract renewals). The Company also capitalizes amounts earned by employees other than sales representatives who earn incentive payments under compensation plans that are also tied to the value of customer 10Table of Contentscontracts acquired. There were no such amounts capitalized in the years ended DecemberÂ 31, 2024 and 2023. Amortization of deferred costs is included in selling and marketing expense in the Consolidated Statements of Comprehensive Loss.Deferred Implementation CostsÂ Â Â Â The Company capitalizes certain contract fulfillment costs, including personnel and other costs (such as hosting, employee salaries, benefits and payroll taxes), associated with contract arrangements where services are not distinct from other undelivered performance obligations in its customer contracts.Â The Company analyzes implementation costs and capitalizes those costs directly related to customer contracts that are expected to be recoverable. Deferred implementation costs are amortized ratably over the remaining contract term once the revenue recognition criteria for the respective performance obligation has been met and revenue recognition commences. Deferred implementation costs are included in prepaid and other current assets and other assets, noncurrent in the Consolidated Balance Sheets. Amortization of deferred implementation costs is included in cost of subscription and cost of services revenues in the Consolidated Statements of Comprehensive Loss.Â Â Â Â Deferred RevenueÂ Â Â Â Deferred revenue primarily consists of customer invoicing in advance of revenues being recognized. The Company generally invoices its customers annually in advance for subscription services and maintenance and support. Deferred revenue anticipated to be recognized during the next twelve-month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent deferred revenue.Â Â Â Â Impairment of Long-Lived AssetsÂ Â Â Â Long-lived assets are reviewed for impairment whenever an event or change in circumstances indicates that the carrying amount of an asset or group of assets may not be recoverable. The impairment review includes comparison of future cash flows expected to be generated by the asset or group of assets with the associated assetsâ€™ carrying value. If the carrying value of the asset or group of assets exceeds its expected future cash flows (undiscounted and without interest charges), an impairment loss is recognized to the extent that the carrying amount of the asset exceeds its fair value.Intangible Assets and GoodwillThe Company has recorded intangible assets and goodwill in connection with past business combinations. Intangible assets that have finite lives are amortized over their useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. During this review, the Company reevaluates the significant assumptions used in determining the original cost and estimated lives of the intangible assets. Although the assumptions may vary from asset to asset, they generally include operating results, changes in the use of the asset, cash flows and other indicators of value. Management then determines whether the remaining useful life continues to be appropriate or whether there has been an impairment of the intangible assets based primarily upon whether expected future undiscounted cash flows are sufficient to support the assets group's recovery. If impairment exists, the Company would adjust the carrying value of the assets to fair value, generally determined by a discounted cash flow analysis.Â Â Â Â Goodwill represents the excess of the purchase consideration over the net of the acquisition-date fair value of identifiable assets acquired, including identifiable intangible assets, and liabilities assumed in connection with business combinations. Goodwill is not amortized but is assessed for impairment as of November 30 of each fiscal year, or more frequently if events or changes in circumstances indicate the fair value of the Companyâ€™s sole reporting unit has been reduced below its carrying value. When conducting the annual goodwill impairment assessment, a two-step process is used. The first step is to perform an optional qualitative evaluation as to whether it is more likely than not that the fair value of the Companyâ€™s sole reporting unit is less than its carrying value, using an assessment of relevant events and circumstances. In performing this assessment, the Company is required to make assumptions and judgments including but not limited to an evaluation of macroeconomic conditions as they relate to the business, industry and market trends, as well as the overall future financial performance of the reporting unit and future opportunities in the markets in which it operates. If it is determined that it is not more likely than not that the fair value of the reporting unit is less than its carrying value, no additional tests are required to be performed in assessing goodwill for impairment. However, if the Company concludes otherwise or elects not to perform the qualitative assessment, the Company performs a second step, consisting of a quantitative assessment of goodwill impairment. This quantitative assessment requires the Company to compare the fair value of its reporting unit with its carrying value. If the carrying amount exceeds the fair value, an impairment charge will be recognized, however, loss cannot exceed the total amount of goodwill allocated to the reporting unit. Based on the results of the qualitative review of goodwill performed as of November 30, 2024, the Company did not identify any indicators of impairment. As such, the quantitative assessment described above was not necessary.11Table of ContentsÂ Â Â Â Â Â Â Â Equity InvestmentsÂ Â Â Â Investments in equity securities of privately held companies without readily determinable fair value, where the Company does not exercise significant influence over the investee, are recorded at cost, less impairment and adjusted for subsequent observable price changes obtained from orderly transactions for identical or similar investments issued by the same investee.Â Adjustments resulting from impairment, fair value, or observable price changes are accounted for in the Consolidated Statements of Comprehensive Loss.Â Â Â Â Financial InstrumentsÂ Â Â Â Â Â Â Â The carrying amount of the Companyâ€™s financial instruments, which include cash equivalents, receivables and accounts payable, and equity investments approximates their fair values at DecemberÂ 31, 2024 and 2023. For additional information on the Companyâ€™s fair value measurements, see Note 9 to the Consolidated Financial Statements.Â Â Â Â Convertible Senior NotesThe Company records the principal amount of its convertible notes (the "Notes") as a liability. Issuance costs attributable to the Notes are being amortized on a straight-line basis over the respective terms of the Notes and are presented as a direct deduction from current portion of convertible debt, net and convertible debt, net, noncurrent in the Consolidated Balance Sheets.Â Â Â Â Research and DevelopmentÂ Â Â Â Research and development costs for software sold to customers are generally expensed as incurred. These costs include salaries and personnel costs, including employee benefits, third-party contractor expenses, software development tools, an allocation of facilities and depreciation expenses and other expenses in developing new solutions and upgrading and enhancing existing solutions. Â Â Â Â Software Development CostsÂ Â Â Â Capitalization of software development costs for software to be sold, leased, or otherwise marketed begins upon the establishment of technological feasibility, which is generally the completion of a working prototype that has been certified as having no critical bugs and is a release candidate. Amortization begins once the software is ready for its intended use, generally based on the pattern in which the economic benefits will be consumed. To date, software development costs incurred between completion of a working prototype and general availability of the related product have not been material.Â Â Â Â Revenue RecognitionThe Company derives its revenues primarily from subscriptions, services, and associated software maintenance and support. Â Â Â Â The Company determines revenue recognition through the following steps:â€¢identification of the contract, or contracts, with a customer;â€¢identification of the performance obligations in the customer contract(s);â€¢determination of the transaction price;â€¢allocation of the transaction price to each performance obligation in the customer contract(s); andâ€¢recognition of revenue when, or as, the Company satisfies a performance obligation.Subscription revenueÂ Â Â Â Subscription revenue primarily consists of subscription fees that give customers access to one or more of the Company's cloud applications with related customer support. The Company generally recognizes subscription revenue ratably over the contractual term of the arrangement beginning with commencement of service. Subscription revenue related to certain offerings, where the overage fees are based on a number of transactions, are recognized on an expected value basis. The Company's subscription contracts do not provide customers with the right to take possession of the software supporting the 12Table of Contentsservice and, as a result, are accounted for as service contracts. The Company's subscription contracts are generally one to five years in length and primarily billed annually in advance.Maintenance and support revenueMaintenance and support revenue includes customer support for on-premises licenses and the right to unspecified software updates and enhancements. The Company recognizes revenue from maintenance and support arrangements ratably over the period in which the services are provided. The Company's maintenance and support contracts are generally one year in length, billed annually in advance, and non-cancelable.Services revenueÂ Â Â Â Services revenue primarily consists of fees for configuration services, consulting and training. The Company typically sells its services either on a fixed-fee or time-and-material basis. Services revenue is generally recognized as the services are performed for time and material contracts, or on a proportional performance basis for fixed-price contracts. Training revenue is recognized as the services are rendered.Â Â Â Â Judgments are required in determining whether services contained in the Company's customer subscription contracts are considered distinct, including whether the services are capable of being distinct and whether they are separately identifiable. Services deemed to be distinct are accounted for as a separate performance obligation on a relative standalone selling price basis and revenue is recognized as the services are performed. If services are determined not to be distinct, the services and the subscription are considered to be a single performance obligation and revenue is recognized over the contractual term of the subscription beginning on the date subscription services are made available to the customer. The associated revenue is allocated between subscription and services.Customer contracts with multiple performance obligationsÂ Â Â Â A portion of the Company's customer contracts contain multiple performance obligations. Judgment is required in determining whether multiple performance obligations contained in a single customer contract are capable of being distinct and are separately identifiable.Â An obligation determined to be distinct is accounted for as a separate performance obligation and revenue for that separate performance obligation is recognized when, or as, the Company satisfies the performance obligation. If obligations are determined not to be distinct, those obligations are accounted for as a single, combined performance obligation. The transaction price is allocated to each performance obligation on a relative standalone selling price basis.Disaggregation of revenueÂ Â Â Â The Company categorizes revenue from external customers by geographic area based on the location of the customer's headquarters. For additional information regarding the Company's revenue by geography, see Note 17 to the Consolidated Financial Statements.Foreign CurrencyThe Company has certain contracts denominated in foreign currencies and therefore a portion of the Companyâ€™s revenue is subject to foreign currency risks. Gains and losses from foreign currency transactions, such as those resulting from the settlement of receivables, are classified in other income, net included in the accompanying Consolidated Statements of Comprehensive Loss.The functional currency of PROS France SAS ("PROS France") is the Euro. The financial statements of this subsidiary are translated into U.S. dollars using period-end rates of exchange for assets and liabilities, historical rates of exchange for equity, and average rates of exchange for the period for revenue and expenses. Translation gains (losses) are recorded in accumulated other comprehensive loss as a component of stockholdersâ€™ (deficit) equity.Noncash Share-Based CompensationThe Company's Amended and Restated 2017 Equity Incentive Plan (the "2017 Stock Plan") provides for noncash share-based compensation through the grant of: (i) restricted stock awards; (ii) restricted stock unit awards - time, performance and market-based ("RSUs"); (iii) stock options; (iv) stock appreciation rights ("SARs"); (v) phantom stock; and (vi) performance awards, such as market stock units ("MSUs"). To date, the Company has granted RSUs and MSUs from this plan.13Table of ContentsThe Company issues common stock from its pool of authorized stock upon exercise of stock options, settlement of SARs and MSUs or upon vesting of RSUs.In November 2021, the Company granted inducement awards in an aggregate amount of 332,004 shares in accordance with NYSE Rule 303A.08. These inducement awards were in the form of RSUs granted to certain new employees in connection with the acquisition of PROS Florida LLC (formerly EveryMundo, LLC, and hereafter "EveryMundo"). As part of the EveryMundo acquisition in November 2021, the purchase agreement included equity consideration of 273,120 shares of the Company's common stock to be issued to the recipients contingent on their employment with the Company during a two-year period. Based on the underlying agreements, this portion of the consideration was determined to represent post-combination noncash share-based compensation expense from an accounting perspective as opposed to purchase consideration. The equity consideration stock awards were fully vested and expensed as of December 31, 2023.The following table presents the number of awards outstanding for each award type as of DecemberÂ 31, 2024 and 2023 (in thousands):Â Â DecemberÂ 31,Award type20242023Restricted stock units (time-based)2,660Â 2,767Â Market stock units439Â 358Â Restricted stock units. The fair value of the RSUs (time-based) is based on the closing price of the Companyâ€™s stock on the date of grant and is amortized over the vesting period.Market stock units. MSUs are performance-based awards that vest based upon the Companyâ€™s relative shareholder return. The actual number of MSUs that will be eligible to vest is based on the total shareholder return of the Company relative to the total shareholder return of the Russell 2000 Index ("Index") over a 3-year period ending December 31, 2025, December 31, 2026 and December 31, 2027 ("Performance Period"), respectively. The MSUs will vest on January 31, 2026, January 31, 2027 and January 31, 2028, respectively. The maximum number of shares issuable upon vesting is 200% of the MSUs initially granted based on the average price of the Company's common stock relative to the Index during the Performance Period. The Company estimates the fair value of MSUs on the date of grant using a Monte Carlo simulation model. The determination of the fair value of the MSUs is affected by the Companyâ€™s stock price and a number of assumptions including the expected volatility of the Companyâ€™s stock and the Index, its risk-free interest rate and expected dividends. The Companyâ€™s expected volatility at the date of grant was based on the historical volatilities of the Company and the Index over the Performance Period. Equity consideration. The fair value of the equity consideration stock awards is based on the closing price of the Companyâ€™s stock on the date of grant and is amortized over the vesting period.If factors change and the Company employs different assumptions, noncash share-based compensation expense may differ significantly from what has been recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, the Company may be required to accelerate, increase or cancel any remaining unearned noncash share-based compensation expense. Future noncash share-based compensation expense and unearned noncash share-based compensation will increase to the extent that the Company grants additional equity awards to employees.At DecemberÂ 31, 2024, there were an estimated $71.5 million of total unrecognized compensation costs related to noncash share-based compensation arrangements. These costs will be recognized over a weighted average period of 2.6 years. For further discussion of the Companyâ€™s noncash share-based compensation plans, see NoteÂ 12 to the Consolidated Financial Statements.Income TaxesThe Company uses the asset and liability method to account for income taxes, including recognition of deferred tax assets and liabilities for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective tax basis. The Company reviews its deferred tax assets for recovery. A valuation allowance is established when the Company believes it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in the valuation allowance from period to period are included in the Companyâ€™s tax provision in the period of change.The Company accounts for uncertain income tax positions recognized in an enterpriseâ€™s financial statements in

accordance with the income tax topic of the ASC issued by the FASB. This interpretation requires companies to use a 14Table of Contentsprescribed model for assessing the financial recognition and measurement of all tax positions taken or expected to be taken in its tax returns. This guidance provides clarification on recognition, classification, interest and penalties, accounting in interim periods, disclosures and transition. The Company recognizes accrued interest and penalties related to income taxes, if any, as a component of income tax expense. For additional information regarding the Companyâ€™s income taxes, see Note 13 to the Consolidated Financial Statements. Segment Reporting The Company reports asÂ oneÂ operating segment with the Chief Executive Officer ("CEO") acting as the Companyâ€™s chief operating decision maker. The Companyâ€™s CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has a single reporting unit, and there are no segment managers who are held accountable for operations, operating results or components below the consolidated unit level. Earnings Per ShareThe Company computes basic earnings (loss) per share by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed by giving effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible notes using the if-converted method. Dilutive potential common shares consist of shares issuable upon the vesting of restricted stock units, market stock units and equity consideration. When the Company incurs a net loss, the effect of the Company's outstanding restricted stock units, market stock units, equity consideration and convertible notes are not included in the calculation of diluted earnings (loss) per share as the effect would be anti-dilutive. Accordingly, basic and diluted net loss per share are identical.Recently Adopted Accounting Pronouncements In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and other segment items on an annual and interim basis. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The ASU is to be applied retrospectively to all prior periods presented in the financial statements. The Company adopted the new standard in the fourth quarter of 2024, see Note 17 to the Consolidated Financial Statements.Recent Accounting Pronouncements Not Yet AdoptedIn November 2024, the FASB issued ASU No. 2024-03, Income Statementâ€”Reporting Comprehensive Incomeâ€”Expense Disaggregation Disclosures, which requires additional disclosure of certain costs and expenses within the notes to the financial statements. The new standard is effective for annual periods beginning after December 15, 2026 and interim periods beginning in the first quarter of fiscal year 2028. Early adoption is permitted. The new standard is to be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures which expands disclosures in an entityâ€™s income tax rate reconciliation table and disclosures regarding income taxes paid by jurisdiction. The new standard is effective for annual periods beginning after December 15, 2024, and early adoption is permitted. The new standard is to be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.Â Â Â Â With the exception of the new standards discussed above, there have been no other recent accounting pronouncements or changes in accounting pronouncements during the year ended DecemberÂ 31, 2024, that are of significance or potential significance to the Company.3. Trade and Other Receivables, NetAccounts receivable at DecemberÂ 31, 2024 and 2023, consists of the following (in thousands):15Table of ContentsÂ DecemberÂ 31,Â 20242023Accounts and other receivables$58,655Â $41,826Â Contract assets and unbilled receivables7,249Â 7,806Â Total receivables65,904Â 49,632Â Less: Allowance for credit losses(922)(574)Trade and other receivables, net$64,982Â $49,058Â The bad debt (recovery) expense reflected in general and administrative expenses in the accompanying Consolidated Statements of Comprehensive Loss for the years ended DecemberÂ 31, 2024, 2023 and 2022, totaled approximately $0.3 million, zero and $(0.3) million, respectively.4. Deferred CostsÂ Â Â Â Deferred costs, which primarily consist of capitalized sales commissions, wereÂ $16.1 millionÂ andÂ $15.1 millionÂ as of DecemberÂ 31, 2024Â andÂ 2023, respectively. Amortization expense for the deferred costs wasÂ $4.6 million, $5.7 million and $5.8 million for the years ended DecemberÂ 31, 2024,Â 2023 and 2022, respectively. There was no impairment loss in relation to the costs capitalized for the periods presented.5. Deferred Implementation CostsÂ Â Â Â Deferred implementation costs, which relate to certain customer contract fulfillment costs, were $0.7 million and $1.0 million as of DecemberÂ 31, 2024Â andÂ 2023, respectively. Amortization expense for the deferred implementation costs was $0.5 million, $0.8 million and $1.2 million for the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively. There was no impairment loss in relation to the costs capitalized for the periods presented. 6. Property and Equipment, NetProperty and equipment, net as of DecemberÂ 31, 2024 and 2023 consists of the following:Â DecemberÂ 31,Â Estimated useful life20242023Furniture and fixtures5-10Â years$6,108Â $6,300Â Computers and equipment3-5Â years5,227Â 14,216Â Software3-6 years5,558Â 5,552Â Capitalized internal-use software development costs3 years10,843Â 11,879Â Leasehold improvementsShorterÂ ofÂ leaseÂ term orÂ usefulÂ life20,802Â 21,727Â Property and equipment, gross48,538Â 59,674Â Less: Accumulated depreciation and amortization(28,793)(36,623)Property and equipment, net$19,745Â $23,051Â Depreciation and amortization was approximately $3.7 million, $4.5 million and $5.2 million for the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively. During the years ended DecemberÂ 31, 2024, 2023 and 2022, the Company disposed of approximately $11.0 million, $2.7 million and $3.1 million, respectively, of fully depreciated assets. During the years ended DecemberÂ 31, 2024, 2023 and 2022, the Company recognized $0.8 million, $0.1 million and zero, respectively, of loss on disposal of assets. The disposal in 2024 related to a lease modification, see Note 7 for additional information. As of DecemberÂ 31, 2024 and 2023, the Company had approximately $6.0 million and $14.6 million, respectively, of fully depreciated assets in use.During the years ended DecemberÂ 31, 2024 and 2023, the Company capitalized immaterial amounts of internal-use software development costs related to its subscription solutions. As of DecemberÂ 31, 2024 and 2023, $10.8 million and $11.9 million, respectively, of capitalized internal-use software development costs were subject to amortization and $10.7 million and $11.8 million, respectively, of capitalized internal-use software development costs were included in accumulated depreciation and amortization for the years ended DecemberÂ 31, 2024 and 2023.16Table of ContentsThe Company did not identify any impairment indicators and recorded no impairment charges in the years ended DecemberÂ 31, 2024 and 2023. During the year ended DecemberÂ 31, 2022, the Company recorded a $1.6 million impairment charge related to fixed assets. The impairment resulted from the Company's changed intentions for these assets in connection with a new agreement with a software vendor.7. LeasesÂ Â Â Â The Company has operating leases for data centers, computer infrastructure, corporate offices and certain equipment. These leases have remaining lease terms ranging from 1 year to 9 years. Some of these leases include options to extend for up to 15 years, and some include options to terminate within 1 year. The Company includes options in the lease terms when it is reasonably certain the Company will exercise that option. As of DecemberÂ 31, 2024, the Company did not have any finance leases.Â Â Â Â The components of operating lease expense were as follows (in thousands):Year Ended December 31,202420232022Operating lease cost$6,548Â $6,684Â $8,576Â Variable lease cost5,064Â 5,408Â 4,264Â Sublease income(48)(285)(222)Total lease cost$11,564Â $11,807Â $12,618Â Â Â Â Â Supplemental information related to leases was as follows (in thousands):Year Ended December 31,202420232022Cash paid for amounts included in the measurement of lease liability:Cash paid for operating lease liabilities$7,335Â $8,673Â $8,423Â Right-of-use asset obtained in exchange for operating lease liability$5,976Â $3,207Â $787Â December 31, 2024December 31, 2023Weighted average remaining lease term:Operating leases7.5 years8.4 yearsWeighted average discount rate:Operating leases6.12Â %8.13Â %In December 2024 and 2023, the Company modified an existing operating lease to add one year to the original lease term. The modification resulted in an increase in the related right-of-use asset and corresponding lease liability of $3.4 million in 2024 and $2.4Â million in 2023. In February 2024, an existing operating lease was modified due to a reduction of square footage at one of the Company's offices. The result of this modification was an increase in the related right-of-use asset of $2.1 million, an increase in the corresponding lease liability of $1.4 million, and a noncash gain of $0.7Â million recorded as a reduction of the lease cost within cost of revenue and operating expenses. In connection with the lease modification, the Company also recorded a loss on disposal of assets of $0.8 million which is included in other income, net in the Consolidated Statements of Comprehensive Loss. In January 2023 and 2022, an existing operating lease was modified due to a change in future payments. The result of the 2023 modification was a decrease in the related right-of-use asset and corresponding lease liability of $1.0 million and the result of the 2022 modification was a decrease in the related right-of-use asset and corresponding lease liability of $2.7Â million.17Table of ContentsÂ Â Â Â As of DecemberÂ 31, 2024, maturities of lease liabilities were as follows (in thousands):YearÂ EndingÂ DecemberÂ 31,Amount2025$7,827Â 20263,900Â 20273,808Â 20283,861Â 20293,913Â Thereafter14,486Â Total operatingÂ leaseÂ payments37,795Â Less: Imputed interest(7,698)Total operating lease liabilities$30,097Â 8. Goodwill and Intangible AssetsÂ Â Â Â The change in the carrying amount of goodwill for the years ended DecemberÂ 31, 2024 and 2023, was as follows (in thousands):Balance as of December 31, 2022$107,561Â Â Â Â Â Foreign currency translation adjustments299Â Balance as of December 31, 2023107,860Â Â Â Â Â Foreign currency translation adjustments(582)Balance as of December 31, 2024$107,278Â Â Â Â Â The goodwill balance related to PROS France is denominated in Euros and the goodwill balance related to PROS Travel Commerce, Inc. (formerly Vayant Travel Technologies, Inc.), Pros Travel Retail SAS (formerly Travelaer SAS) and EveryMundo is denominated in U.S. dollars.Â Â Â Â Intangible assets consisted of the following as of DecemberÂ 31, (in thousands):December 31, 2024Weighted average useful life (years)Gross Carrying AmountAccumulated Amortization*Net Carrying AmountDeveloped technology6$41,861Â $37,055Â $4,806Â Maintenance relationships83,327Â 3,327Â â€”Â Customer relationships517,880Â 16,933Â 947Â Trade name82,100Â 809Â 1,291Â Acquired technology21,925Â 1,925Â â€”Â Total$67,093Â $60,049Â $7,044Â *Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of DecemberÂ 31, 2024.December 31, 2023Weighted average useful life (years)Gross Carrying AmountAccumulated Amortization*Net Carrying AmountDeveloped technology6$42,394Â $34,314Â $8,080Â Maintenance relationships83,424Â 3,424Â â€”Â Customer relationships517,926Â 15,881Â 2,045Â Trade name82,100Â 547Â 1,553Â Acquired technology21,925Â 1,925Â â€”Â Total$67,769Â $56,091Â $11,678Â 18Table of Contents*Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of DecemberÂ 31, 2023.Â Â Â Â Intangible asset amortization expense for the years ended DecemberÂ 31, 2024, 2023 and 2022 was $4.6 million, $6.2 million and $9.8 million, respectively. As of DecemberÂ 31, 2024, the expected future amortization expense for the acquired intangible assets for each of the five succeeding years and thereafter was as follows (in thousands):Â Â Â Â Â Â Â Â YearÂ EndingÂ DecemberÂ 31,Amount2025$3,736Â 20262,533Â 2027263Â 2028263Â 2029249Â Thereafterâ€”Â Total amortization expense$7,044Â 9. Fair Value MeasurementsThe Company adopted fair value measurements guidance for financial and nonfinancial assets and liabilities. The guidance defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements.The guidance defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. The guidance establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;Level 2: Quoted prices for similar assets or liabilities in markets that are not active or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; andLevel 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).A portion of the Companyâ€™s existing cash and cash equivalents are invested in short-term interest-bearing obligations with original maturities less than 90 days, principally various types of treasury funds, money market funds and deposits in banks. The Company does not enter into investments for trading or speculative purposes.At DecemberÂ 31, 2024 and 2023, the Company had approximately $149.5 million and $153.2 million, respectively, invested in treasury funds, money market funds, and interest-bearing deposits in banks. The fair value of those investments is determined based on quoted market prices, which represents level 1 in the fair value hierarchy as defined by Accounting Standard Codification ("ASC") 820, "Fair Value Measurement and Disclosure."The fair value of the Company's Notes is classified in the level 2 hierarchy. See Note 14 for further detail regarding the Notes.As of DecemberÂ 31, 2024 and 2023, the Company had $8.0 million of equity securities in privately held companies and a venture fund, which are included in other assets, noncurrent in the Consolidated Balance Sheets. These investments are accounted for at cost, less impairment and adjusted for subsequent observable price changes obtained from orderly transactions for identical or similar investments issued by the same investee.Â The Company estimates the fair value of its equity investments by considering available information such as pricing in recent rounds of financing and any other readily available market data, which represents level 3 in the fair value hierarchy. An impairment charge to current earnings is recorded when the cost of the investment exceeds its fair value and if a qualitative assessment indicated that the investment is impaired.19Table of Contents During the fourth quarter of 2023 and the third quarter of 2022, the Company identified observable price changes related to an equity investment without a readily determinable fair value and recorded non-cash gains of $0.8Â million and $3.3Â million, respectively, in other income, net in the Consolidated Statements of Comprehensive Loss. During the fourth quarter of 2022, the Company identified an observable price change related to another equity investment. The change was determined to be a decrease in fair value below the carrying cost of the equity investment and the Company recorded an impairment loss of $2.0Â million in other income, net in the Consolidated Statements of Comprehensive Loss. As of DecemberÂ 31, 2024 and 2023, the Company determined there were no impairments on its equity investments.Â 10. Deferred Revenue and Performance ObligationsÂ Â Â Â Deferred RevenueÂ Â Â Â For the years ended DecemberÂ 31, 2024 and 2023, the Company recognized approximatelyÂ $119.7 million and $110.1 million, respectively,Â of revenue that was included in the deferred revenue balances at the beginning of the respective periods and primarily related to subscription services, maintenance and support, and other services.Â Â Â Â Â Performance ObligationsÂ Â Â Â As of DecemberÂ 31, 2024, the Company expects to recognize approximately $475.7 million of revenue from remaining performance obligations. The Company expects to recognize revenue on approximately $246.7 million of these performance obligations over the nextÂ 12Â months, with the balance recognized thereafter.11. Earnings Per ShareThe following table sets forth the computation of basic and diluted earnings per share:Â Year Ended DecemberÂ 31,Â 202420232022Numerator:Net loss$(20,475)$(56,354)$(82,246)Denominator:Weighted average shares (basic)47,11646,15545,269Dilutive effect of potential common sharesâ€”Â â€”Â â€”Â Weighted average shares (diluted)47,11646,15545,269Basic loss per share(0.43)(1.22)$(1.82)Diluted loss per share(0.43)(1.22)$(1.82)Â Â Â Â Dilutive potential common shares consist of shares issuable upon the vesting of RSUs, MSUs and equity consideration. Potential common shares determined to be antidilutive and excluded from diluted weighted average shares outstanding were approximately 1.9 million, 1.5 million and 2.3 million for the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively. Potential common shares related to the Notes determined to be antidilutive and excluded from diluted weighted average shares outstanding were 6.5 million, 6.0 million and 5.8 million for the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively.12. Noncash Share-Based CompensationEmployee Noncash Share-based Compensation Plans2017 Stock Plan. The Companyâ€™s 2017 Stock Plan provides for the issuance of awards to employees, officers, directors and certain other individuals providing services to the Company who are eligible to receive awards. In May 2023, the Company's stockholders approved an amendment to the 2017 Stock Plan increasing the aggregate amount of shares available for issuance to 10,550,000. The Company may provide these incentives through the grant of: (i)Â restricted stock awards; (ii)Â RSUs (time, performance and market-based); (iii)Â stock options; (iv)Â SARs; (v)Â phantom stock; and (vi)Â performance awards, such as MSUs.As of DecemberÂ 31, 2024, the Company had outstanding equity awards to acquire 3,089,202Â shares of its common stock held by the Companyâ€™s employees, directors and consultants under the 2017 Stock Plan (assuming MSU performance at 20Table of Contents100% of the MSUs initially granted), and inclusive of 2,650,495Â RSUs and 438,707 MSUs. As of DecemberÂ 31, 2024, 3,232,207Â shares remain available for grant under the 2017 Stock Plan. As of DecemberÂ 31, 2024, there were no options, SARs, restricted stock awards or phantom stock issued under the 2017 Stock Plan.Inducement awards. In November 2021, the Company granted inducement awards in an aggregate amount of 332,004 shares in accordance with NYSE Rule 303A.08. These inducement awards were in the form of RSUs granted to certain new employees in connection with the acquisition of EveryMundo. As of DecemberÂ 31, 2024, the Company had 9,224 outstanding equity inducement awards (the inducement awards, together with the 2017 Stock Plan are referred to as the "Stock Plans").Noncash share-based compensation expense for all noncash share-based payment awards granted is determined based on the grant date fair value of the award. The Company recognizes compensation expense, net of estimated forfeitures, which represents noncash share-based awards expected to vest on a straight-line basis over the requisite service period of the award, which is generally the vesting term. Noncash share-based awards typically vest over four years. The Company estimates forfeiture rates based on its historical experience for grant years where the majority of the vesting terms have been satisfied. Changes in estimated forfeiture rates are recognized through a cumulative catch-up adjustment in the period of change and thus

impact the amount of noncash share-based compensation expense to be recognized in future periods.Noncash share-based compensation expense is allocated to expense categories on the Consolidated Statements of Comprehensive Loss. The following table summarizes noncash share-based compensation expense for the years ended DecemberÂ 31, 2024, 2023 and 2022 (in thousands).Â Year Ended DecemberÂ 31,202420232022Share-based compensation:Cost of revenue$4,576Â $3,923Â $3,898Â Operating expenses:Selling and marketing9,209Â 11,834Â 12,360Â Research and development8,799Â 10,524Â 12,496Â General and administrative18,170Â 16,076Â 13,960Â Total included in operating expenses36,178Â 38,434Â 38,816Â Total share-based compensation expense$40,754Â $42,357Â $42,714Â At DecemberÂ 31, 2024, there were an estimated $71.5 million of total unrecognized compensation costs related to noncash share-based compensation arrangements. These costs will be recognized over a weighted average period of 2.6 years.RSUs (time-based)The Company has granted time-based RSUs under the Stock Plans. Time-based RSUs granted to employees and consultants have historically vested in equal annual installments over a one to four-year period from the grant date. RSUs granted to employees and consultants since 2022 vest 25% after one year and in equal quarterly installments for the remaining term of the award which is typically three additional years. RSUs granted to independent directors vest upon the earlier of one year from the date of grant or the next annual meeting of stockholders.The following table summarizes the Company's unvested time-based RSUs as of DecemberÂ 31, 2024, and changes during the year then ended (number of shares in thousands):NumberÂ ofsharesWeightedÂ averagegrant datefair valueWeightedÂ averageremainingÂ contractualterm (years)Unvested at December 31, 20232,767Â $30.50Â Granted1,618Â 32.61Â Vested(1,197)31.58Â Forfeited(528)31.14Â Unvested at December 31, 20242,660Â $31.17Â 2.4721Table of ContentsThe weighted average grant-date fair value of the time-based RSUs granted during the years ended DecemberÂ 31, 2024, 2023 and 2022 was $32.61, $25.82 and $30.03, respectively. The total fair value as of the respective vesting date of time-based RSUs vested during the years ended DecemberÂ 31, 2024, 2023 and 2022 was $36.7 million, $27.0 million and $24.6 million, respectively.MSUsIn 2022, 2023 and 2024, the Company granted MSUs under the Stock Plans to certain executive employees. The MSUs are performance-based awards that vest based upon the Companyâ€™s relative shareholder return. The actual number of MSUs that will be eligible to vest is based on the total shareholder return of the Company relative to the total shareholder return of the Index over the 3-year Performance Period. The 2022 MSUs will vest on January 31, 2025, the 2023 MSUs will vest on January 31, 2026 and the 2024 MSUs will vest on January 31, 2027. The MSUs maximum number of shares issuable upon vesting is 200% of the MSUs initially granted. The following table summarizes the Company's MSUs activity for the year ended DecemberÂ 31, 2024 (number of shares in thousands):NumberÂ ofÂ unvested awardsWeightedÂ averagegrant date fair valueWeightedÂ averageremainingÂ contractualterm (years)Unvested at December 31, 2023358Â $38.21Â Granted180Â 39.95Â Vested(30)50.05Â Forfeited(69)50.05Â Expiredâ€”Â â€”Â Unvested at December 31, 2024439Â $36.25Â 1.23The total fair value as of the respective vesting date of the MSUs vested during the years ended DecemberÂ 31, 2024, 2023 and 2022 was $1.0 million, zero and zero, respectively.The Company estimates the fair value of MSUs on the date of grant using a Monte Carlo simulation model. The determination of the fair value of the MSUs is affected by the Company's stock price and a number of assumptions including the expected volatilities of the Company's stock and the Index, its risk-free interest rate and expected dividends. The Company's expected volatility at the date of grant was based on the historical volatilities of the Company and the Index over the Performance Period. The Company did not estimate a forfeiture rate for the MSUs due to the limited size, the vesting period and nature of the grantee population. Significant weighted average assumptions used in the Monte Carlo simulation model for MSUs granted during the years ended DecemberÂ 31, 2024, 2023 and 2022 are as follows:Year Ended December 31,Â 202420232022Volatility51.24%63.26%54.50%Risk-free interest rate4.14%3.76%1.20%Expected award life in years2.902.972.97Dividend yieldâ€”%â€”%â€”%Employee Stock Purchase PlanThe Company's Employee Stock Purchase Plan ("ESPP") provides for eligible employees to purchase shares on an after-tax basis in an amount between 1% and 10% of their annual pay: (i) on June 30 of each year at a 15% discount of the fair market value of the Company's common stock on January 1 or June 30, whichever is lower, and (ii) on December 31 of each year at a 15% discount of the fair market value of the Company's common stock on July 1 or December 31, whichever is lower. An employee may not purchase more than $5,000 in either of the six-month measurement periods described above or more than $10,000 annually. In May 2021, the Company's stockholders approved an amendment to the ESPP increasing the aggregate amount of shares available for issuance under the ESPP to 1,000,000. During the year ended DecemberÂ 31, 2024, the Company issued 83,706 shares under the ESPP. As of DecemberÂ 31, 2024, 199,411 shares remain authorized and available for issuance under the ESPP. As of DecemberÂ 31, 2024, the Company held approximately $1.0 million on behalf of employees for future purchases under the ESPP, and this amount was recorded in accrued liabilities in the Company's Consolidated Balance Sheet.22Table of Contents13. Income TaxesThe income tax provision consisted of the following for the years ended DecemberÂ 31, 2024, 2023 and 2022 (in thousands):Â Year Ended DecemberÂ 31,202420232022Current:Federal$â€”Â $â€”Â $â€”Â State and Foreign1,314Â 933Â 932Â 1,314Â 933Â 932Â Deferred:Federalâ€”Â â€”Â â€”Â Stateâ€”Â â€”Â â€”Â Income tax provision$1,314Â $933Â $932Â The differences between the effective tax rates reflected in the total provision for income taxes and the U.S. federal statutory rate of 21% for the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively, were as follows (in thousands):Â Year Ended DecemberÂ 31,202420232022Provision at the U.S. federal statutory rate$(4,024)$(11,639)$(17,076)Increase (decrease) resulting from:Nondeductible expenses1,059Â 622Â 215Â Statutory to GAAP income adjustment(34)28Â 238Â Noncash share-based compensation2,225Â 3,221Â 3,971Â Other275Â 117Â (64)Foreign withholding taxes792Â 705Â 506Â Cancellation of debt incomeâ€”Â 2,272Â â€”Â Incremental benefits for tax credits(1,776)(1,599)(1,976)Change in tax rate/income subject to lower tax rates(61)3,208Â (865)Change related to prior tax years(751)(774)(662)Change in valuation allowance3,609Â 4,772Â 16,645Â Income tax provision$1,314Â $933Â $932Â The Companyâ€™s effective tax rate was (7)%, (2)% and (1)% for the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively. 23Table of ContentsThe tax effects of temporary differences and other tax attributes that give rise to significant portions of the deferred tax assets and liabilities as of DecemberÂ 31, 2024 and 2023 are as follows (in thousands):Â Year Ended DecemberÂ 31,20242023Noncurrent deferred taxes:Property and equipment(374)(869)Noncash share-based compensation2,729Â 3,363Â Disallowed interest expense4,961Â 7,347Â Amortization1,345Â 1,850Â Operating lease right-of-use assets(8,821)(8,818)Operating lease liabilities11,830Â 12,312Â R&E tax credit carryforwards20,060Â 18,461Â Capitalized research and development expenses32,642Â 22,575Â Deferred revenue1,240Â 849Â Federal Net Operating Losses ("NOLs")83,875Â 90,964Â State NOLs2,244Â 2,267Â State R&E tax credits4,157Â 4,157Â Foreign NOLs17,184Â 15,132Â Foreign tax credit carryforward1,600Â 2,033Â Other(2,659)(3,814)Total noncurrent deferred tax assets172,013Â 167,809Â Less: Valuation allowance(171,832)(167,632)Total net deferred tax asset$181Â $177Â The net deferred tax asset is included in other assets, noncurrent in the accompanying Consolidated Balance Sheets.The Company continues to record a valuation allowance against its U.S. federal, U.S. state, and France net deferred tax balances. This valuation allowance is evaluated periodically and will be reversed partially or in whole if business results and the economic environment have sufficiently improved to support realization of some or all of the Company's deferred tax assets. In performing the analysis throughout 2024, the Company determined there was no sufficient positive evidence to outweigh the current and historic negative evidence to determine that it was more likely than not that the deferred assets would not be realized. Therefore, the Company continues to have a valuation allowance against net deferred tax assets as of DecemberÂ 31, 2024 and 2023. The U.S. federal net operating losses, R&E tax credit and U.S. foreign tax credit carryforward amount available to be used in future periods, taking into account the Internal Revenue Code SectionÂ 382 ("SectionÂ 382") annual limitation and current year losses, is approximately $399.4 million, $24.2 million and $1.6Â million, respectively. The Companyâ€™s net operating losses will begin to expire in 2034, R&E credits will begin to expire in 2031 and foreign tax credits began to expire in 2022. The U.S. net operating losses generated after January 1, 2018 have no expiration. Also included in foreign net operating losses are $68.7 million of French carryforwards which have no expiration.The Company has federal and state net operating loss carryforwards related to current and prior year operations and acquisitions.Â SectionÂ 382 places certain limitations on the annual amount of U.S. net operating loss carryforwards that can be utilized when a change of ownership occurs. The Company believes the past acquisitions were changes in ownership pursuant to SectionÂ 382, however, the federal acquired net operating losses are not subject to limitations. According to French tax law, the net operating loss carryforwards are not subject to ownership change limitations.Undistributed earnings of the Companyâ€™s foreign subsidiaries are considered permanently reinvested and, accordingly, no provision for U.S. federal or state income taxes or non-U.S. withholding taxes has been provided thereon. The cumulative amount of positive undistributed earnings of the Companyâ€™s non-U.S. subsidiaries, if any, was minimal for the years ended DecemberÂ 31, 2024 and 2023. The Company is presently investing in international operations located in Europe, North America, United Arab Emirates, Australia, Hong Kong and Singapore. The Company is funding the working capital needs of its 24Table of Contentsforeign operations through its U.S. operations. In the future, the Company plans to utilize its foreign undistributed earnings, as well as continued funding from its U.S. operations, to support its continued foreign investment.For the years ended DecemberÂ 31, 2024, 2023 and 2022, the Company had no balance in its reserve for unrecognized tax benefits. The Company continually monitors tax positions and will evaluate if any new positions need to be added during the next twelve months.The Company has received notification of a U.S. income tax audit for the calendar year 2022. The Company is currently under an income tax audit in Bulgaria for the calendar year 2018. No material taxes are expected to arise from the audits. The Company files tax returns in the U.S. and various foreign jurisdictions. The Company may be subject to U.S. federal income tax examination for the calendar years 2014 through 2023, France tax examination for the calendar years 2022 through 2024, and state and foreign income tax examination for various years depending on the statute of limitation of those jurisdictions.14. Convertible Senior NotesThe Company issued $143.8 million principal amount of the 2024 Notes in May 2019 and $150.0 million principal amount of the 2027 Notes in September 2020. The 2024 Notes matured on May 15, 2024 and the Company repaid the outstanding principal balance of $21.7 million during the second quarter of 2024. The 2027 Notes mature on September 15, 2027, unless redeemed or converted in accordance with their terms prior to such date. TheÂ interest rate for the 2024 Notes was fixed at 1% per annum and interest was payable semiannually in arrears on May 15 and November 15 of each year,Â commencing on November 15, 2019. The interest rate for the 2027 Notes is fixed at 2.25% per annum and interest is payable semiannually in arrears in cash on March 15 and September 15 of each year, beginning on March 15, 2021. Each $1,000 of principal of the 2024 Notes was initially to be convertible into 15.1394 shares of the Companyâ€™s common stock, which was equivalent to an initial conversion price of approximatelyÂ $66.05 per share. Each $1,000 of principal of the 2027 Notes will initially be convertible into 23.9137 shares of the Companyâ€™s common stock, which is equivalent to an initial conversion price of approximatelyÂ $41.82 per share. The initial conversion price for each of the Notes is subject to adjustment upon the occurrence of certain specified events.The Notes are each general unsecured obligations and rank senior in right of payment to all of the Company's indebtedness that is expressly subordinated in right of payment to the Notes, rank equally in right of payment with all of the Company's existing and future liabilities that are not so subordinated, are effectively junior to any of the Company's secured indebtedness to the extent of the value of the assets securing such indebtedness and are structurally subordinated to all indebtedness and other liabilities of the Company's subsidiaries (including trade payables but excluding intercompany obligations owed to the Company or its subsidiaries).Â Â Â Â On or after February 15, 2024 and June 15, 2027, respectively, to the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their 2024 and 2027 Notes, respectively, regardless of the contingent conversion conditions described herein. Upon conversion, the Company will pay or deliver cash, shares of its common stock or a combination of cash and shares of its common stock, at its election, as described in the indenture governing the 2024 and 2027 Notes.Holders may convert their 2024 and 2027 Notes at their option at any time prior to the close of business on the business day immediately preceding February 15, 2024 and June 15, 2027, respectively, only under the following circumstances: â€¢during the five consecutive business day period immediately following any five consecutive trading day period (the "Measurement Period") in which the trading price per 2024 and 2027 Note, respectively, for each day of that Measurement Period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such day;â€¢during any calendar quarter commencing after the calendar quarter ending on June 30, 2019 and December 31, 2020, respectively, if the last reported sale price of the common stock for 20 or more trading days (whether or not consecutive) in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; or25Table of Contentsâ€¢upon the occurrence of specified corporate events.If a fundamental change (as defined in the relevant indenture governing the applicable series of Notes) occurs prior to the maturity date, holders of each of the Notes may require the Company to repurchase all or a portion of their notes for cash at a repurchase price equal to 100% of the principal amount at maturity of the Notes, plus any accrued and unpaid interest to, but excluding, the repurchase date.On August 23, 2023, the Company entered into legally binding exchange agreements with a limited number of existing holders of the 2024 Notes to exchange approximately $122.0 million aggregate principal amount of the existing 2024 Notes for a principal amount of the 2027 Notes at an exchange ratio to be determined based on the daily volume-weighted average trading price of the Companyâ€™s common stock over a thirty-day trading period beginning August 24, 2023 (such exchange transactions, the â€œExchangeâ€). Although the Exchange was not completed until October 10, 2023, the Company determined that, from an accounting perspective, the Exchange was a legally binding restructuring of the debt that represented a substantial modification of the terms of the 2024 Notes subject to the Exchange, and therefore was required to be accounted for as an extinguishment transaction in August 2023. The Company derecognized the portion of the carrying value of the 2024 Notes to be exchanged and recorded the new debt resulting from the substantial modification of terms at fair value as of August 23, 2023, which was approximately $123.3 million, and recorded a $1.8 million loss on debt extinguishment in the third quarter of 2023. The loss on debt extinguishment was included in other income, net in the Consolidated Statements of Comprehensive Loss.The Company concluded that the variability in the principal amount of the 2027 Notes to be issued in connection with the Exchange due to changes in stock price was a feature embedded in the restructured debt that was required to be accounted for as an embedded derivative and remeasured to fair value until settlement. This feature was recorded in convertible debt, net, with an initial value at the time of the transaction equal to zero, and subsequently remeasured at settlement with a fair value of $3.9 million. At settlement and for the year ended December 31, 2023, the Company recorded a derivative loss of $3.9 million which is included in other income, net in the Consolidated Statements of Comprehensive Loss. The estimated fair value was determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including the Company's stock price, interest rates and the value of the 2027 Notes, which represent level 2 in the fair value hierarchy.On October 10, 2023, the Company settled the exchange agreements for the exchange of $122.0 million aggregate principal amount of its outstanding 2024 Notes for newly issued $116.8 million aggregate principal amount of its outstanding 2027 Notes. Following the settlement of the Exchange, $21.7 million in aggregate principal amount of the 2024 Notes and $266.8 million in aggregate principal amount of the 2027 Notes remained outstanding with terms unchanged as of December 31, 2023. The 2027 Notes issued in the Exchange constitute a further issuance of, and form a single series and will be fungible with, the existing 2027 Notes. The effective interest rate related to the amortization of the premium on the 2027 Notes issued in the Exchange was 2.14%. The Company incurred debt issuance costs of $2.2 million related to the Exchange which was recorded in convertible debt, net during the year ended December 31, 2023.As of DecemberÂ 31, 2024, the 2027 Notes are not yet convertible, and their remaining life is approximately 33 months.As of DecemberÂ 31, 2024 and 2023, the fair value of the principal amount of the Notes was $250.5 million and $320.5 million, respectively. The estimated fair value was determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including the Company's stock price and interest rates, which represents level 2 in the fair value hierarchy.The Notes consist of the following (in thousands):December 31, 2024December 31, 2023Principal$266,816Â $288,529Â Debt premium, net of amortization7,092Â 9,776Â Debt issuance costs, net of amortization(3,111)(4,313)Net carrying amount$270,797Â $293,992Â 26Table of ContentsThe following table sets forth total interest expense recognized related to the Notes (in thousands):Year Ended December 31,202420232022Coupon$6,078Â $5,145Â $4,813Â Amortization of debt issuance costs1,202Â 1,349Â 1,491Â Amortization of debt premium(2,684)(612)â€”Â Total$4,596Â $5,882Â $6,304Â Â Â Â Â Capped Call TransactionsIn May 2019 and in September 2020, in connection with the offering of the 2024 and 2027 Notes, respectively, the Company entered into privately negotiated capped call transactions (collectively, the "Capped Call") with certain option counterparties. The Capped Call transactions cover, subject to customary anti-dilution adjustments, the number of shares of the Companyâ€™s common stock initially underlying the Notes, at a strike price that corresponds to the initial conversion price of the Notes, also subject to adjustment, and are exercisable upon conversion of the Notes. The Capped Call transactions are intended to reduce potential dilution to the Companyâ€™s common stock and/or offset any cash payments the Company will be required to make in excess of the principal amounts upon any conversion of Notes, and to effectively increase the overall conversion price of the 2024 Notes from $66.05 to $101.62 per share and for the 2027 Notes from $41.82 to $78.90 per share. As theÂ Capped CallÂ transactions meet certain accounting criteria, they are recorded in stockholdersâ€™ (deficit) equityÂ and are not accounted for as derivatives. The cost of the Capped Call

was $16.4 million and $25.3 million for the 2024 and 2027 Notes, respectively, and was recorded as part of additional paid-in capital. On May 15, 2024, the 2024 Notes matured and the Capped Call associated with the 2024 Notes expired unexercised. The expiration of the 2024 Notes Capped Call did not have an impact on the Consolidated Financial Statements.In August 2023, in connection with the Exchange, the Company entered into additional capped call transactions (the â€œAdditional Capped Callâ€) with certain option counterparties. The Company agreed to pay a premium to the option counterparties for the Additional Capped Call for an amount to be determined based on the volume-weighted average trading price of the Companyâ€™s common stock over a thirty-day reference period beginning August 24, 2023. The conversion price of the Additional Capped Call is the same as the 2027 Notes Capped Call above. Initial funding of the Additional Capped Call occurred in the third quarter of 2023. The Additional Capped Call had a deferred premium component indexed to the Company's stock price and required to be settled in cash, and therefore the Additional Capped Call was a derivative instrument that, at inception, did not meet the qualifications for equity classification. On October 10, 2023, the Company settled the deferred premium on the Additional Capped Call resulting in a final value of $22.2 million. As a result of the final remeasurement of the derivative asset, the Company recorded a derivative loss of $0.6 million for the year ended December 31, 2023, which was included in other income, net in the Consolidated Statements of Comprehensive Loss. Once the deferred premium was settled, the instrument met the requirements for equity classification and the Company reclassified the Additional Capped Call to additional paid-in capital on the Consolidated Balance Sheet.15. Credit FacilityOn July 21, 2023, the Company, through its wholly owned subsidiary PROS, Inc., entered into a three-year secured credit agreement ("Credit Agreement") with the lenders from time to time party thereto and Texas Capital Bank as administrative agent for the lenders party thereto. The Credit Agreement provides for a revolving line of credit of up to $50.0 million, with interest paid monthly, at a rate per annum equal to the 30-day secured overnight financing rate ("SOFR") plus a 0.10% per annum SOFR adjustment plus an applicable margin of 4.25%. Borrowings under the Credit Agreement are collateralized by a first priority interest in and lien on all of the Company's material assets.The Credit Agreement contains affirmative and negative covenants, including covenants which restrict the ability of the Company to, among other things, create liens, incur additional indebtedness and engage in certain other transactions, in each case subject to certain exclusions. In addition, the Credit Agreement contains certain financial covenants which become effective in the event the Company's liquidity (as defined in the Credit Agreement) falls below a certain level. The Credit Agreement also has a depository condition which requires the Company to maintain a cash balance of at least $10.0 million with the administrative agent throughout the term of the Credit Agreement. This amount has been included in restricted cash in the Consolidated Balance Sheets. As of DecemberÂ 31, 2024, the Company was in compliance with all financial covenants and the depository condition in the Credit Agreement.27Table of ContentsAs of DecemberÂ 31, 2024 and 2023, $0.4 million and $0.7 million, respectively, of unamortized debt issuance costs related to the Credit Agreement are included in prepaid and other current assets and other assets, noncurrent in the Consolidated Balance Sheets. For the years ended DecemberÂ 31, 2024 and 2023, the Company recorded $0.3 million and $0.1 million, respectively, of amortization of debt issuance costs which are included in other income, net in the Consolidated Statements of Comprehensive Loss. As of DecemberÂ 31, 2024, the Company had no outstanding borrowings under the Credit Agreement.16. Commitments and ContingenciesLitigationThe Company is involved in various legal proceedings, claims and litigation which arise in the ordinary course of the business. The Company makes a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated.Â These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. The Company is not currently involved in any outstanding litigation that it believes, individually or in the aggregate, will have a material adverse effect on its business, financial condition, results of operations or cash flows.Purchase CommitmentsThe purchase commitments consist of agreements to purchase goods and services entered into the ordinary course of business, mainly related to infrastructure platforms, business technology software and support, and other services. The following table summarizes the non-cancelable unconditional purchase commitments for each of the next five years and thereafter as of DecemberÂ 31, 2024 (in thousands). The table below includes a multi-year contract with an obligation to spend $98.5 million by November 2026. The timing of the related payments presented below is based on management's estimate as to when those contractual commitments will be satisfied.YearÂ EndingÂ DecemberÂ 31,Amount2025$50,846Â 202654,585Â 20271,392Â 20281,482Â 20291,226Â Thereafterâ€”Â Total$109,531Â IndemnificationThe Companyâ€™s software agreements generally include certain provisions for indemnifying customers against liabilities if the Companyâ€™s software solutions infringe a third partyâ€™s intellectual property rights. To date, the Company has not incurred any losses as a result of such indemnifications and has not accrued any liabilities related to such obligations in the Companyâ€™s Consolidated Financial Statements.17. Segment and Geographic InformationThe Company operates as one operating and reportable segment. The Companyâ€™s Chief Operating Decision Maker (â€œCODMâ€) is its Chief Executive Officer. The CODM uses consolidated net loss to measure segment profit or loss, assess financial performance, and allocate resources. Net loss is used by the CODM to evaluate budget vs. actual results. In addition, the CODM reviews and utilizes functional expenses (cost of subscription revenues, cost of maintenance and support revenues, cost of services revenue, selling and marketing, research and development, and general and administrative) at the consolidated level to manage the Companyâ€™s operations. Other segment items comprise all other lines included in consolidated net loss reflected in the Consolidated Statements of Comprehensive Loss. The measure of segment assets is reported on the Consolidated Balance Sheets as total consolidated assets.28Table of ContentsRevenue and Long-Lived Assets by GeographyThe Company presents financial information on a consolidated basis and does not assess the profitability of its geographic regions. Accordingly, the Company does not attempt to comprehensively assign or allocate costs to these regions and does not produce reports for, or measure the performance of, its geographic regions based on any asset-based metrics. The Company's long-lived assets are located primarily in the U.S.International revenue for the years ended DecemberÂ 31, 2024, 2023 and 2022, amounted to approximately $216.9 million, $196.7 million and $177.8 million, respectively, representing 66%, 65% and 64%, respectively, of annual revenue.The following geographic information is presented for the years ended DecemberÂ 31, 2024, 2023 and 2022 (in thousands). The Company categorizes geographic revenues based on the location of the customerâ€™s headquarters.Â Year Ended DecemberÂ 31,Â 202420232022Â RevenuePercentRevenuePercentRevenuePercentThe Americas:United States of America$113,508Â 34Â %$107,004Â 35Â %$98,361Â 36Â %Other32,787Â 10Â %27,239Â 9Â %25,137Â 9Â %Subtotal146,295Â 44Â %134,243Â 44Â %123,498Â 45Â %Germany33,698Â 10Â %27, rest of Europe69,288Â 21Â %71,896Â 24Â %57,283Â 21Â %Asia Pacific43,794Â 13Â %39,454Â 13Â %41,055Â 15Â %The Middle East34,816Â 11Â %28,040Â 9Â %26,395Â 9Â %Africa2,481Â 1Â %2,501Â 1Â %1,704Â 1Â %Total revenue$330,372Â 100Â %$303,708Â 100Â %$276,137Â 100Â %18. Concentrations of Credit RiskThe Companyâ€™s financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, and trade accounts receivable.Â The Company's deposits exceed federally insured limits. For the year ended DecemberÂ 31, 2024, no customer accounted for 10% or more of trade accounts receivables. For the years ended DecemberÂ 31, 2024, 2023 and 2022, no single customer accounted for 10% or more of revenue. 19. Related-Party TransactionsThe Company currently has employment agreements with its executive officers. In the event of termination of employment other than for cause, the employment agreements provide separation benefits, including twelve to eighteen months of salary, as well as the vesting of certain equity awards.20. Employee Retirement Savings PlanThe Company has a 401(k) savings plan for all eligible employees in the United States. Historically, the Companyâ€™s matching contribution has been 50% of the first 8% of employee contributions, and the Company may also make discretionary contributions. In April 2023, the Company's matching contribution changed to 50% of the first 4% of employee contributions only for the duration of the year ended DecemberÂ 31, 2023. Matching contributions by the Company in 2024, 2023 and 2022 totaled approximately $3.5 million, $2.7 million and $3.9 million, respectively.21. Severance and Other Related CostsIn October 2022, the Company reprioritized its investments to focus on supporting key growth areas of its business. As a result of this reprioritization, the Company incurred approximately $4.0 million of severance, employee benefits, outplacement and related costs in the fourth quarter of 2022. These costs were recorded primarily as operating expenses in the Consolidated Statements of Comprehensive Loss, mainly research and development, and sales and marketing. During the quarter ended December 31, 2022, cash payments of $3.1 million were recorded for the incurred costs.29Table of ContentsIn the first quarter of 2023, the Company made certain organizational changes and incurred approximately $3.6 million of severance, employee benefits, outplacement and related costs. These costs were recorded primarily as operating expenses in the Consolidated Statements of Comprehensive Loss, mainly research and development, and sales and marketing. During the year ended DecemberÂ 31, 2023, cash payments of $4.1 million were recorded for the incurred severance costs. As of DecemberÂ 31, 2023, all severance and other related costs were fully paid. 22. Other Income, NetOther income, net consisted of the following (in thousands): Â Year Ended December 31,Â 202420232022Interest income (expense), net $6,220Â $7,728Â $2,333Â Foreign currency (loss) gain, net(1,329)(1,124)(613)Gain/(loss) on equity investments, net (2)â€”Â 828Â 1,308Â Loss on derivatives (1)â€”Â (4,489)â€”Â Loss on debt extinguishment (1)â€”Â (1,779)â€”Â Other (3)(434)(101)56Â Total other income, net$4,457Â $1,063Â $3,084Â (1) Losses were recognized in connection with the Notes Exchange, see Note 14.(2) See Note 9 for additional detail on the gain (loss) on equity investments, net.(3) Includes loss on disposal of assets of $0.8 million related to a lease modification in the first quarter of 2024, see Note 7.30Table of ContentsSchedule IIValuation and Qualifying AccountsÂ BalanceÂ atbeginningof periodAdditionschargedÂ tocosts andexpensesDeductions (1)Other (2)BalanceÂ atend ofperiodAllowance for credit losses2024$574Â $452Â (104)â€”Â $922Â 2023$609Â $114Â (149)â€”Â $574Â 2022$1,206Â $552Â $(1,149)$â€”Â $609Â Valuation allowance2024$167,632Â $3,609Â $â€”Â $591Â $171,832Â 2023$165,671Â $4,772Â $â€”Â $(2,811)$167,632Â 2022$146,832Â $16,645Â $â€”Â $2,194Â $165,671Â (1) Deductions column represents the reversal of additions previously charged to costs and expenses and uncollectible accounts written off, net of recoveries.(2) Other column represents the cumulative translation adjustment impact on the allowance. 31Table of ContentsExhibit IndexExhibitProvidedIncorporated by ReferenceNo.DescriptionHerewithFormFiling Date3.1Amended and Restated Certificate of Incorporation.S-1/A6/15/20073.2Amended and Restated Bylaws.8-K4/29/20204.1Specimen certificate for shares of common stock.S-1/A6/11/20074.2Indenture, dated May 7, 2019 between Registrant and Wilmington Trust, National Association, as trustee.8-K5/7/20194.3Global Note, dated May 7, 2019 between Registrant and Wilmington Trust, National Association, as trustee.8-K5/7/20194.4Indenture, dated September 15, 2020 between Registrant and Wilmington Trust, National Association, as trustee.8-K9/16/20204.5Global Note, dated September 15, 2020 between Registrant and Wilmington Trust, National Association, as trustee.8-K9/16/20204.6Form of 2.250% Convertible Senior Notes due 20278-K10/10/20234.7Description of Registered Securities.10-K2/19/20204.8Credit Agreement dated as of July 21, 2023 between Registrant, the guarantors, and Texas Capital Bank, as administrative agent (certain information redacted).8-K7/21/202310.1+Amended and Restated 2017 Equity Incentive Plan, as amended.DEF-14A3/31/202310.2+Form of Notice of Grant of Market Stock Units and Award Agreement under the 2017 Equity Incentive Plan (Form adopted in 2021).10-K2/12/202110.3+Form of Notice of Grant of Market Stock Units and Award Agreement under the 2017 Equity Incentive Plan (Form adopted in 2025).X10.4+Form of Notice of Grant of Restricted Stock Units and Award Agreement under the 2017 Equity Incentive Plan.10-Q8/3/201710.5+Form of Notice of Grant of Restricted Stock Units and Award Agreement under the 2017 Equity Incentive Plan (Form adopted in 2021).10-K2/12/202110.6+Form of Notice of Grant of Restricted Stock Units and Award Agreement under the 2017 Equity Incentive Plan (Form adopted in 2022)10-K2/18/202210.7+Form of Notice of Grant of Restricted Stock Units and Award Agreement under the 2017 Equity Incentive Plan (Form adopted in 2025).X10.8+2013 Employee Stock Purchase Plan, as amended.DEF-14A4/2/202110.9Office Lease Agreement, dated November 30, 2018, by and between PROS, Inc., and Thor Kirby 3 Group, LLC.8-K12/4/201810.10+Second Amended and Restated Employment Agreement, dated December 3, 2018, by and between PROS, Inc., Registrant, and Andres D. Reiner.8-K12/4/201810.11+Amended and Restated Employment Agreement, dated November 8, 2023, by and between PROS, Inc., Registrant, and Stefan B. Schulz.10-K2/14/202410.12+Employment Agreement, dated April 18, 2024, by and between PROS, Inc., Registrant and Todd McNabb.8-K4/18/202410.13+Form of Indemnification Agreement to be entered into among Registrant, its affiliates and its directors and officers.10-K2/15/201710.14Form of Base Capped Call Confirmation.8-K5/7/201910.15Form of Additional Capped Call Confirmation.8-K5/7/201910.16Form of Base Capped Call Confirmation. 8-K9/16/202010.17Form of Additional Capped Call8-K8/24/202319.1Insider Trading PolicyX21.1List of Subsidiaries.X23.1Consent of PricewaterhouseCoopers LLP.X24.1*Power of Attorney.X31.1Certification of Chief Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a).X31.2Certification of Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/ 15d-14(a).X32.1**Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.X97.1Policy for Recovery of Erroneously Awarded Incentive Compensation10-K2/14/2024Exhibit No.Description101.INSXBRL 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.SCHInline XBRL Taxonomy Extension Schema Document.101.CALInline XBRL Taxonomy Extension Calculation Linkbase Document.101.DEFInline XBRL Taxonomy Extension Definition Linkbase Document.101.LABInline XBRL Taxonomy Extension Label Linkbase Document.101.PREInline XBRL Taxonomy Extension Presentation Linkbase Document.104Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).*Reference is made to page F-35 of this Annual Report on Form 10-K.**This certification shall not be deemed "filed" for purposes of SectionÂ 18 of the Securities Act of 1934, or otherwise subject to the liability of that Section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.+Indicates a management contract or compensatory plan or arrangement.32Table of ContentsItemÂ 16. Form 10-K summaryÂ Â Â Â Registrants may voluntarily include a summary of information required by Form 10-K under this Item 16. The Registrant has elected not to include such summary information.33Table of ContentsSignaturesPursuant to the requirements of SectionÂ 13 or 15(d) of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on FebruaryÂ 12, 2025.Â PROS Holdings, Inc.By:/s/ Andres ReinerAndres ReinerPresident and Chief Executive OfficerKNOW BY THESE PRESENT, that each person whose signature appears below constitutes and appoints each ofÂ Andres ReinerÂ and Stefan Schulz, his attorney-in-fact, with the power of substitution, for him in any and all capacities, to sign any amendments to this report on FormÂ 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of the attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.Pursuant to the requirement of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.Â SignaturesÂ Â TitleÂ Â Date/s/ Andres ReinerÂ Â President, Chief Executive Officer, and Director (Principal Executive Officer)Â Â February 12, 2025Andres ReinerÂ Â Â Â /s/ Stefan SchulzÂ Â Executive Vice President and Chief Financial Officer (Principal Financial Officer)Â Â February 12, 2025Stefan SchulzÂ Â Â Â /s/ Scott CookSenior Vice President and Chief Accounting Officer (Principal Accounting Officer)February 12, 2025Scott Cook/s/ William RussellÂ Â Chairman of the BoardÂ Â February 12, 2025William RussellÂ Â Â Â /s/ Jennifer BiryDirectorFebruary 12, 2025Jennifer Biry/s/ Raja HammoudDirectorFebruary 12, 2025Raja Hammoud/s/ Leland T. JourdanDirectorFebruary 12, 2025Leland T. Jourdan/s/ Catherine LesjakDirectorFebruary 12, 2025Catherine Lesjak/s/ Greg B. PetersenDirectorFebruary 12, 2025Greg B. Petersen/s/ John StrosahlDirectorFebruary 12, 2025John Strosahl/s/ Timothy V. WilliamsDirectorFebruary 12, 2025Timothy V. Williams34 EX-10.3 2 exhibit103formofmsugrantno.htm EX-10.3 DocumentEXHIBIT 10.3PROS Holdings, Inc.NOTICE OF GRANT OF MARKET STOCK UNITS(U.S. Participants)PROS Holdings, Inc., a Delaware corporation (the â€œCompanyâ€), pursuant to its 2017 Equity Incentive Plan (the â€œPlanâ€), hereby grants to the holder listed below (the â€œParticipantâ€), an award (the â€œAwardâ€) of Market Stock Units (the â€œUnitsâ€), each of which is a right to receive on the Settlement Date the value of one (1) share of Stock, on the terms and conditions set forth herein and in the Market Stock Units Award Agreement attached hereto (the â€œAward Agreementâ€) and the Plan, each of which are incorporated herein by reference. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in this Grant Notice and the Award Agreement. The Award is intended to provide for nonqualified deferred compensation that complies with all requirements of Section 409A of the Internal Revenue Code (â€œSection 409Aâ€) necessary to avoid tax penalties under SectionÂ 409A.Participant:_____Grant Date:January 15, 2025Target Number of Units:_____, subject to adjustment as provided by the Award Agreement.Maximum Number of Units:_____, which is 200% of the Target Number of Units, subject to adjustment as provided by the Award Agreement.Performance Period:Beginning January 15, 2025 and ending December 31, 2027, subject to SectionÂ 9.1 of the Award Agreement.Performance Measure:Relative TSR Percentile, as defined in Appendix A.Earned Units:The number of Units (rounded up to the nearest whole Unit), if any (not to exceed the Maximum Number of Units), equal to the product of (i) the Target Number of Units multiplied by (ii) the Relative TSR Multiplier, subject to adjustment as provided in Appendix A.Settlement Date:January 31, 2028, subject to the terms of the Award Agreement.By their signatures below or by electronic acceptance or authentication in a form authorized by the Company, the Company and the Participant agree that the Award is governed by this Grant Notice and by the provisions of the Plan and the Award Agreement, both of which are incorporated herein by reference. The Participant acknowledges that copies of the Plan, the Award Agreement and the prospectus for the Plan are available on the Companyâ€™s internal web site and may be viewed and printed by the Participant for attachment to the Participantâ€™s copy of this Grant

Notice. The Participant represents that the Participant has read and is familiar with the provisions of the Plan and the Award Agreement, and hereby accepts the Award subject to all of its terms and conditions. The Participant accepts as binding, conclusive and final all decisions or interpretations of the Committee upon any questions arising under the Plan or relating to the Units.PROS HOLDINGS, INC.PARTICIPANTBy: _____By:_____Name: _____Print Name: _____Title: _____Address:Address:3200 Kirby Dr.Suite 600Houston, TX 77098Attachments:Â Â Â Â PROS Holdings, Inc. 2017 Equity Incentive Plan, as amended to the Grant Date; Market Stock Units Award Agreement. The prospectus for the Plan prepared in connection with the registration with the Securities and Exchange Commission (â€œSECâ€) of the shares issuable pursuant to the Award is available on the SEC website at www.sec.gov.APPENDIX APerformance Measure and Performance MultiplierApplicable to Market Stock Unit Award Granted onJanuary 15, 20251.â€œRelative TSR Percentileâ€ means the percentile (rounded to the nearest whole percentile) of the Companyâ€™s TSR ranking relative to the TSRs of the Comparator Companies, determined in accordance with the following formula:Where,â€œRâ€ is an integer equal to the Companyâ€™s ranking when the TSRs of the Company and the Comparator Companies are ranked from the highest to the lowest TSR, with the highest being one (1); andâ€œNâ€ is equal to the number of Comparator Companies plus the Company.For example, if there are 1999 Comparator Companies and the Companyâ€™s TSR ranked 500thÂ highest among the TSRs of a group of 2000 Companies (i.e., the Comparator Companies plus the Company), the Relative TSR Percentile of the Company would be 75%, which is the result of (1 â€“ ((500 â€“ 1)/(2000-1))) x 100% (rounded to the nearest whole percentile).2.â€œTSRâ€ or Total Stockholder Return means, for the Company and each Comparator Company, the growth rate for the Performance Period, expressed as a percentage (rounded to the nearest 1/100 of 1%), in the value of one share of such companyâ€™s common stock during the Performance Period due to the appreciation in the price per share and dividends paid during such period with respect to such share, assuming dividends are reinvested on the ex-dividend date.Where,â€œEnding Priceâ€ is the Ending Average Per Share Closing Price of such company;â€œDividendsâ€ are the aggregate values of all dividends paid to a stockholder of record of such company with respect to one share of common stock during the Performance Period; andâ€œBeginning Priceâ€ is the Beginning Average Per Share Closing Price of such company.3.â€œBeginning Average Per Share Closing Priceâ€ means, for the Company and each Comparator Company, the Average Per Share Closing Price for the 10 trading days beginning with the first day of the Performance Period.4.â€œComparator Companiesâ€Â means each of the companies, other than the Company, included in the Russell 2000 Index and determined in accordance withÂ Appendix B.Â Â Â Â 5.â€œEarned Unitsâ€Â means the number of Units (rounded up to the nearest whole Unit), if any (not to exceed the Maximum Number of Units), equal to the product of (i) the Target Number of Units multiplied by (ii) the Relative TSR Multiplier; provided, however, that if the fair market value of the Earned Units, determined by multiplying the number of Earned Units by the Fair Market Value on the day immediately prior to the Settlement Date (the â€œDelivered Valueâ€), is greater than seven (7) times the fair market value of the target award on date of grant, determined by multiplying the target number of units by the Fair Market Value on the Grant Date (the â€œCapâ€), the number of Earned Units shall be reduced to the whole number of Earned Units such that the Delivered Value is as close as possible to, but does not exceed, the Cap and the Participant shall have no right to receive any shares of Stock that relate to such required reduction in the Earned Units.6.â€œEnding Average Per Share Closing Priceâ€ means, for the Company and each Comparator Company, the Average Per Share Closing Price for the 10 trading days ending with (and including) the last trading day of the applicable Performance Period.7.â€œAverage Per Share Closing Priceâ€ means, for the Company and each Comparator Company, the average of the daily closing prices per share of common stock of such company as reported on the national or regional securities exchange or quotation system constituting the primary market for such common stock for all trading days falling within the applicable averaging period.8.â€œRelative TSR Multiplierâ€ means a ratio determined as set forth onÂ Appendix C. Linear interpolation will be used to determine the Relative TSR Multiplier and number of Earned Units for Relative TSR Percentile that falls between the levels represented in Appendix C.APPENDIX BCOMPARATOR COMPANIESThe Comparator Companies consist of the companies (other than the Company) included in the Russell 2000 Index as of the Grant Date.If applicable, a Comparator Companyâ€™s TSR shall be modified during the Performance Period as follows:â€¢If a Comparator Company becomes bankrupt during the Performance Period and is not publicly traded as of the end of the Performance Period, then its TSR for the Performance Period will be deemed to equal negative 100%.â€¢If a Comparator Company ceases to be publicly traded for a reason other than bankruptcy during the Performance Period, then it shall be removed from the Comparator Group and not included in the computation of the Relative TSR Percentile.â€¢If a Comparator Company distributes a portion of its business in a spin-off transaction during the Performance Period, then in determining its TSR for the Performance Period the market capitalization per share of the spun off entity will be treated as a dividend paid by the distributing company.APPENDIX C RELATIVE TSR MULTIPLIERRelative TSR PercentileRelative TSR MultiplierEarned Units(Per 1,000 Target Units)100200.0%2,00095200.0%2,00090200.0%2,00085200.0%2,00080200.0%2,00075200.0%2,00070175.0%1,75065150.0%1,50060125.0%1,25055100.0%1,0005087.5%8754575.0%7504062.5 Holdings, Inc.MARKET STOCK UNITS AWARD AGREEMENT(U.S. Participants)PROS Holdings, Inc. (the â€œCompanyâ€) has granted to the Participant named in the Notice of Grant of Market Stock Units (the â€œGrant Noticeâ€) to which this Market Stock Units Award Agreement (this â€œAward Agreementâ€) is attached an Award consisting of Market Stock Units (the â€œUnitsâ€) subject to the terms and conditions set forth in the Grant Notice and this Award Agreement. The Award has been granted pursuant to the PROS Holdings, Inc. 2017 Equity Incentive Plan (the â€œPlanâ€), as amended to the Grant Date, the provisions of which are incorporated herein by reference.1.Â Â Â Â THE AWARD.The Company hereby awards to the Participant the Target Number of Units set forth in the Grant Notice, which, depending on the extent to which a Performance Goal (as described by Plan) is attained during the Performance Period, may result in the Participant earning as little as zero (0) Units or as many as the Maximum Number of Units. Subject to the terms of this Award Agreement and the Plan, each Unit, to the extent it is earned and becomes an Earned Unit, represents a right to receive on the Settlement Date (or other date provided herein) one (1) share of Stock. Unless and until a Unit has been determined to be an Earned Unit, the Participant will have no right to settlement of such Units. Prior to settlement of any Earned Units, such Units will represent an unfunded and unsecured obligation of the Company.2.Â Â Â Â DEFINITIONS AND CONSTRUCTION.2.1Â Â Â Â Definitions. Unless otherwise defined herein, capitalized terms shall have the meanings assigned to such terms in the Grant Notice or the Plan.(a)Â Â Â Â "Change in Control" means a Change in Control as defined by the Plan, provided that the event constituting the Change in Control also constitutes a change in ownership or effective control of the Company or a change in the ownership of a substantial portion of the assets of the Company within the meaning of the Section 409A Regulations.(b)Â Â Â Â â€œDisabledâ€ means, unless otherwise permitted by the Section 409A Regulations, that the Participant has been determined by the Company to be either: (i)Â Â Â Â unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months; or(ii)Â Â Â Â by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Participantâ€™s employer.Â Â Â Â (c)Â Â Â Â "Qualifying Terminationâ€ means the Participantâ€™s Separation from Service within one hundred twenty (120) days before the consummation of a Change in Control or eighteen (18) months after a Change in Control, which separation results from either (i) the Participating Company Groupâ€™s involuntary termination of the Participantâ€™s Service without Cause or (ii) the Participantâ€™s voluntary termination of Service after a reduction of the Participantâ€™s base salary by fifteen percent (15%) or more without the Participantâ€™s express written consent, provided that the Participant has provided written notice to the Company of such reduction in base salary within sixty (60) days following such reduction and the Company has failed to cure such reduction within thirty (30) days following the date of such written notice.(d)Â Â Â Â â€œRetirementâ€ means that the Participantâ€™s Service is voluntarily terminated by the Participant upon satisfaction of all of the following conditions as of the date of the Participantâ€™s Separation from Service:(i)Â Â Â Â the Participant has been in continuous Service with the Participating Company Group for a period of not less than five (5) years;(ii)Â Â Â Â the Participant has accumulated a combination of at least sixty-five (65) retirement points, determined by the sum of the Participantâ€™s attained age in years and the number of full years of the Participantâ€™s continuous Service with the Participating Company Group;(iii)Â Â Â Â the Participant provided the Company with written notice of the Participantâ€™s intention to retire;(iv)Â Â Â Â the Participant has been determined by the Company, in its reasonable discretion, to have successfully participated in the succession and transition of the Participantâ€™s duties with the Participating Company Group; and(v)Â Â Â Â the Participant has executed and allowed to become irrevocable on or before the sixtieth (60th) day following the date of Retirement a general release of claims against the Participating Company Group, its officers, directors, employees and affiliates in a form provided by the (e)Â Â Â Â â€œSection 409A Regulationsâ€ mean the Treasury Regulations issued pursuant to Section 409A.(f)Â Â Â Â â€œSeparation from Serviceâ€ means the Participantâ€™s separation from service within the meaning of the Section 409A Regulations.2.2Â Â Â Â Construction. Captions and titles contained herein are for convenience only and shall not affect the meaning or interpretation of any provision of this Award Agreement. Except when otherwise indicated by the context, the singular shall include the plural and the plural shall include the singular. Use of the term â€œorâ€ is not intended to be exclusive, unless the context clearly requires otherwise.3.Â Â Â Â RESERVED4.Â Â Â Â COMMITTEE CERTIFICATION OF EARNED UNITS.4.1Â Â Â Â Level of Performance Measure Attained. As soon as practicable following completion of the Performance Period, but in any event no later than the Settlement Date, the Committee shall certify in writing the level of attainment of the Performance Measure during the Performance Period, the resulting Relative TSR Multiplier and the number of Units which have become Earned Units, subject to adjustment as provided in the definition of Earned Units in AppendixÂ A.4.2Â Â Â Â Adjustment for Leave of Absence or Part-Time Work. Unless otherwise required by law or Company policy, if the Participant takes one or more unpaid leaves of absence in excess of thirty (30) days in the aggregate during the Performance Period, the number of Units which would otherwise become Earned Units shall be prorated on the basis of the number of days of the Participantâ€™s Service during the Performance Period during which the Participant was not on an unpaid leave of absence. Unless otherwise required by law or Company policy, if the Participant commences working on a part-time basis during the Performance Period, the Committee may, in its discretion, reduce on a pro rata basis (reflecting the portion of the Performance Period worked by the Participant on a full-time equivalent basis) the number of Units which would otherwise become Earned Units, or provide that the number of Units which would otherwise become Earned Units shall be reduced as provided by the terms of an agreement between the Participant and the Company pertaining to the Participantâ€™s part-time schedule.5.Â Â Â Â COMPANY REACQUISITION RIGHT. 5.1Â Â Â Â Grant of Company Reacquisition Right. In the event that the Participantâ€™s Service terminates for any reason other than due to death, having become Disabled, Qualifying Termination or Retirement, all as set forth below, the Participant shall immediately forfeit and the Company shall automatically reacquire all Units, whether determined to be Earned Units or not, for which the Settlement Date has not yet occurred as of the time of such termination, and the Participant shall not be entitled to any payment therefor (such forfeiture being referred to as the â€œCompany Reacquisition Rightâ€).(a)Â Â Â Â Death or Disability. In the event that the Participant dies or becomes Disabled (without regard to whether or not the Participant has experienced a Separation from Service), none of the Units that have not previously been settled shall be subject to the Company Reacquisition Right and instead (i) the number of Earned Units, if not previously determined in accordance with Section 9, shall be determined as if the Performance Period ended on the date of such death or Disability and (ii) the number of Earned Units so determined shall be settled in full in accordance with Section 6 within sixty (60) days following the date of such death or disability on a date determined solely by the Company.(b)Â Â Â Â Qualifying Termination. In the event of the Participantâ€™s Qualifying Termination and provided that the Participant has executed and allowed to become irrevocable on or before the sixtieth (60th) day following the date of such separation a general release of claims against the Participating Company Group, its officers, directors, employees and affiliates in a form provided by the Company, none of the Units that have not previously been settled shall be subject to the Company Reacquisition Right and instead (i) the number of Earned Units shall be determined in accordance with Section 9.1(a) or Section 9.2, as applicable, and (ii) the number of Earned Units so determined shall be settled in accordance with Section 9.1(b) or Section 9.2, as applicable, or, if later, on the sixtieth (60th) day following the date of Qualifying Termination.(c)Â Â Â Â Retirement. In the event of the Participantâ€™s Retirement twenty-four (24) months or less before the Settlement Date (the â€œPost-Retirement Periodâ€), none of the Units that have not previously been settled, if any, shall be subject to the Company Reacquisition Right, and instead (i) the number of Earned Units shall be determined upon completion of the Performance Period (or in accordance with Section 9, if applicable) as if the Participantâ€™s Service continued until the Settlement Date and (ii) the number of Earned Units so determined shall be settled in full on the Settlement Date or in accordance with Section 9, if applicable, or, if later, on the sixtieth (60th) day following the Retirement date; provided, however, that if the Participant breaches any of the Post-Retirement Covenants set forth in Section 5.2, then the Participant shall forfeit and the Company shall automatically reacquire all Units, whether determined to be Earned Units or not, for which the Settlement Date has not yet occurred as of the time of such breach. If the Participantâ€™s Retirement occurs more than twenty-four (24) months prior to the Settlement Date, then all Units, regardless of whether or not they would be Earned Units and regardless of the earlier occurrence of a Change in Control, shall be immediately forfeited pursuant to the Company Reacquisition Right and the Participant shall not be entitled to any payment therefor.Â Â Â Â 5.2Â Â Â Â Post-Retirement Covenants. The Participant acknowledges that the confidential information, special training, and/or other knowledge the Participant has and will receive through the Participantâ€™s Service and at the Companyâ€™s expense relates to the Companyâ€™s business interests and would benefit both the Companyâ€™s competitors and the Company after the Participantâ€™s Retirement. The Participant recognizes a just purpose in the Company protecting such investments and interests, including through avoiding, for a limited time, competition by former employees trained with and/or given special knowledge, contacts, and/or experience by the Company. During the period ending on the earlier of (a) the Settlement Date occurring during the Post-Retirement Period or (b) the date occurring twenty-four (24) months following the date of the Participantâ€™s Retirement, and in consideration of receiving Confidential Information and specialized training and knowledge, the Participant shall not (i) directly or indirectly engage in employment, including self-employment, that involves the Participating Company Groupâ€™s product lines, services and business interests during or as of the end of the Participantâ€™s Service with the Participating Company Group, or (ii) solicit or encourage any customer or prospect of the Participating Company, with whom the Participant had contact during the twelve (12) months preceding the termination of the Participantâ€™s Service, to terminate or diminish its relationship with the Participating Company Group (together, the â€œPost-Retirement Covenantsâ€). The Participant acknowledges and agrees that the foregoing restrictions are no broader than necessary to protect the Participating Company Groupâ€™s goodwill and/or legitimate business interests. In the event a court of competent jurisdiction determines that the geographic area, duration, or scope of activity of any restriction under this Section 5.2 is unenforceable, the restrictions under this Section will be modified to the extent required to render them valid and enforceable.5.3Â Â Â Â Ownership Change Event, Non-Cash Dividends, Distributions and Adjustments. Upon the occurrence of an Ownership Change Event, a dividend or distribution to the stockholders of the Company paid in shares of Stock or other property, or any other adjustment upon a change in the capital structure of the Company as described in Section 10, any and all new, substituted or additional securities or other property (other than regular, periodic cash dividends paid on Stock pursuant to the Companyâ€™s dividend policy, which shall be treated in accordance with the definition of TSR in Appendix A to the Grant Notice) to which the Participant is entitled by reason of the Participantâ€™s ownership of Units shall be immediately subject to the Company Reacquisition Right and included in the terms â€œUnitsâ€ for all purposes of the Company Reacquisition Right with the same force and effect as the Units immediately prior to the Ownership Change Event, dividend, distribution or adjustment, as the case may be.6.Â Â Â Â SETTLEMENT OF THE AWARD.6.1Â Â Â Â Issuance of Shares of Common Stock or Cash Equivalent. Except as otherwise provided by this Award Agreement, the Company shall issue to the Participant on the Settlement Date with respect to each Earned Unit to be settled on such date one (1) share of Stock. Shares issued in settlement of Earned Units shall not be subject to any restriction on transfer other than any such restriction as may be required pursuant to Section 6.3. 6.2Â Â Â Â Beneficial Ownership of Shares; Certificate Registration. The Participant hereby authorizes the Company, in its sole discretion, to deposit for the benefit of the Participant with a Company-designated brokerage firm or, at the Companyâ€™s discretion, any other broker with which the Participant has an account relationship of which the Company has notice, any or all shares acquired by the Participant pursuant to the settlement of the Award. Except as provided by the preceding sentence, a certificate for the shares as to which the Award is settled shall be registered in the name of the Participant, or, if applicable, in the names of the Participantâ€™s Heirs.6.3Â Â Â Â Restrictions on Grant of the Award and Issuance of Shares. The grant of the Award and issuance of shares of Stock upon settlement of the Award shall be subject to compliance with all applicable requirements of U.S. federal, state or foreign law with respect to such securities. No shares may be issued hereunder if the issuance of such shares would constitute a violation of any applicable U.S. federal, state or foreign securities laws or other laws or regulations or the requirements of any stock exchange or market system upon which the Stock may then be listed. The inability of the Company to obtain from any regulatory body having jurisdiction the authority, if any, deemed by the Companyâ€™s legal counsel to be

necessary to the lawful issuance of any shares subject to the Award shall relieve the Company of any liability in respect of the failure to issue such shares as to which such requisite authority shall not have been obtained. As a condition to the settlement of the Award, the Company may require the Participant to satisfy any qualifications that may be necessary or appropriate, to evidence compliance with any applicable law or regulation and to make any representation or warranty with respect thereto as may be requested by the Company. Further, regardless of whether the transfer or issuance of the shares to be issued pursuant to the Units has been registered under the Securities Act or has been registered or qualified under the securities laws of any State, the Company may impose additional restrictions upon the sale, pledge, or other transfer of the shares (including the placement of appropriate legends on stock certificates and the issuance of stop-transfer instructions to the Companyâ€™s transfer agent) if, in the judgment of the Company and the Companyâ€™s counsel, such restrictions are necessary in order to achieve compliance with the provisions of the Securities Act, the securities laws of any State, or any other law.6.4Â Â Â Â Fractional Shares. The Company shall not be required to issue fractional shares upon the settlement of the Award.7.Â Â Â Â TAX WITHHOLDING AND ADVICE.7.1Â Â Â Â In General. Subject to Section 7.2, at the time the Grant Notice is executed, or at any time thereafter as requested by the Company, the Participant hereby authorizes withholding from payroll and any other amounts payable to the Participant, and otherwise agrees to make adequate provision for, any sums required to satisfy the U.S. federal, state, and local taxes and (if applicable) taxes imposed by jurisdictions outside of the United States (including income tax, social insurance contributions, payment on account and any other taxes) and required by law to be withheld with respect to any taxable event arising as a result of the Participantâ€™s participation in the Plan (referred to herein as â€œTax-Related Itemsâ€).7.2Â Â Â Â Withholding of Taxes. The Company or any other Participating Company, as appropriate, shall have the authority and the right to deduct or withhold, or require the Participant to remit to the applicable Participating Company, an amount sufficient to satisfy applicable Tax-Related Items or to take such other action as may be necessary in the opinion of the applicable Participating Company to satisfy such Tax-Related Items (including hypothetical withholding tax amounts if the Participant is covered under a Company tax equalization policy). In this regard, the Participant authorizes the applicable Participating Company or their respective agents, at their discretion, to satisfy the obligations with regard to all Tax-Related Items by one or a combination of the following:(a)Â Â Â Â withholding from the Participantâ€™s wages or other cash compensation paid to the Participant by the applicable Participating Company; or(b)Â Â Â Â withholding from proceeds of the sale of shares acquired upon vesting and settlement of the Units, either through a voluntary sale or through a mandatory sale arranged by the Company (on the Participantâ€™s behalf pursuant to this authorization); or(c)Â Â Â Â withholding in shares to be issued upon vesting and settlement of the Units; or(d)Â Â Â Â direct payment from the Participant.To avoid negative accounting treatment, the Company may withhold or account for Tax-Related Items by considering applicable minimum statutory withholding amounts or other applicable withholding rates. If the Participant is covered by a Company tax equalization policy, the Participant agrees to pay to the Company any additional hypothetical tax obligation calculated and paid under the terms and conditions of such tax equalization policy. Finally, the Participant shall pay to the applicable Participating Company any amount of Tax-Related Items that the Participating Company may be required to withhold as a result of his or her participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the shares that may be issued in connection with the settlement of the Units if the Participant fails to comply with his or her Tax-Related Items obligations.7.3Â Â Â Â Tax Advice. The Participant represents, warrants and acknowledges that the Company has made no warranties or representations to the Participant with respect to the income tax consequences of the transactions contemplated by this Award Agreement, and the Participant is in no manner relying on the Company or the Companyâ€™s representatives for an assessment of such tax consequences. THE PARTICIPANT UNDERSTANDS THAT THE TAX LAWS AND REGULATIONS ARE SUBJECT TO CHANGE. THE PARTICIPANT SHOULD CONSULT HIS OR HER OWN TAX ADVISOR REGARDING THE UNITS. NOTHING STATED HEREIN IS INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING TAXPAYER PENALTIES.8.Â Â Â Â AUTHORIZATION TO RELEASE NECESSARY PERSONAL INFORMATION. The Participant hereby authorizes and directs the Participantâ€™s employer to collect, use and transfer in electronic or other form, any personal information (the â€œDataâ€) regarding the Participantâ€™s Service, the nature and amount of the Participantâ€™s compensation and the fact and conditions of the Participantâ€™s participation in the Plan (including, but not limited to, the Participantâ€™s name, home address, telephone number, date of birth, social security number (or any other social or national identification number), salary, nationality, job title, number of shares held and the details of all Units or any other entitlement to shares awarded, cancelled, exercised, vested, unvested or outstanding) for the purpose of implementing, administering and managing the Participantâ€™s participation in the Plan. The Participant understands that the Data may be transferred to the Company or any other Participating Company, or to any third parties assisting in the implementation, administration and management of the Plan, including any requisite transfer to a brokerage firm or other third party assisting with administration of the Award or with whom shares acquired upon settlement of this Award or cash from the sale of such shares may be deposited. The Participant acknowledges that recipients of the Data may be located in different countries, and those countries may have data privacy laws and protections different from those in the country of the Participantâ€™s residence. Furthermore, the Participant acknowledges and understands that the transfer of the Data to the Company or any of other Participating Company, or to any third parties is necessary for Participantâ€™s participation in the Plan. The Participant may at any time withdraw the consents herein, by contacting the Companyâ€™s stock administration department in writing. The Participant further acknowledges that withdrawal of consent may affect the Participantâ€™s ability to realize benefits from the Award, and the Participantâ€™s ability to participate in the Plan.9.Â Â Â Â CHANGE IN CONTROL.In the event of a Change in Control occurring prior to the Settlement Date, this Section 9 shall determine the treatment of the Units..9.1Â Â Â Â Effect of Change in Control Prior to Completion of Performance Period. In the event of a Change in Control prior to completion of the Performance Period, the Performance Period shall instead be deemed to end on the day immediately preceding the Change in Control (the â€œAdjusted Performance Periodâ€). The number of Earned Units and the settlement of those Earned Units shall be determined for the Adjusted Performance Period in accordance with the following:(a)Â Â Â Â Determining Number of Earned Units. In the Committeeâ€™s determination of the number of Earned Units for the Adjusted Performance Period, the following modifications shall be made to the components of the Relative TSR Multiplier:(i)Â Â Â Â The Company TSR shall be determined as provided in Appendix A, except that the Average Per Share Closing Price for the 10 trading days ending on the last day of the Adjusted Performance Period shall be replaced with the price per share of Stock to be paid to the holder thereof in accordance with the definitive agreement governing the transaction constituting the Change in Control (or, in the absence of such agreement, the closing price per share of Stock as reported on the New York Stock Exchange for the last trading day of the Adjusted Performance Period), adjusted to reflect an assumed reinvestment, as of the applicable ex-dividend date, of all cash dividends and other cash distributions (excluding cash distributions resulting from share repurchases or redemptions by the Company) paid to stockholders during the Adjusted Performance Period.(ii)Â Â Â Â The TSR for each Comparator Company shall be determined as provided in Appendix A, except that Ending Average Per Share Closing Price shall be determined for the 10 trading days ending on the 5th business day prior to the last day of the Adjusted Performance Period.(b)Â Â Â Â Settlement of Earned Units. As of the last day of the Adjusted Performance Period and provided that the Participantâ€™s Service has not terminated prior to such date other than by reason of a Qualifying Termination or Retirement, a portion of the Earned Units determined in accordance with Section 9.1(a) shall be settled (the â€œAccelerated Unitsâ€), with such portion determined by multiplying the total number of Earned Units by a fraction, the numerator of which equals the number of days contained in the Adjusted Performance Period and the denominator of which equals the number of days contained in the original Performance Period determined without regard to this Section. The Accelerated Units shall be settled in accordance with Section 6 immediately prior to the consummation of the Change in Control (or if later, on the sixtieth (60th) day following the date of a Qualifying Termination or Retirement occurring prior to the Change in Control). That portion of the Earned Units determined in accordance with Section 9.1(a) in excess of the number of Accelerated Units (the â€œNonaccelerated Earned Unitsâ€) shall be settled on the Settlement Date (or if later, on the sixtieth (60th) day following the date of a Qualifying Termination or Retirement occurring prior to the Settlement Date), provided that the Participantâ€™s Service has not terminated prior to such Settlement Date (other than by reason of a Qualifying Termination or Retirement). Payment for each Nonaccelerated Earned Unit shall be made in the amount and in the form of the consideration (whether stock, cash, other securities or property or a combination thereof) to which a holder of a share of Stock on the effective date of the Change in Control was entitled (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding shares of Stock).9.2Â Â Â Â Effect of Change in Control After Completion of Performance Period but Prior to Settlement Date. In the event of a Change in Control upon or after completion of the Performance Period but prior to the Settlement Date, the number of Earned Units determined in accordance with Section 4 shall be settled in accordance with Section 6 on the Settlement Date (or, if later, on the sixtieth (60th) day following the date of a Qualifying Termination or Retirement occurring prior to the Settlement Date), provided that payment for each Earned Unit shall be made in the amount and in the form of the consideration (whether stock, cash, other securities or property or a combination thereof) to which a holder of a share of Stock on the effective date of the Change in Control was entitled (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding shares of Stock).10.Â Â Â Â ADJUSTMENTS FOR CHANGES IN CAPITAL STRUCTURE.The number of Units awarded pursuant to this Award Agreement is subject to adjustment as provided in Section 4.3 of the Plan. Upon the occurrence of an event described in Section 4.3 of the Plan, any and all new, substituted or additional securities or other property to which a holder of a share issuable in settlement of the Award would be entitled shall be immediately subject to the Award Agreement and included within the meaning of the terms â€œsharesâ€ and â€œStockâ€ for all purposes of the Award. The Participant shall be notified of such adjustments and such adjustments shall be binding upon the Company and the Participant.11.Â Â Â Â NO ENTITLEMENT OR CLAIMS FOR COMPENSATION.11.1Â Â Â Â The Participantâ€™s rights, if any, in respect of or in connection with the Units are derived solely from the discretionary decision of the Company to permit the Participant to participate in the Plan and to benefit from a discretionary Award. By accepting the Units, the Participant expressly acknowledges that there is no obligation on the part of the Company to continue the Plan and/or grant any additional Units or other Awards to the Participant. The Units are not intended to be compensation of a continuing or recurring nature, or part of the Participantâ€™s normal or expected compensation, and in no way represents any portion of the Participantâ€™s salary, compensation, or other remuneration for purposes of pension benefits, severance, redundancy, resignation or any other purpose.11.2Â Â Â Â Neither the Plan nor the Units shall be deemed to give the Participant a right to remain an Employee, Director or Consultant of the Company or any other Participating Company. The Participating Company Group reserves the right to terminate the Service of the Participant at any time, with or without cause, and for any reason, subject to applicable laws, the Companyâ€™s Certificate of Incorporation and Bylaws and a written employment agreement (if any), and the Participant shall be deemed irrevocably to have waived any claim to damages or specific performance for breach of contract or dismissal, compensation for loss of office, tort or otherwise with respect to the Plan, the Units or any other outstanding Award that is forfeited and/or is terminated by its terms or to any future Award.12.Â Â Â Â RIGHTS AS A STOCKHOLDER.The Participant shall have no rights as a stockholder with respect to any shares which may be issued in settlement of this Award until the date of the issuance of a certificate for such shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment shall be made for dividends, dividend equivalents, distributions or other rights for which the record date is prior to the date such certificate is issued, except as provided in Section 10.13.Â Â Â Â MISCELLANEOUS PROVISIONS. 13.1Â Â Â Â Amendment. The Committee may amend this Award Agreement at any time; provided, however, that no such amendment may adversely affect the Participantâ€™s rights under this Award Agreement without the consent of the Participant, except to the extent such amendment is necessary to comply with applicable law. No amendment to this Award Agreement shall be effective unless in writing.13.2Â Â Â Â Nontransferability of the Award. Prior to the issuance of shares on the applicable Settlement Date, no right or interest of the Participant in the Award nor any shares issuable on settlement of the Award shall be in any manner pledged, encumbered, or hypothecated to or in favor of any party other than the Company or shall become subject to any lien, obligation, or liability of such Participant to any other party other than the Company. Except as otherwise provided by the Committee, no Award shall be assigned, transferred or otherwise disposed of other than by will or the laws of descent and distribution. All rights with respect to the Award shall be exercisable during the Participantâ€™s lifetime only by the Participant or the Participantâ€™s guardian or legal representative.13.3Â Â Â Â Further Instruments. The parties hereto agree to execute such further instruments and to take such further action as may reasonably be necessary to carry out the intent of this Award Agreement.13.4Â Â Â Â Binding Effect. This Award Agreement shall inure to the benefit of the successors and assigns of the Company and, subject to the restrictions on transfer set forth herein, be binding upon the Participant and the Participantâ€™s heirs, executors, administrators, successors and assigns.13.5Â Â Â Â Notices. Any notice required to be given or delivered to the Company shall be in writing and addressed to the Company at its principal corporate offices. Any notice required to be given or delivered to the Participant shall be in writing and addressed to the Participant at the address maintained for the Participant in the Companyâ€™s records or at the address of the local office of the Company or of any other Participating Company at which the Participant works. A notice shall be deemed effectively given upon deposit in the U.S. Post Office or foreign postal service, by registered or certified mail, or with a nationally recognized overnight courier service, with postage and fees prepaid.13.6Â Â Â Â Electronic Delivery and Signature. (a)Â Â Â Â The Plan documents, which may include but do not necessarily include: the Plan, the Grant Notice, this Award Agreement, the Plan Prospectus, and any reports of the Company provided generally to the Companyâ€™s stockholders, may be delivered to the Participant electronically. In addition, if permitted by the Company, the Participant may deliver electronically the Grant Notice to the Company or to such third party involved in administering the Plan as the Company may designate from time to time. Such means of electronic delivery may include but do not necessarily include the delivery of a link to a Company intranet or the Internet site of a third party involved in administering the Plan, delivery via e-mail or such other means of electronic delivery specified by the Company. Any and all such documents may be electronically signed.(b)Â Â Â Â The Participant acknowledges that the Participant has read Section 13.6(a) and consents to the electronic delivery of the Plan documents and, if permitted by the Company, the delivery of the Grant Notice, as described in Section 13.6(a). The Participant acknowledges that he or she may receive from the Company a paper copy of any documents delivered electronically at no cost to the Participant by contacting the Company by telephone or in writing. The Participant further acknowledges that the Participant will be provided with a paper copy of any documents if the attempted electronic delivery of such documents fails. Similarly, the Participant understands that the Participant must provide the Company or any designated third party administrator with a paper copy of any documents if the attempted electronic delivery of such documents fails. The Participant may revoke his or her consent to the electronic delivery of documents described in Section 13.6(a) or may change the electronic mail address to which such documents are to be delivered (if Participant has provided an electronic mail address) at any time by notifying the Company of such revoked consent or revised e-mail address by telephone, postal service or electronic mail. The Participant understands that he or she is not required to consent to electronic delivery of documents described in Section 13.6(a). Finally, the Participant agrees that any and all Plan documents requiring a signature may be electronically signed and that such electronic signature shall have the same effect as handwritten signature for the purposes of validity, enforceability and admissibility.13.7Â Â Â Â Integrated Agreement. The Grant Notice, this Award Agreement, and the Units evidenced hereby (i) are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan, and (ii) constitute the entire agreement between the Participant and the Company on the subject matter hereof and supersede all proposals, written or oral, and all other communications between the parties related to the subject matter. To the extent contemplated herein or therein, the provisions of the Grant Notice, this Award Agreement and the Plan shall survive any settlement of the Award and shall remain in full force and effect. 13.8Â Â Â Â Governing Law. The interpretation, performance and enforcement of this Award Agreement shall be governed by the laws of the State of Texas, U.S.A. without regard to the conflict-of-laws rules thereof or of any other jurisdiction.13.9Â Â Â Â Section 409A.(a)Â Â Â Â Compliance with Section 409A. This Award is intended to provide for nonqualified deferred compensation that complies with all requirements of Section 409A. Notwithstanding any other provision of the Plan, this Award Agreement or the Grant Notice, the Plan, this Agreement and the Grant Notice shall be interpreted in accordance with, and incorporate the terms and conditions required by, Section 409A (together with any Department of Treasury regulations and other interpretive guidance issued thereunder, including without limitation any such regulations or other guidance that may be issued after the date hereof). The Company reserves the right, to the extent the Company deems necessary or advisable in its sole discretion, to unilaterally amend or modify the Plan and/or this Award Agreement to ensure that the Units comply with Section 409A.(b)Â Â Â Â Separation from Service; Required Delay in Payment to Specified Employee. Notwithstanding anything set forth herein to the contrary, no amount payable pursuant to this Agreement on account of the Participantâ€™s termination of Service which constitutes a â€œdeferral of compensationâ€ within the meaning of Section 409A shall be paid unless and until the Participant has incurred a Separation from Service. Furthermore, to the extent that the Participant is a â€œspecified employeeâ€ within the meaning of Section 409A as of the date of the Participantâ€™s Separation from Service, no amount that constitutes a deferral of compensation which is payable on account of the Participantâ€™s Separation from Service shall paid to the

Participant before the date (the â€œDelayed Payment Dateâ€) which is the first day of the seventh month after the date of the Participantâ€™s Separation from Service or, if earlier, the date of the Participantâ€™s death following such Separation from Service. All such amounts that would, but for this Section, become payable prior to the Delayed Payment Date will be accumulated and paid on the Delayed Payment Date.(c)Â Â Â Â Other Changes in Time of Payment. Neither the Participant nor the Company shall take any action to accelerate or delay the payment of any benefits under this Award Agreement in any manner which would not be in compliance with the Section 409A Regulations.(d)Â Â Â Â Amendments to Comply with Section 409A; Indemnification. Notwithstanding any other provision of this Award Agreement to the contrary, the Company is authorized to amend this Award Agreement, to void or amend any election made by the Participant under this Award Agreement and/or to delay the payment of any monies and/or provision of any benefits in such manner as may be determined by the Company, in its discretion, to be necessary or appropriate to comply with the Section 409A Regulations without prior notice to or consent of the Participant. The Participant hereby releases and holds harmless the Company, its directors, officers and stockholders from any and all claims that may arise from or relate to any tax liability, penalties, interest, costs, fees or other liability incurred by the Participant in connection with the Award, including as a result of the application of Section 409A.(e)Â Â Â Â Advice of Independent Tax Advisor. The Company has not obtained a tax ruling or other confirmation from the Internal Revenue Service with regard to the application of Section 409A to the Award, and the Company does not represent or warrant that this Award Agreement will avoid adverse tax consequences to the Participant, including as a result of the application of Section 409A to the Award. The Participant hereby acknowledges that he or she has been advised to seek the advice of his or her own independent tax advisor prior to entering into this Award Agreement and is not relying upon any representations of the Company or any of its agents as to the effect of or the advisability of entering into this Award Agreement.13.10Â Â Â Â Administration. The Committee shall have the power to interpret the Plan, the Grant Notice and this Award Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret, amend or revoke any such rules. All actions taken and all interpretations and determinations made by the Committee in good faith shall be final and binding upon the Participant, the Company and all other interested persons. No member of the Committee or the Board shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan, the Grant Notice, this Award Agreement or the Units.13.11Â Â Â Â Counterparts. The Grant Notice may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.13.12Â Â Â Â Severability. If any provision of this Award Agreement is held to be unenforceable for any reason, it shall be adjusted rather than voided, if possible, in order to achieve the intent of the parties to the extent possible. In any event, all other provisions of this Award Agreement shall be deemed valid and enforceable to the full extent possible.13.13Â Â Â Â Relocation Outside the United States. If the Participant relocates to a country outside the United States, the Company reserves the right to impose other requirements on the Participantâ€™s participation in the Plan, on the Units and on any shares acquired under the Plan, to the extent the Company determines necessary or advisable in order to comply with local law or facilitate the administration of the Plan, and to require the Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing. [remainder of page intentionally left blank] EX-10.7 3 exhibit107formofrsugrantno.htm EX-10.7 DocumentEXHIBIT 10.7PROS Holdings, Inc.NOTICE OF GRANT OF RESTRICTED STOCK UNITS(U.S. Participants)PROS Holdings, Inc., a Delaware corporation (the â€œCompanyâ€), pursuant to its 2017 Equity Incentive Plan (the â€œPlanâ€), hereby grants to the holder listed below (the â€œParticipantâ€), an award (the â€œAwardâ€) of Restricted Stock Units (the â€œUnitsâ€), each of which is a right to receive on the applicable Settlement Date one (1) share of Stock, on the terms and conditions set forth herein and in the Restricted Stock Units Award Agreement attached hereto (the â€œAward Agreementâ€) and the Plan, each of which are incorporated herein by reference. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in this Grant Notice and the Award Agreement. The Award is intended to provide for nonqualified deferred compensation that complies with all requirements of Section 409A of the Internal Revenue Code (â€œSection 409Aâ€) necessary to avoid tax penalties under Section 409A.Participant:_____Grant Date:_____Number of Units:_____, subject to adjustment as provided by the Award Agreement.Measurement Date:_____Settlement Dates and Amounts:Except as provided by the Award Agreement, Units will be settled in accordance with Section 5 of the Award Agreement on the following dates and for the following percentages of the total Number of Units, provided that the Participantâ€™s Service has not terminated before the applicable date:Settlement DateSettlement PercentageSettlement DateSettlement Percentage1st anniversary of Measurement Date25.00%11th quarter following Measurement Date6.25%5th quarter following Measurement Date6.25%12th quarter following Measurement Date6.25%6th quarter following Measurement Date6.25%13th quarter following Measurement Date6.25%7th quarter following Measurement Date6.25%14th quarter following Measurement Date6.25%8th quarter following Measurement Date6.25%15th quarter following Measurement Date6.25%9th quarter following Measurement Date6.25%16th quarter following Measurement Date6.25%10th quarter following Measurement Date6.25%By their signatures below or by electronic acceptance or authentication in a form authorized by the Company, the Company and the Participant agree that the Award is governed by this Grant Notice and by the provisions of the Plan and the Award Agreement, both of which are incorporated herein by reference. The Participant acknowledges that copies of the Plan, the Award Agreement and the prospectus for the Plan are available on the Companyâ€™s internal web site and may be viewed and printed by the Participant for attachment to the Participantâ€™s copy of this Grant Notice. The Participant represents that the Participant has read and is familiar with the provisions of the Plan and the Award Agreement, and hereby accepts the Award subject to all of its terms and conditions. The Participant accepts as binding, conclusive and final all decisions or interpretations of the Committee upon any questions arising under the Plan or relating to the Units.PROS HOLDINGS, INC.PARTICIPANTBy: _____By:_____Name: _____Print Name: _____Title: _____Address:Address:3200 Kirby Dr.Suite 600Houston, TX 77098Attachments:PROS Holdings, Inc. 2017 Equity Incentive Plan, as amended to the Grant Date; Restricted Stock Units Award Agreement. The prospectus for the Plan prepared in connection with the registration with the Securities and Exchange Commission (â€œSECâ€) of the shares issuable pursuant to the Award is available on the SEC website at www.sec.gov.PROS Holdings, Inc.RESTRICTED STOCK UNITS AWARD AGREEMENT(U.S. Participants)PROS Holdings, Inc. (the â€œCompanyâ€) has granted to the Participant named in the Notice of Grant of Restricted Stock Units (the â€œGrant Noticeâ€) to which this Restricted Stock Units Award Agreement (this â€œAward Agreementâ€) is attached an Award consisting of Restricted Stock Units (the â€œUnitsâ€) subject to the terms and conditions set forth in the Grant Notice and this Award Agreement. The Award has been granted pursuant to the PROS Holdings, Inc. 2017 Equity Incentive Plan (the â€œPlanâ€), as amended to the Grant Date, the provisions of which are incorporated herein by reference.1.DEFINITIONS AND CONSTRUCTION.1.1Â Â Â Â Definitions. Unless otherwise defined herein, capitalized terms shall have the meanings assigned to such terms in the Grant Notice or the Plan.(a)Â Â Â Â â€œChange in Controlâ€ means a Change in Control as defined by the Plan, provided that the event constituting the Change in Control also constitutes a change in ownership or effective control of the Company or a change in the ownership of a substantial portion of the assets of the Company within the meaning of the Section 409A Regulations.(b)Â Â Â Â â€œDisabledâ€ means, unless otherwise permitted by the Section 409A Regulations, that the Participant has been determined by the Company to be either:(i)Â Â Â Â unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months; or(ii)Â Â Â Â by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Participantâ€™s employer.(c)Â Â Â Â â€œDividend Equivalent Unitsâ€ mean additional Restricted Stock Units credited pursuant to Section 3.3.(d)Â Â Â Â â€œQualifying Terminationâ€ means the Participantâ€™s Separation from Service within eighteen (18) months after a Change in Control, which separation results from either (i) the Participating Company Groupâ€™s involuntary termination of the Participantâ€™s Service without Cause or (ii) the Participantâ€™s voluntary termination of Service after a reduction of the Participantâ€™s base salary by fifteen percent (15%) or more without the Participantâ€™s express written consent, provided that the Participant has provided written notice to the Company of such reduction in base salary within sixty (60) days following such reduction and the Company has failed to cure such reduction within thirty (30) days following the date of such written notice.(e)Â Â Â Â â€œRetirementâ€ means that the Participantâ€™s Service is voluntarily terminated by the Participant upon satisfaction of all of the following conditions as of the date of the Participantâ€™s Separation from Service:(i)Â Â Â Â the Participant has been in continuous Service with the Participating Company Group for a period of not less than five (5) years;Â Â Â Â (ii)Â Â Â Â the Participant has accumulated a combination of at least sixty-five (65) retirement points, determined by the sum of the Participantâ€™s attained age in years and the number of full years of the Participantâ€™s continuous Service with the Participating Company Group;(iii)Â Â Â Â the Participant provided the Company with advance written notice of the Participantâ€™s intention to retire;(iv)Â Â Â Â the Participant has been determined by the Company, in its reasonable discretion, to have successfully participated in the succession and transition of the Participantâ€™s duties with the Participating Company Group; and(v)Â Â Â Â the Participant has executed and allowed to become irrevocable on or before the sixtieth (60th) day following the date of Retirement a general release of claims against the Participating Company Group, its officers, directors, employees and affiliates in a form provided by the Company.(f)Â Â Â Â â€œSection 409A Regulationsâ€ mean the Treasury Regulations issued pursuant to Section 409A.(g)Â Â Â Â â€œSeparation from Serviceâ€ means the Participantâ€™s separation from service within the meaning of the Section 409A Regulations.(h)Â Â Â Â â€œUnitsâ€ mean the Restricted Stock Units originally granted pursuant to the Award and the Dividend Equivalent Units credited pursuant to the Award, as both shall be adjusted from time to time pursuant to Section 8.1.2Â Â Â Â Construction. Captions and titles contained herein are for convenience only and shall not affect the meaning or interpretation of any provision of this Award Agreement. Except when otherwise indicated by the context, the singular shall include the plural and the plural shall include the singular. Use of the term â€œorâ€ is not intended to be exclusive, unless the context clearly requires otherwise.Â Â Â Â 2.Â Â Â Â ADMINISTRATION.The Committee shall have the power to interpret the Plan, the Grant Notice and this Award Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret, amend or revoke any such rules. All actions taken and all interpretations and determinations made by the Committee in good faith shall be final and binding upon the Participant, the Company and all other interested persons. No member of the Committee or the Board shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan, the Grant Notice, this Award Agreement or the Units.3.Â Â Â Â THE AWARD.3.1Â Â Â Â Grant of Units. On the Grant Date, the Participant shall acquire, subject to the provisions of this Award Agreement, the total Number of Units set forth in the Grant Notice, subject to adjustment as provided in Section 3.3 and Section 8. Each Unit represents a right to receive on a date determined in accordance with the Grant Notice and this Award Agreement one (1) share of Stock.3.2Â Â Â Â No Monetary Payment Required. The Participant is not required to make any monetary payment (other than applicable tax withholding, if any) as a condition to receiving the Units or shares of Stock issued upon settlement of the Units, the consideration for which shall be past services actually rendered or future services to be rendered to a Participating Company or for its benefit. Notwithstanding the foregoing, if required by applicable law, the Participant shall furnish consideration in the form of cash or past services rendered to a Participating Company or for its benefit having a value not less than the par value of the shares of Stock issued upon settlement of the Units.3.3Â Â Â Â Dividend Equivalent Units. On the date that the Company pays a cash dividend to holders of Stock generally, the Participant shall be credited with a number of additional whole Dividend Equivalent Units determined by dividing (a) the product of (i) the dollar amount of the cash dividend paid per share of Stock on such date and (ii) the sum of the total Number of Units and the number of Dividend Equivalent Units previously credited to the Participant pursuant to the Award and which have not been settled or forfeited pursuant to the Company Reacquisition Right (as defined below) as of such date, by (b) the Fair Market Value per share of Stock on such date. Any resulting fractional Dividend Equivalent Unit shall be rounded to the nearest whole number. Such additional Dividend Equivalent Units shall be subject to the same terms and conditions and shall be settled or forfeited in the same manner and at the same time as the Restricted Stock Units originally subject to the Award with respect to which they have been credited.4.Â Â Â Â COMPANY REACQUISITION RIGHT.4.1Â Â Â Â Grant of Company Reacquisition Right. In the event that the Participantâ€™s Service terminates for any reason other than due to death, having become Disabled, Qualifying Termination or Retirement, all as set forth below, the Participant shall immediately forfeit and the Company shall automatically reacquire all Units for which the Settlement Date has not yet occurred as of the time of such termination, and the Participant shall not be entitled to any payment therefor (such forfeiture being referred to as the â€œCompany Reacquisition Rightâ€).(a)Â Â Â Â Death or Disability. In the event that the Participant dies or becomes Disabled (without regard to whether or not the Participant has experienced a Separation from Service), none of the Units that have not previously been settled shall be subject to the Company Reacquisition Right and instead shall be settled in full in accordance with Section 5 within sixty (60) days following the date of such death or disability on a date determined solely by the Company.(b)Â Â Â Â Qualifying Termination. In the event of the Participantâ€™s Qualifying Termination and provided that the Participant has executed and allowed to become irrevocable on or before the sixtieth (60th) day following the date of such separation a general release of claims against the Participating Company Group, its officers, directors, employees and affiliates in a form provided by the Company, none of the Units that have not previously been settled shall be subject to the Company Reacquisition Right and instead shall be settled in full in accordance with Section 5 on the sixtieth (60th) day following the date of Qualifying Termination.(c)Â Â Â Â Retirement. In the event of the Participantâ€™s Retirement, none of the Units that have not previously been settled and that have Settlement Dates scheduled, in accordance with the Grant Notice, to occur within twenty-four (24) months following the date of the Participantâ€™s Retirement (the â€œPost-Retirement Periodâ€), if any, shall be subject to the Company Reacquisition Right, and such Units shall instead be settled on their respective Settlement Date(s) in accordance with Section 5 (but no sooner than the sixtieth (60th) day following the Retirement date); provided, however, that if the Participant breaches any of the Post-Retirement Covenants set forth in Section 4.2, then the Participant shall forfeit and the Company shall automatically reacquire all Units for which the Settlement Date has not yet occurred as of the time of such breach. All Units having Settlement Dates scheduled in accordance with the Grant Notice later than completion of the Post-Retirement Period shall be immediately forfeited pursuant to the Company Reacquisition Right and the Participant shall not be entitled to any payment therefor.4.2 Â Â Â Â Post-Retirement Covenants. The Participant acknowledges that the confidential information, special training, and/or other knowledge the Participant has and will receive through the Participantâ€™s Service and at the Companyâ€™s expense relates to the Companyâ€™s business interests and would benefit both the Companyâ€™s competitors and the Company after the Participantâ€™s Retirement. The Participant recognizes a just purpose in the Company protecting such investments and interests, including through avoiding, for a limited time, competition by former employees trained with and/or given special knowledge, contacts, and/or experience by the Company. During the period ending on the earlier of (a) the last Settlement Date occurring during the Post-Retirement Period or (b) the date occurring twenty-four (24) months following the date of the Participantâ€™s Retirement, and in consideration of receiving Confidential Information and specialized training and knowledge, the Participant shall not (i) directly or indirectly engage in employment, including self-employment, that involves the Participating Company Groupâ€™s product lines, services and business interests during or as of the end of the Participantâ€™s Service with the Participating Company Group, or (ii) solicit or encourage any customer or prospect of the Participating Company, with whom the Participant had contact during the twelve (12) months preceding the termination of the Participantâ€™s Service, to terminate or diminish its relationship with the Participating Company Group (together, the â€œPost-Retirement Covenantsâ€). The Participant acknowledges and agrees that the foregoing restrictions are no broader than necessary to protect the Participating Company Groupâ€™s goodwill and/or legitimate business interests. In the event a court of competent jurisdiction determines that the geographic area, duration, or scope of activity of any restriction under this Section 4.2 is unenforceable, the restrictions under this Section will be modified to the extent required to render them valid and enforceable.4.3Â Â Â Â Ownership Change Event, Non-Cash Dividends, Distributions and Adjustments. Upon the occurrence of an Ownership Change Event, a dividend or distribution to the stockholders of the Company paid in shares of Stock or other property, or any other adjustment upon a change in the capital structure of the Company as described in Section 8, any and all new, substituted or additional securities or other property (other than regular, periodic cash dividends paid on Stock pursuant to the Companyâ€™s dividend policy, which shall be treated in accordance with Section 3.3) to which the Participant is entitled by reason of the Participantâ€™s ownership of Units shall be immediately subject to the Company Reacquisition Right and included in the terms â€œUnitsâ€ for all purposes of the Company Reacquisition Right with the same force and effect as the Units immediately prior to the Ownership Change Event, dividend, distribution or adjustment, as the case may be.5.Â Â Â Â SETTLEMENT OF THE AWARD.5.1Â Â Â Â Issuance of Shares of Stock. Subject to the provisions of Section 5.3, the Company shall issue to the Participant on the Settlement Date with respect to each Unit to be settled on such date one (1) share of Stock. The Settlement Date with respect to a Unit shall be the date applicable to such Unit as provided by the Grant Notice; provided, that if the Settlement Date falls on a day the principal securities exchange on which the Stock is listed for trading is closed,

then the Settlement Date shall be the next day on which the applicable securities exchange is open for trading. Shares of Stock issued in settlement of Units shall not be subject to any restriction on transfer other than any such restriction as may be required pursuant to Section 5.3, Section 6 or the Companyâ€™s Insider Trading Policy.5.2Â Â Â Â Beneficial Ownership of Shares; Certificate Registration. The Participant hereby authorizes the Company, in its sole discretion, to deposit any or all shares acquired by the Participant pursuant to the settlement of the Award with the Companyâ€™s transfer agent, including any successor transfer agent, to be held in book entry form, or to deposit such shares for the benefit of the Participant with any broker with which the Participant has an account relationship of which the Company has notice. Except as provided by the foregoing, a certificate for the shares acquired by the Participant shall be registered in the name of the Participant, or, if applicable, in the names of the heirs of the Participant.5.3Â Â Â Â Restrictions on Grant of the Award and Issuance of Shares. The grant of the Award and issuance of shares of Stock upon settlement of the Award shall be subject to compliance with all applicable requirements of federal, state or foreign law with respect to such securities. No shares of Stock may be issued hereunder if the issuance of such shares would constitute a violation of any applicable federal, state or foreign securities laws or other law or regulations or the requirements of any stock exchange or market system upon which the Stock may then be listed. The inability of the Company to obtain from any regulatory body having jurisdiction the authority, if any, deemed by the Companyâ€™s legal counsel to be necessary to the lawful issuance of any shares subject to the Award shall relieve the Company of any liability in respect of the failure to issue such shares as to which such requisite authority shall not have been obtained. As a condition to the settlement of the Award, the Company may require the Participant to satisfy any qualifications that may be necessary or appropriate, to evidence compliance with any applicable law or regulation and to make any representation or warranty with respect thereto as may be requested by the Company.5.4Â Â Â Â Fractional Shares. The Company shall not be required to issue fractional shares upon the settlement of the Award.6.Â Â Â Â TAX WITHHOLDING.6.1Â Â Â Â In General. At the time the Grant Notice is executed, or at any time thereafter as requested by a Participating Company, the Participant hereby authorizes withholding from payroll and any other amounts payable to the Participant, and otherwise agrees to make adequate provision for, any sums required to satisfy the federal, state, local and foreign tax (including any social insurance) withholding obligations of the Participating Company (the â€œTax Withholding Obligationâ€), if any, which arise in connection with the Award, the vesting of Units or the issuance of shares of Stock in settlement thereof. The Company shall have no obligation to deliver shares of Stock until the Tax Withholding Obligation has been satisfied by the Participant.6.2Â Â Â Â Assignment of Sale Proceeds. The Participantâ€™s acceptance of this Award constitutes the Participantâ€™s instruction and authorization to the Company and any brokerage firm determined acceptable to the Company for such purpose to sell on the Participantâ€™s behalf a whole number of shares of Stock from those shares of Stock issuable to the Participant as the Company determines to be appropriate to generate cash proceeds sufficient to satisfy the Tax Withholding Obligation. Such shares of Stock will be sold on the trading day immediately following the Tax Withholding Obligation arising (e.g., a Settlement Date or other date on which the Units cease to be subject to the Company Reacquisition Right) or as soon thereafter as practicable. The Participant acknowledges that the Company or its designee is under no obligation to arrange for such sale at any particular price, and that the proceeds of any such sale may not be sufficient to satisfy the Tax Withholding Obligation. Accordingly, the Participant agrees to pay to the Company or any of its subsidiaries as soon as practicable, including through additional payroll withholding, any amount of the Tax Withholding Obligation that is not satisfied by the sale of shares of Stock described above. The Participant agrees to indemnify and hold the Company harmless from any losses or damages relating to any such sale.6.3Â Â Â Â Withholding in Shares. The Company shall have the right, but not the obligation, to require the Participant to satisfy all or any portion of the Tax Withholding Obligation by deducting from the shares of Stock otherwise deliverable to the Participant in settlement of the Award a number of whole shares having a fair market value, as determined by the Company as of the date on which the Tax Withholding Obligation arise, not in excess of the amount of such Tax Withholding Obligation determined by the applicable minimum statutory withholding rates if required to avoid liability classification of the Award under generally accepted accounting principles in the United States.7.Â Â Â Â EFFECT OF CHANGE IN CONTROL7.1Â Â Â Â If Award is Assumed, Continued or Substituted For. In the event of a Change in Control, the Award shall be subject to the definitive agreement entered into by the Company in connection with the Change in Control. The surviving, continuing, successor, or purchasing entity or parent thereof, as the case may be (the â€œAcquirorâ€), may, without the consent of the Participant, assume or continue in full force and effect the Companyâ€™s rights and obligations under all or any portion of the outstanding Units or substitute for all or any portion of the outstanding Units substantially equivalent rights with respect to the Acquirorâ€™s stock. For purposes of this Section, a Unit shall be deemed assumed if, following the Change in Control, the Unit confers the right to receive, subject to the terms and conditions of the Plan and this Award Agreement, the consideration (whether stock, cash, other securities or property or a combination thereof) to which a holder of a share of Stock on the effective date of the Change in Control was entitled (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding shares of Stock); provided, however, that if such consideration is not solely common stock of the Acquiror, the Committee may, with the consent of the Acquiror, provide for the consideration to be received upon settlement of the Unit to consist solely of common stock of the Acquiror equal in Fair Market Value to the per share consideration received by holders of Stock pursuant to the Change in Control.7.2Â Â Â Â If Award is not Assumed, Continued or Substituted For. If the Award is neither assumed or continued by the Acquiror in connection with the Change in Control nor replaced by substantially equivalent rights with respect to the Acquirorâ€™s stock pursuant to a substituted Acquiror award, then, pursuant to Section 15.4(f) of the Plan, the Award shall be converted automatically and without the consent of the Participant into a right to receive in cash on the applicable Settlement Date(s) in accordance with the Grant Notice occurring after the date of the Change in Control with respect to each Unit to be settled on such date an amount equal to the Fair Market Value as of the time of the Change in Control of the consideration (whether stock, cash, other securities or property or a combination thereof) to which a holder of a share of Stock on the effective date of the Change in Control was entitled (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding shares of Stock).8.Â Â Â Â ADJUSTMENTS FOR CHANGES IN CAPITAL STRUCTURE. Subject to any required action by the stockholders of the Company and the requirements of Section 409A to the extent applicable, in the event of any change in the Stock effected without receipt of consideration by the Company, whether through merger, consolidation, reorganization, reincorporation, recapitalization, reclassification, stock dividend, stock split, reverse stock split, split-up, split-off, spin-off, combination of shares, exchange of shares, or similar change in the capital structure of the Company, or in the event of payment of a dividend or distribution to the stockholders of the Company in a form other than Stock (other than regular, periodic cash dividends paid on Stock pursuant to the Companyâ€™s dividend policy) that has a material effect on the Fair Market Value of shares of Stock, appropriate and proportionate adjustments shall be made in the number of Units subject to the Award and/or the number and kind of shares or other property to be issued in settlement of the Award, in order to prevent dilution or enlargement of the Participantâ€™s rights under the Award. For purposes of the foregoing, conversion of any convertible securities of the Company shall not be treated as â€œeffected without receipt of consideration by the Company.â€ Any and all new, substituted or additional securities or other property (other than regular, periodic cash dividends paid on Stock pursuant to the Companyâ€™s dividend policy, which shall be treated in accordance with Section 3.3) to which the Participant is entitled by reason of ownership of Units acquired pursuant to this Award will be immediately subject to the provisions of this Award on the same basis as all Units originally acquired hereunder. Any fractional Unit or share resulting from an adjustment pursuant to this Section shall be rounded down to the nearest whole number. Such adjustments shall be determined by the Committee, and its determination shall be final, binding and conclusive.9.Â Â Â Â RIGHTS AS A STOCKHOLDER, DIRECTOR, EMPLOYEE OR CONSULTANT.The Participant shall have no rights as a stockholder with respect to any shares which may be issued in settlement of this Award until the date of the issuance of such shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment shall be made for dividends, distributions or other rights for which the record date is prior to the date the shares are issued, except as provided in Section 3.3 and Section 8. If the Participant is an Employee, the Participant understands and acknowledges that, except as otherwise provided in a separate, written employment agreement between a Participating Company and the Participant, the Participantâ€™s employment is â€œat willâ€ and is for no specified term. Nothing in this Award Agreement shall confer upon the Participant any right to continue in the Service of a Participating Company or interfere in any way with any right of the Participating Company Group to terminate the Participantâ€™s Service at any time.10.Â Â Â Â LEGENDS.The Company may at any time place legends referencing any applicable federal, state or foreign securities law restrictions on all certificates representing shares of stock issued pursuant to this Award Agreement. The Participant shall, at the request of the Company, promptly present to the Company any and all certificates representing shares acquired pursuant to this Award in the possession of the Participant in order to carry out the provisions of this Section.11.Â Â Â Â COMPLIANCE WITH SECTION 409A.This Award is intended to provide for nonqualified deferred compensation that complies with all requirements of Section 409A. It is intended that any election, payment or benefit which is made or provided pursuant to or in connection with this Award shall comply in all respects with the applicable requirements of Section 409A (including applicable regulations or other administrative guidance thereunder, as determined by the Committee in good faith) to avoid the unfavorable tax consequences provided therein for nonâ€‘compliance. In connection with effecting such compliance with Section 409A, the following shall apply:11.1Â Â Â Â Separation from Service; Required Delay in Payment to Specified Employee. Notwithstanding anything set forth herein to the contrary, no amount payable pursuant to this Award Agreement on account of the Participantâ€™s termination of Service which constitutes a â€œdeferral of compensationâ€ within the meaning of the Section 409A Regulations shall be paid unless and until the Participant has incurred a Separation from Service. Furthermore, to the extent that the Participant is a â€œspecified employeeâ€ within the meaning of the Section 409A Regulations as of the date of the Participantâ€™s Separation from Service, no amount that constitutes a deferral of compensation which is payable on account of the Participantâ€™s Separation from Service shall be paid to the Participant before the date (the â€œDelayed Payment Dateâ€) which is first day of the seventh month after the date of the Participantâ€™s Separation from Service or, if earlier, the date of the Participantâ€™s death following such Separation from Service. All such amounts that would, but for this Section, become payable prior to the Delayed Payment Date will be accumulated and paid on the Delayed Payment Date.11.2Â Â Â Â Other Changes in Time of Payment. Neither the Participant nor the Company shall take any action to accelerate or delay the payment of any benefits under this Award Agreement in any manner which would not be in compliance with the Section 409A Regulations.11.3Â Â Â Â Amendments to Comply with Section 409A; Indemnification. Notwithstanding any other provision of this Award Agreement to the contrary, the Company is authorized to amend this Award Agreement, to void or amend any election made by the Participant under this Award Agreement and/or to delay the payment of any monies and/or provision of any benefits in such manner as may be determined by the Company, in its discretion, to be necessary or appropriate to comply with the Section 409A Regulations without prior notice to or consent of the Participant. The Participant hereby releases and holds harmless the Company, its directors, officers and stockholders from any and all claims that may arise from or relate to any tax liability, penalties, interest, costs, fees or other liability incurred by the Participant in connection with the Award, including as a result of the application of Section 409A.11.4Â Â Â Â Advice of Independent Tax Advisor. The Company has not obtained a tax ruling or other confirmation from the Internal Revenue Service with regard to the application of Section 409A to the Award, and the Company does not represent or warrant that this Award Agreement will avoid adverse tax consequences to the Participant, including as a result of the application of Section 409A to the Award. The Participant hereby acknowledges that he or she has been advised to seek the advice of his or her own independent tax advisor prior to entering into this Award Agreement and is not relying upon any representations of the Company or any of its agents as to the effect of or the advisability of entering into this Award Agreement.12.Â Â Â Â MISCELLANEOUS PROVISIONS.12.1Â Â Â Â Amendment. The Committee may amend this Award Agreement at any time; provided, however, that except as provided in Section 7 in connection with a Change in Control, no such amendment may have a materially adverse effect on the Participantâ€™s rights under this Award Agreement without the consent of the Participant except to the extent such amendment is necessary to comply with applicable law. No amendment to this Award Agreement shall be effective unless in writing.12.2Â Â Â Â Nontransferability of the Award. Prior to the issuance of shares of Stock on the applicable Settlement Date, neither this Award nor any Vested Units subject to this Award shall be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the Participant or the Participantâ€™s beneficiary, except transfer by will or by the laws of descent and distribution. All rights with respect to the Award shall be exercisable during the Participantâ€™s lifetime only by the Participant or the Participantâ€™s guardian or legal representative.12.3Â Â Â Â Further Instruments. The parties hereto agree to execute such further instruments and to take such further action as may reasonably be necessary to carry out the intent of this Award Agreement.12.4Â Â Â Â Binding Effect. This Award Agreement shall inure to the benefit of the successors and assigns of the Company and, subject to the restrictions on transfer set forth herein, be binding upon the Participant and the Participantâ€™s heirs, executors, administrators, successors and assigns.12.5Â Â Â Â Notices. Any notice required to be given or delivered to the Company shall be in writing and addressed to the Company at its principal corporate offices. Any notice required to be given or delivered to the Participant shall be in writing and addressed to the Participant at the address maintained for the Participant in the Companyâ€™s records or at the address of the local office of the Company or of any other Participating Company at which the Participant works. A notice shall be deemed effectively given upon deposit in the U.S. Post Office or foreign postal service, by registered or certified mail, or with a nationally recognized overnight courier service, with postage and fees prepaid.12.6Â Â Â Â Electronic Delivery and Signature. (a)Â Â Â Â The Plan documents, which may include but do not necessarily include: the Plan, the Grant Notice, this Award Agreement, the Plan Prospectus, and any reports of the Company provided generally to the Companyâ€™s stockholders, may be delivered to the Participant electronically. In addition, if permitted by the Company, the Participant may deliver electronically the Grant Notice to the Company or to such third party involved in administering the Plan as the Company may designate from time to time. Such means of electronic delivery may include but do not necessarily include the delivery of a link to a Company intranet or the Internet site of a third party involved in administering the Plan, delivery via e-mail or such other means of electronic delivery specified by the Company. Any and all such documents may be electronically signed.(b)Â Â Â Â The Participant acknowledges that the Participant has read Section 12.6(a) and consents to the electronic delivery of the Plan documents and, if permitted by the Company, the delivery of the Grant Notice, as described in Section 12.6(a). The Participant acknowledges that he or she may receive from the Company a paper copy of any documents delivered electronically at no cost to the Participant by contacting the Company by telephone or in writing. The Participant further acknowledges that the Participant will be provided with a paper copy of any documents if the attempted electronic delivery of such documents fails. Similarly, the Participant understands that the Participant must provide the Company or any designated third party administrator with a paper copy of any documents if the attempted electronic delivery of such documents fails. The Participant may revoke his or her consent to the electronic delivery of documents described in Section 12.6(a) or may change the electronic mail address to which such documents are to be delivered (if Participant has provided an electronic mail address) at any time by notifying the Company of such revoked consent or revised e-mail address by telephone, postal service or electronic mail. The Participant understands that he or she is not required to consent to electronic delivery of documents described in Section 12.6(a). Finally, the Participant agrees that any and all Plan documents requiring a signature may be electronically signed and that such electronic signature shall have the same effect as handwritten signature for the purposes of validity, enforceability and admissibility.12.7Â Â Â Â Integrated Agreement. The Grant Notice, this Award Agreement and the Units evidenced hereby (i) are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan, and (ii) constitute the entire agreement between the Participant and the Company on the subject matter hereof and supersede all proposals, written or oral, and all other communications between the parties related to the subject matter. To the extent contemplated herein or therein, the provisions of the Grant Notice, this Award Agreement and the Plan shall survive any settlement of the Award and shall remain in full force and effect.12.8Â Â Â Â Governing Law. The interpretation, performance and enforcement of this Award Agreement shall be governed by the laws of the State of Texas, U.S.A. without regard to the conflict-of-laws rules thereof or of any other jurisdiction.12.9Â Â Â Â Counterparts. The Grant Notice may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.12.10Â Â Â Â Severability. If any provision of this Award Agreement is held to be unenforceable for any reason, it shall be adjusted rather than voided, if possible, in order to achieve the intent of the parties to the extent possible. In any event, all other provisions of this Award Agreement shall be deemed valid and enforceable to the full extent possible.12.11Â Â Â Â Relocation Outside the United States. If the Participant relocates to a country outside the United States, the Company reserves the right to impose other requirements on the Participantâ€™s participation in the Plan, on the Units and on any shares acquired under the Plan, to the extent the Company determines necessary or advisable in order to comply with local law or facilitate the administration of the Plan, and to require the Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.[remainder of page intentionally left blank] EX-19.1 4 exhibit191pros-insidertrad.htm EX-19.1 DocumentEXHIBIT 19.1Insider Trading Policy(as amended through February 27, 2023)I.Covered PartiesThis Insider Trading Policy (â€œPolicyâ€) applies to all

employees, contractors, directors, officers, and other related individuals of PROS Holdings, Inc. and its subsidiaries (â€œPROSâ€ or the â€œCompanyâ€), their immediate family members, members of their households, and entities over which such individuals have or share voting or investment control (â€œInsidersâ€). This Policy also applies to any other person who receives material nonpublic information from any Insider. This Policy continues to apply following termination of employment or other relationship with PROS until after the second trading day that any material non-public information in the Insiderâ€™s possession has become public or is no longer material. II.Prohibited Transactions and PracticesA. Â Â Â Â PROS Securities. No Insider shall trade in the securities of PROS, or advise anyone else to do so, while in possession of material nonpublic information relating to PROS. For purposes of this Policy, the term â€œtradeâ€ includes any transaction in PROS securities (including gifts and pledges) and any transaction in any securities PROS may issue from time to time, as well as puts, calls or other derivative securities relating to PROS stock not issued by the Company, such as exchange-traded options. Insiders shall not engage in any of the following:1. Short Sales. Short sales of PROS securities.2. Hedging Transactions. Hedging or monetization transactions (including but not limited to zero-cost collars, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments).3. Margin Accounts and Pledges. Holding PROS securities in a margin account or pledging Company securities as collateral for a loan, as such securities may be traded (for failing to meet a margin call or defaulting on the loan).B. Â Â Â Â Other Public Companiesâ€™ Securities. Insiders who possess material nonpublic information relating to other publicly traded companies as a result of employment with PROS or the performance of services on our behalf, shall not (1) buy or sell securities of such companies, (2) advise anyone else to do so, or (3) otherwise engage in any action to take personal advantage of that information.C. Â Â Â Â Tipping. No Insider shall disclose (â€œtipâ€) material nonpublic information relating to PROS or any other publicly traded PROS business partner to others outside PROS, including friends, family, or other acquaintances. Tipping includes passing information under circumstances that could suggest that you were trying to help another profit or avoid a loss.D. Â Â Â Â Making Securities Recommendations. Insiders shall not make recommendations or express opinions on trading in PROS securities while in possession of material nonpublic information, except to advise others not to trade in PROS securities if doing so might violate the law or this Policy. Insiders should refrain from discussing PROS business or making recommendations about buying or selling our securities or the securities of other companies with which we have a relationship. Inquiries about PROS should be directed to our Investor Relations team.Insider Trading Policy 27Feb2023Â Â Â Â Page 1Â Â Â Â ConfidentialIII.Definition of â€œMaterial Nonpublic Informationâ€A. Â Â Â Â â€œMaterialâ€. Information about PROS is â€œmaterialâ€ if it would be expected to affect the investment or voting decisions of a reasonable investor, or if the disclosure of the information would be expected to significantly alter the total mix of information in the marketplace about PROS. Material information is any type of information which could reasonably be expected to affect the market price of PROS securities or an investorâ€™s decision to buy or sell PROS securities. Both positive and negative information may be material. While it is not possible to identify all information that would be deemed material, the following information ordinarily would be considered material:oFinancial performance, including operating results and changes in performance or liquidity.oProjections of future earnings or losses, or other earnings guidance, and any changes to previously announced earnings guidance.oStrategic plans.oSignificant cybersecurity risks and/or incidents, or any other significant disruption in PROSâ€™ operations or loss, potential loss, breach or unauthorized access of our facilities or information technology infrastructure.oNew major contracts, customers, suppliers, or finance sources or the loss thereof.oDevelopment or release of a significant new product, process or service.oSignificant pricing or cost changes.oPotential mergers or acquisitions, the sale of assets or subsidiaries or major partner agreements.oActual or threatened major litigation, or the resolution of such litigation.oStock splits or securities/debt offerings.oChanges in executive officers or the Board of Directors.For purposes of this Policy, information will be considered public after the close of trading on the second full trading day following PROSâ€™ widespread public release of the information.IV.Only Designated Spokespersons Authorized to Disclose Material Nonpublic InformationU.S. federal securities laws prohibit PROS from selectively disclosing material nonpublic information. PROS has established procedures for releasing material information in a manner that is designed to achieve broad dissemination of the information immediately upon its release. Employees may not, therefore, disclose material nonpublic information to anyone outside PROS, including family members and friends, other than in accordance with those established procedures. Any inquiries about PROS should be directed to our Investor Relations team.V.PROS May Suspend All Trading ActivitiesTo avoid any questions and to protect both employees and PROS from any potential liability, from time to time PROS may impose a â€œblackoutâ€ period during which some or all employees may not buy or sell PROS securities. A Compliance Officer will impose such a blackout period if, in his or her judgment, there exists nonpublic information that would make trades by PROS employees (or certain employees) inappropriate in light of the risk that such trades could be viewed as violating securities laws. If you are made aware of such a blackout period, do not disclose its existence to anyone.VI.Individual Responsibility and Reporting Each employee, officer, contractor and director is personally responsible for the actions of their family members and other persons with whom they have a relationship who are subject to this policy, including any pre-clearances required. Trading in PROS securities during the trading window should not be considered a â€œsafe harbor,â€ and all Insiders should use good judgment at all times. Any employees who are unsure whether nonpublic information is material must consult a Compliance Officer for guidance before trading in any Company securities.Insider Trading Policy 27Feb2023Â Â Â Â Page 2Â Â Â Â ConfidentialEach person subject to this Policy may, from time to time, have to forego a proposed transaction even if he or she planned to make the transaction before learning material nonpublic information and even though the person may suffer economic loss or forego anticipated profit by waiting.Any person who violates this Policy, the Companyâ€™s Disclosure Policy or any laws governing insider trading, or knows of any such violation by any other person, must report the violation immediately to a Compliance Officer or the Audit Committee of PROS Board of Directors. VII.Consequences for ViolationsA.Â Â Â Â Civil and Criminal Penalties. The consequences of prohibited insider trading or tipping include imprisonment for up to 20 years, criminal fines of up to $5 million, and civil penalties up to three times the profit made or loss avoided.B. Â Â Â Â Controlling Person Liability. PROS and the supervisors of the person violating the rules may also be subject to major civil or criminal penalties.C. Â Â Â Â Company Discipline. Violation of this Policy or applicable insider trading laws by any director, officer or employee may subject the director to removal proceedings and the officer or employee to disciplinary action by PROS, up to and including termination of employment for cause.VIII.Additional Restrictions for Named InsidersNamed Insiders are subject to the additional restrictions set forth in Appendix I hereto. Generally, Named Insiders include any person who by function of their role is consistently in possession of material nonpublic information or performs a role that is material to PROS as a whole.A. Â Â Â Â Section 16 Insiders. PROS has designated those persons listed on Exhibit A, as amended from time to time (each a â€œSection 16 Insiderâ€), as the directors and executive officers who are subject to the restrictions of Section 16 of the Securities Exchange Act of 1934 (the â€œExchange Actâ€) and the underlying SEC rules and regulations, as well as limitations on â€œshort swingâ€ trading of PROS securities (purchases and sales of securities of the same class in the open market during any six month period).B. Â Â Â Â Other Named Insiders. PROS has designated those persons listed on Exhibit B, as amended from time to time (â€œOther Named Insidersâ€), as subject to the additional restrictions in Appendix I. IX.Employee Benefit Plan Exemptions The trading restrictions in this Policy do not apply to the (a) exercise of stock options or other equity awards for cash only, (b) purchase of PROS securities pursuant to the employeeâ€™s advance instructions under PROS Employee Stock Purchase Plan, or (c) sales, on behalf of an employee by a brokerage firm selected by the Company, of shares as are necessary to satisfy tax withholding obligations arising exclusively from the vesting of a compensatory award, such as RSUs, under a Company equity plan and the employee does not otherwise exercise control over the timing of such sales. No alteration to instructions regarding the level of withholding or the purchase of PROS securities in such plans is permitted while in the possession of material nonpublic information. Any sale of securities acquired under such plan remains subject to the restrictions of this Policy, including all sales of securities acquired through the exercise of stock options or other equity awards, such as â€œsame-day saleâ€ or cashless exercise of PROS stock options.X.Compliance OfficersPROS has designated Insider Trading Compliance Officers on Exhibit C (each a â€œCompliance Officerâ€) responsible for:oAdministering, monitoring and enforcing compliance with the Policy.oResponding to all inquiries relating to this Policy and its procedures.oDesignating and announcing special trading blackout periods.oProviding copies of this Policy and other appropriate materials to all current and new directors, officers and employees, and such other persons as a Compliance Officer determines have access to material nonpublic information concerning PROS.Insider Trading Policy 27Feb2023Â Â Â Â Page 3Â Â Â Â ConfidentialoAdministering, monitoring and enforcing compliance with insider trading laws and regulations.oAssisting in the preparation and filing of all required SEC reports relating to trading in PROS securities, including without limitation Forms 3, 4, 5 and 144 and Schedules 13D and 13G.oMaintaining as Company records copies of all documents required by this Policy or the procedures set forth herein, and copies of all required SEC reports relating to insider trading.oRevising the Policy as necessary to reflect changes in insider trading laws and regulations.oMaintaining the accuracy of the list of Section 16 Individuals as set forth on Exhibit A and the list of Other Named Insiders as set forth on Exhibit B which shall consist of: (i) employees on the distribution list for PROSâ€™ Disclosure Committee (who review PROS SEC reports), and (ii) such other persons as a Compliance Officer may designate from time to time.Compliance Officers may designate one or more individuals to perform the Compliance Officerâ€™s duties if a Compliance Officer is unable or unavailable to perform such duties. In fulfilling duties under this Policy, Compliance Officers shall be authorized to consult with PROS outside counsel.XI.Governance OversightThe Nominating and Corporate Governance Committee (the â€œCommitteeâ€) of the Board of Directors is responsible for monitoring and recommending any modification to this Policy, if necessary or advisable, to the Board of Directors. The Committee will also review, at least annually, those individuals deemed to be (a) executive officers for purposes of Section 16 and will recommend any changes regarding such status to the Board of Directors; and (b) Named Insiders under this Policy. ***All Insiders Must Acknowledge Their Agreement to Comply with This PolicyThe Policy will be available on PROSâ€™ internal website, delivered to all persons subject to this Policy upon adoption, and to all new other persons at the start of their employment or relationship with PROS. Upon first receiving a copy of the Policy or any revised versions, each such person must sign an acknowledgment that he or she has received a copy and agrees to comply with the Policyâ€™s terms. This acknowledgment and agreement will constitute consent for PROS to impose sanctions for violation of this Policy and to issue any necessary stop-transfer orders to the Companyâ€™s transfer agent to enforce compliance with this Policy.Insider Trading Policy 27Feb2023Â Â Â Â Page 4Â Â Â Â ConfidentialAPPENDIX IADDITIONAL RESTRICTIONS FOR NAMED INSIDERSTo minimize the risk of violations of the rules governing insider trading, we have adopted these restrictions relating to transactions in our securities by Section 16 Insiders and Other Named Insiders (collectively the â€œNamed Insidersâ€). Named Insiders are individually responsible for ensuring compliance with this Appendix I, including restrictions on all trading during certain periods, by family members and members of their households and by entities over which they exercise voting or investment control. Named Insiders should provide each of these persons or entities with a copy of this Policy.XII.Trading WindowNamed Insiders shall trade only when not in possession of material nonpublic information during an open â€œtrading windowâ€. The trading window generally opens following the close of trading on the second full trading day following the public issuance of PROSâ€™ earnings release for the most recent fiscal quarter and closes at the close of trading on the 16th day of the last month of a fiscal quarter. PROS may also impose a special blackout period at its discretion due to the existence of material nonpublic information. PROS will advise Named Insiders when the trading window opens and closes.XIII.Additional Requirements for Named InsidersA.Â Â Â Â Trade Preclearance. Named Insiders must not trade in PROS securities, even during the open window, without pre-clearance from a Compliance Officer. Named Insiders must email requests for pre-clearance to a Compliance Officer at least two business days in advance of each proposed transaction. If the Named Insider does not receive a response from a Compliance Officer within 24 hours, the Named Insider must follow up to ensure that the message was received. Each Named Insider request for pre-clearance should include the nature of the proposed transaction and the expected date of the transaction. In addition, each request by a Section 16 Insider for pre-clearance should also include the number of shares involved, the contact information for the broker who will execute the transaction, and if the trade involves a stock option exercise, the specific option to be exercised. Any transactions by a Compliance Officer who is also a Named Insider shall be subject to pre-clearance by such Compliance Officerâ€™s supervisor, the Chief Financial Officer or the Chief Executive Officer.Once a trade is pre-cleared, the Named Insider may proceed with it on the approved terms subject to all other securities law requirements, such as Rule 144 and prohibitions regarding trading on the basis of inside information, and with any special trading blackout imposed by PROS prior to the completion of the trade. Pre-clearance is not required for trades pursuant to a pre-cleared Rule 10b5-1 trading plan.B. Â Â Â Â 10b5-1 Plan Pre-Clearance. Named Insiders must obtain pre-clearance to establish a Rule 10b5-1 trading plan at least two full trading days prior to entry into or modification of the plan. C. Â Â Â Â Broker Verification. All Named Insiders must ensure that their broker does not execute any transaction for the Named Insider (other than under a previously authorized Rule 10b5-1 trading plan) until the broker has verified with a Compliance Officer that the transaction has been pre-cleared.XIV.Additional Reporting Required for Section 16 InsidersSection 16 Insiders shall immediately report the results of any trade or gift of PROS securities, including under a trading plan, to a Compliance Officer, with copies to PROS personnel who will assist the Section 16 Insider in preparing his or her Form 4, including the following transaction details:oTransaction date (trade date).oNumber of shares involved.oPrice per share at which the transaction was executed (before addition or deduction of brokerage commission and other transaction fees).oFor stock option exercises, the specific option exercised.Insider Trading Policy 27Feb2023Â Â Â Â Page 5Â Â Â Â ConfidentialoContact information for the broker who executed the transaction.Section 16 Insiders shall arrange with persons whose trades must be reported by the Insider under Section 16 (such as immediate family members living in the Insiderâ€™s household) to immediately report directly to PROS and to the Insider. Note that while PROS Legal Department is available to assist in filing Section 16 reporting, the obligation to comply with Section 16 is personal.XV.10b5-1 Trading Plan GuidelinesInsiders will not be deemed to have violated this Policy for transactions that meet all the following criteria:A. Â Â Â Â The transaction must be made pursuant to a documented plan (each a â€œPlanâ€) entered into in good faith that complies with all provisions of Rule 10b5-1 (the â€œRuleâ€), including the applicable required cooling-off period. Each Plan must be written and: :1.specify the (x) amount of securities to be purchased or sold and (y) price at which and the date on which the securities are to be purchased or sold, 2.include a written formula or algorithm, or computer program, for determining the amount of securities to be purchased or sold and the price at which and the date on which the securities were to be purchased or sold, or3.prohibit the Insider from exercising any subsequent influence over how, when, or whether to effect purchases or sales; provided in addition, that any other person, who pursuant to the Plan, does exercise such influence must not be aware of any material nonpublic information when doing so.B. Â Â Â Â Each Plan must be authorized prior to the effective time of any transactions under such Plan by a Compliance Officer. PROS reserves the right to withhold authorization of any Plan that a Compliance Officer determines, in his or her sole discretion,1.fails to comply with the Rule;2.exposes PROS or the Insider to liability under any applicable rule, regulation or law;3.creates any appearance of impropriety;4.fails to meet the guidelines established by PROS; or5.otherwise fails to satisfy review by the Compliance Officer for any reason, in the sole discretion of the Compliance Officer.C. Â Â Â Â Any modifications to the Plan or deviations from the Plan without prior authorization of a Compliance Officer is a violation of this Policy. Any such modifications or deviations are subject to the authorization of a Compliance Officer in accordance with Section B above.D. Â Â Â Â Each Plan must be established at a time when the trading window is open and the person is not in possession of material nonpublic information.E. Â Â Â Â Each Plan must provide appropriate mechanisms to ensure that the Insider complies with all applicable rules and regulations, including Rule 144, Rule 701 and Section 16(b).F. Â Â Â Â Each Plan must provide for the suspension of all transactions under such Plan in the event that PROS, in its sole discretion, deems such suspension necessary and advisable, including suspensions necessary to comply with trading restrictions imposed in connection with any lock-up agreement required in connection with a securities issuance transaction or other similar events.***None of PROS, the Compliance Officers, nor any of PROSâ€™ officers, employees or other representatives shall be deemed, solely by their authorization of an Insiderâ€™s Plan, to have represented that any Plan complies with the Rule or to have assumed any liability or responsibility to the Insider or any other party if such Plan fails to comply with the Rule.Insider Trading Policy 27Feb2023Â Â Â Â Page 6Â Â Â Â Confidential EX-21.1 5 a2024q4ex211subsidiaries.htm EX-21.1 DocumentEXHIBIT 21.1PROS Holdings, Inc.List of Subsidiaries as of December 31, 2024Name of EntityState/Country of Incorporation/OrganizationPROS Bulgaria EOODBulgariaPROS Canada Operations, Ltd.CanadaPROS CPQ, Inc.IllinoisPROS Ecuador S.A.S.EcuadorPROS Europe LimitedEngland and WalesPROS Florida, LLCFloridaPROS France SASFrancePROS Germany GmbHGermanyPROS, Inc.DelawarePROS International Technology LimitedIrelandPROS Middle East Technology Systems L.L.C.United Arab EmiratesPROS Technology Australia Pty. Ltd.AustraliaPROS Technology (SG) Pte. Ltd.SingaporePROS Travel Commerce, Inc.DelawarePROS Travel Retail SASFrance EX-23.1 6 a2024q4ex231pwcconsent.htm EX-23.1 DocumentEXHIBIT 23.1CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMWe hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-279178) and Form Sâ€‘8 (Nos. 333-271076, 333-261407, 333-256089, 333-231623, 333-219192 and 333-193867) of PROS Holdings, Inc. of our report dated February 12, 2025 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10â€‘K./s/ PricewaterhouseCoopers LLPSan Jose, California February 12, 2025 EX-31.1 7 a2024q4ex311ceocertificati.htm EX-31.1 DocumentEXHIBIT

31.1CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICERPURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Andres Reiner, certify that:1.Â I have reviewed this annual report on Form 10-K of PROS Holdings, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;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; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; 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; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Â February 12, 2025Â /s/ Andres ReinerÂ Andres ReinerÂ President and Chief Executive Officer EX-31.2 8 a2024q4ex312cfocertificati.htm EX-31.2 DocumentEXHIBIT 31.2CERTIFICATION OF PRINCIPAL FINANCIAL OFFICERPURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Stefan Schulz, certify that:1.Â I have reviewed this annual report on Form 10-K of PROS Holdings, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;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; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; 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; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Â February 12, 2025Â /s/ Stefan SchulzÂ Stefan SchulzÂ Executive Vice President and Chief Financial Officer EX-32.1 9 a2024q4ex321ceocfocertific.htm EX-32.1 DocumentEXHIBIT 32.1CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICERPURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002I, Andres Reiner, certify pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that the annual report of PROS Holdings, Inc., on Form 10-K for the period ended DecemberÂ 31, 2024 fully complies with the requirements of SectionÂ 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and the information contained in such Form 10-K fairly presents, in all material respects, the financial condition and results of operations of PROS Holdings, Inc.February 12, 2025Â /s/ Andres ReinerÂ Andres ReinerÂ President and Chief Executive OfficerI, Stefan Schulz, certify pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that the annual report of PROS Holdings, Inc., on Form 10-K for the period ended DecemberÂ 31, 2024 fully complies with the requirements of SectionÂ 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and the information contained in such Form 10-K fairly presents, in all material respects, the financial condition and results of operations of PROS Holdings, Inc.Â February 12, 2025Â /s/ Stefan SchulzÂ Stefan SchulzÂ Executive Vice President and Chief Financial OfficerA signed original of this written statement required by SectionÂ 906 of the Sarbanes-Oxley Act of 2002 has been provided to PROS Holdings, Inc. and will be retained by PROS Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. This certification "accompanies" the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing. EX-101.SCH 10 pro-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 link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Consolidated Statements of Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Consolidated Statement of Shareholders Equity link:presentationLink link:calculationLink link:definitionLink 9952156 - Disclosure - Organization and Nature of Operations link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Noncontrolling interest (Notes) link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Trade and Other Receivables, Net link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Deferred Costs (Notes) link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Deferred Implementation costs (Notes) link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Property and Equipment, net link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Leases (Notes) link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Goodwill and Intangible Assets link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Deferred Revenue and Performance Obligation (Notes) link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Stockholders Equity link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Earnings per Share link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Noncash Share-based Compensation link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Income Tax Disclosure link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - Convertible debt (Notes) link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - Credit Facility link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952174 - Disclosure - Segment and Geographical Information link:presentationLink link:calculationLink link:definitionLink 9952175 - Disclosure - Concentrations of Risk link:presentationLink link:calculationLink link:definitionLink 9952176 - Disclosure - Related Party Transaction link:presentationLink link:calculationLink link:definitionLink 9952177 - Disclosure - Employment Retirement Savings link:presentationLink link:calculationLink link:definitionLink 9952178 - Disclosure - Severance and Other Related Costs link:presentationLink link:calculationLink link:definitionLink 9952179 - Disclosure - Other Income and Expenses link:presentationLink link:calculationLink link:definitionLink 9952180 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 9952181 - Disclosure - Schedule II - Valuation and Qualifying Accounts link:presentationLink link:calculationLink link:definitionLink 9955511 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9955512 - Disclosure - Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 9955513 - Disclosure - Noncontrolling interest (Tables) link:presentationLink link:calculationLink link:definitionLink 9955514 - Disclosure - Trade and Other Receivables, Net (Tables) link:presentationLink link:calculationLink link:definitionLink 9955515 - Disclosure - Deferred Costs (Tables) link:presentationLink link:calculationLink link:definitionLink 9955516 - Disclosure - Deferred Implementation costs (Tables) link:presentationLink link:calculationLink link:definitionLink 9955517 - Disclosure - Property and Equipment, net (Tables) link:presentationLink link:calculationLink link:definitionLink 9955518 - Disclosure - Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 9955519 - Disclosure - Goodwill and Intangible Assets (Tables) link:presentationLink link:calculationLink link:definitionLink 9955520 - Disclosure - Deferred Revenue and Performance Obligation (Tables) link:presentationLink link:calculationLink link:definitionLink 9955521 - Disclosure - Earnings per Share (Table) link:presentationLink link:calculationLink link:definitionLink 9955522 - Disclosure - Noncash Share-based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 9955523 - Disclosure - Income Tax Disclosure (Tables) link:presentationLink link:calculationLink link:definitionLink 9955524 - Disclosure - Convertible debt (Tables) link:presentationLink link:calculationLink link:definitionLink 9955525 - Disclosure - Credit Facility (Tables) link:presentationLink link:calculationLink link:definitionLink 9955526 - Disclosure - Commitment and Contingencies (Tables) link:presentationLink link:calculationLink link:definitionLink 9955527 - Disclosure - Segment and Geographical Information (Tables) link:presentationLink link:calculationLink link:definitionLink 9955528 - Disclosure - Other Income and Expenses (Tables) link:presentationLink link:calculationLink link:definitionLink 9955529 - Disclosure - Subsequent Events (Tables) link:presentationLink link:calculationLink link:definitionLink 9955530 - Disclosure - Schedule II - Valuation and Qualifying Accounts Schedule II - Valuation and Qualifying Accounts (Tables) link:presentationLink link:calculationLink link:definitionLink 9955531 - Disclosure - Summary of Significant Accounting Policies Significant Accounting Policies (Details) link:presentationLink link:calculationLink link:definitionLink 9955532 - Disclosure - Summary of Significant Accounting Policies Awards Outstanding (Details) link:presentationLink link:calculationLink link:definitionLink 9955533 - Disclosure - Summary of Significant Accounting Policies Impact of adoption of a new pronouncement (Details) link:presentationLink link:calculationLink link:definitionLink 9955534 - Disclosure - Trade and Other Receivables, Net (Details) link:presentationLink link:calculationLink link:definitionLink 9955535 - Disclosure - Deferred Costs (Details) link:presentationLink link:calculationLink link:definitionLink 9955536 - Disclosure - Deferred Implementation costs (Details) link:presentationLink link:calculationLink link:definitionLink 9955537 - Disclosure - Property and Equipment, net (Details) link:presentationLink link:calculationLink link:definitionLink 9955538 - Disclosure - Leases (Details) link:presentationLink link:calculationLink link:definitionLink 9955539 - Disclosure - Leases Schedule of lease liability maturities (Details) link:presentationLink link:calculationLink link:definitionLink 9955540 - Disclosure - Goodwill and Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9955541 - Disclosure - Goodwill and Intangible Assets Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9955542 - Disclosure - Goodwill and Intangible Assets Future Amortization (Details) link:presentationLink link:calculationLink link:definitionLink 9955543 - Disclosure - Fair Value Measurements (Details) link:presentationLink link:calculationLink link:definitionLink 9955544 - Disclosure - Deferred Revenue and Performance Obligation (Details) link:presentationLink link:calculationLink link:definitionLink 9955545 - Disclosure - Stockholders Equity (Details) link:presentationLink link:calculationLink link:definitionLink 9955546 - Disclosure - Earnings per Share Basis and Diluted (Details) link:presentationLink link:calculationLink link:definitionLink 9955547 - Disclosure - Noncash Share-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9955548 - Disclosure - Noncash Share-based Compensation Noncash Share-based Compensation Share Based Compensation - Stock Option Rollforward (Details) link:presentationLink link:calculationLink link:definitionLink 9955549 - Disclosure - Noncash Share-based Compensation Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955550 - Disclosure - Noncash Share-based Compensation Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 9955551 - Disclosure - Income Tax Disclosure Components of Income Tax (Details) link:presentationLink link:calculationLink link:definitionLink 9955552 - Disclosure - Income Tax Disclosure Reconciliation of Federal Tax Rate (Details) link:presentationLink link:calculationLink link:definitionLink 9955553 - Disclosure - Income Tax Disclosure Tax Effect of Temporary Differences (Details) link:presentationLink link:calculationLink link:definitionLink 9955554 - Disclosure - Income Tax Disclosure (Details) link:presentationLink link:calculationLink link:definitionLink 9955555 - Disclosure - Convertible debt (Details) link:presentationLink link:calculationLink link:definitionLink 9955556 - Disclosure - Credit Facility (Details) link:presentationLink link:calculationLink link:definitionLink 9955557 - Disclosure - Commitments and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink 9955558 - Disclosure - Segment and Geographical Information International Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 9955559 - Disclosure - Concentrations of Risk (Details) link:presentationLink link:calculationLink link:definitionLink 9955560 - Disclosure - Employment Retirement Savings (Details) link:presentationLink link:calculationLink link:definitionLink 9955561 - Disclosure - Severance and Other Related Costs (Details) link:presentationLink link:calculationLink link:definitionLink 9955562 - Disclosure - Other Income and Expenses (Details) link:presentationLink link:calculationLink link:definitionLink 9955563 - Disclosure - Subsequent Events (Details) link:presentationLink link:calculationLink link:definitionLink 9955564 - Disclosure - Schedule II - Valuation and Qualifying Accounts (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 11 pro-20241231_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 12 pro-20241231_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 13 pro-20241231_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Cash Payments for Severance and other related Cash Payments for Severance and other related Cash Payments for Severance and other related Share-based Compensation Arrangement by Share-based Payment Award, Maximum Employee Subscription Rate Share-Based Compensation Arrangement by Share-Based Payment Award, Maximum Employee Subscription Rate 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] Related Party Transactions Disclosure [Text Block] Related Party Transactions Disclosure [Text Block] Share Repurchase Program, Remaining Authorized, Amount Share Repurchase Program, Remaining Authorized, Amount Income Tax Reconciliation, Income Tax Expense (Benefit), at Federal Statutory Income Tax Rate Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Cover [Abstract] Cover [Abstract] Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect, Total Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Weighted Average Number of Shares Outstanding, Basic and Diluted Weighted Average Number of Limited Partnership and General Partnership Unit Outstanding, Basic and Diluted Market Stock Units Valuation Assumptions [Table Text Block] Market Stock Units Valuation Assumptions [Table Text Block] Tabular disclosure of the significant assumptions used during the year to estimate the fair value of Market Stock Units which are performance-based awards that vest based upon the Company's relative shareholder return. Lessee, Operating Lease, Liability, Maturity [Table Text Block] Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Income Tax Jurisdiction [Domain] Income Tax Jurisdiction [Domain] Trading Symbol Trading Symbol 2029 Unrecorded Unconditional Purchase Obligation, to be

Paid, Year Five Debt Instrument, Redemption, Period [Axis] Debt Instrument, Redemption, Period [Axis] Non-NEOs Non-NEOs [Member] Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Allowance for bad debts Accounts Receivable, Allowance for Credit Loss, Current Line of Credit Facility [Table] Line of Credit Facility [Table] Property, Plant, and Equipment, Useful Life, Term, Description [Extensible Enumeration] Property, Plant, and Equipment, Useful Life, Term, Description [Extensible Enumeration] Debt Instrument, Redemption, Period [Domain] Debt Instrument, Redemption, Period [Domain] Earnings per share Earnings Per Share, Policy [Policy Text Block] Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures Fair Value Disclosures [Text Block] Fair Value Disclosures [Text Block] Exercise of stock options Proceeds from Stock Options Exercised Award Timing Disclosures [Line Items] Derivative, Gain (Loss) on Derivative, Net Derivative, Gain (Loss) on Derivative, Net Lessee, Operating Lease, Liability, Payment Due [Abstract] Lessee, Operating Lease, Liability, Payment Due [Abstract] Lessee, Operating Lease, Liability, Payment Due [Abstract] Segment Reporting, Policy [Policy Text Block] Segment Reporting, Policy [Policy Text Block] Tax Credit Carryforward, Deferred Tax Asset Deferred Tax Assets, Tax Credit Carryforwards SEC Schedule, 12-09, Valuation Allowances and Reserves Type [Axis] SEC Schedule, 12-09, Valuation Allowances and Reserves Type [Axis] Plan Name [Domain] Plan Name [Domain] UNITED STATES UNITED STATES Dilutive effect of potential common shares Weighted Average Number of Shares Outstanding, Diluted, Adjustment Other Assets, Noncurrent Other Assets, Noncurrent Leases [Abstract] Leases [Abstract] Finite-Lived Intangible Assets, Gross Finite-Lived Intangible Assets, Gross Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Deferred Tax Assets, Tax Credit Carryforwards, Research Deferred Tax Assets, Tax Credit Carryforwards, Research Proceeds from Convertible Debt Proceeds from Convertible Debt Receivable Type [Axis] Receivable Type [Axis] Net cash (used in) provided by operating activities Net Cash Provided by (Used in) Operating Activities Operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Decrease in right-of-use asset and related lease liability due to modification Decrease in right-of-use asset and related lease liability due to modification Decrease in right-of-use asset and related lease liability due to modification Current State and Foreign Current State and Foreign Current State and Foreign Deferred Tax Assets, Operating Loss Carryforwards, State and Local Deferred Tax Assets, Operating Loss Carryforwards, State and Local Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Share-based Compensation Arrangement by Share-based Payment Award, Options, Vested and Expected to Vest, Exercisable, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Weighted Average Exercise Price Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Effective Income Tax Rate Reconciliation, Cancellation of debt income Effective Income Tax Rate Reconciliation, Cancellation of debt income Effective Income Tax Rate Reconciliation, Cancellation of debt income Use of estimates Use of Estimates, Policy [Policy Text Block] 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 Adjustment to Compensation, Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount Purchase Commitment, Remaining Minimum Amount Committed Purchase Commitment, Remaining Minimum Amount Committed 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 LIBOR Rate [Member] LIBOR Rate [Member] LIBOR Rate [Member] Payments of Debt Issuance Costs Payments of Debt Issuance Costs Tabular List, Table Tabular List [Table Text Block] SEC Schedule, 12-09, Valuation Allowances and Reserves, Deduction SEC Schedule, 12-09, Valuation Allowances and Reserves, Deduction Total shareholder return period, in years, for vesting of MSUs Total shareholder return period for vesting of MSUs Total shareholder return period for vesting of MSUs Total shareholder return period used to determine vesting of MSUs. Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Income Tax Reconciliation, Nondeductible Expense, Share-based Compensation Cost Effective Income Tax Rate Reconciliation, Nondeductible Expense, Share-Based Payment Arrangement, Amount Accrued liabilities Accrued Liabilities, Current Antidilutive potential common shares excluded from computation of earnings per share Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Unrealized excess tax benefit related to stock compensation Unrealized excess tax benefit related to stock compensation Unrealized excess tax benefit related to stock compensation Subscription Services Commitment Subscription Services Commitment [Member] Subscription Services Commitment Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] Credit Facility [Domain] Credit Facility [Domain] Accounts and Financing Receivables [Table] Accounts and Financing Receivables [Table] Goodwill Goodwill Goodwill Goodwill Accounts Receivable, Allowance for Credit Loss Accounts Receivable, Allowance for Credit Loss Other comprehensive income, net of tax: Other Comprehensive Income (Loss), Net of Tax [Abstract] Share Repurchase Program, Authorized, Amount Share Repurchase Program, Authorized, Amount Effective income tax reconciliation, Statutory to GAAP adjustments Effective income tax reconciliation, Statutory to GAAP adjustments Effective income tax reconciliation, Statutory to GAAP adjustments Employee Stock Option Share-Based Payment Arrangement, Option [Member] Depreciation Depreciation 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Supplemental Balance Sheet Information Related to Leases [Table Text Block] Supplemental Balance Sheet Information Related to Leases [Table Text Block] [Table Text Block] for Supplemental Balance Sheet Information Related to Leases [Table] Award Type [Axis] Award Type [Axis] Goodwill, Translation Adjustments Goodwill, Foreign Currency Translation Gain (Loss) Cumulative Effect, Period of Adoption, Adjustment Cumulative Effect, Period of Adoption, Adjustment [Member] Maintenance [Member] Maintenance [Member] Property and equipment, net Property, Plant and Equipment, Net Property, Plant and Equipment, Net Effective Income Tax Rate Reconciliation, Change related to Prior Years Effective Income Tax Rate Reconciliation, Change related to Prior Years Effective Income Tax Rate Reconciliation, Change related to Prior Years ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag Total liabilities Liabilities Internal Use Software Developed, Subject To Amortization Internal Use Software Developed, Subject To Amortization Internal Use Software Developed, Subject To Amortization Convertible Debt [Member] Convertible Debt [Member] Common stock - par value Common Stock, Par or Stated Value Per Share Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Foreign Currency Transactions and Translations Policy [Policy Text Block] Foreign Currency Transactions and Translations Policy [Policy Text Block] Revolving Credit Facility [Member] Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Operating Lease, Liability, Current Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Deferred Tax Assets, Operating Loss Carryforwards Deferred Tax Assets, Operating Loss Carryforwards Tax withholding related to net share settlement of restricted stock units Tax Withholding Related to Net Share Settlement of Restricted Stock Units The cash outflow to reacquire common stock to satisfy employee tax withholding obligations related to share-based compensation during the period. Effective Income Tax Rate Reconciliation, Other Reconciling Items, Amount Effective Income Tax Rate Reconciliation, Other Reconciling Items, Amount Subsequent Event [Line Items] Subsequent Event [Line Items] Property, Plant and Equipment, Gross Property, Plant and Equipment, Gross Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Research and development Research and Development Expense [Member] Notes due 2027 [Member] Notes due 2027 [Member] Notes due 2027 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 stockholders' equity Stockholders' Equity Attributable to Parent Stockholders' Equity Attributable to Parent Equity, Attributable to Parent Deferred Tax Assets, Gross Deferred Tax Assets, Gross Treasury Stock, Value Treasury Stock, Value 2028 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Four Type of Adoption [Domain] Accounting Standards Update [Domain] Schedule of Goodwill [Table Text Block] Schedule of Goodwill [Table Text Block] Concentration Risk Type [Domain] Concentration Risk Type [Domain] New Accounting Pronouncements or Change in Accounting Principle [Table] Accounting Standards Update and Change in Accounting Principle [Table] Valuation Allowances and Reserves, Charged to Other Accounts SEC Schedule, 12-09, Valuation Allowances and Reserves, Additions, Charge to Other Account Category of Item Purchased [Axis] Category of Item Purchased [Axis] Cost of revenue Cost of Sales [Member] Cash, Cash Equivalents and Restricted Cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect [Abstract] Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Authorized Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Document Fiscal Period Focus Document Fiscal Period Focus Business Combination, Acquisition Related Costs Business Combination, Acquisition Related Costs All Executive Categories All Executive Categories [Member] Convertible Debt Securities [Member] Convertible Debt Securities [Member] Finite-Lived Intangible Assets, Amortization Expense, Year Two Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets: Assets [Abstract] Other Comprehensive Income (Loss), Net of Tax Other Comprehensive Income (Loss), Net of Tax Other Comprehensive Income (Loss), Net of Tax Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Dividend Rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number Document Type Document Type Debt Instrument, Interest Rate, Effective Percentage Debt Instrument, Interest Rate, Effective Percentage Internal-use software Internal Use Software, Policy [Policy Text Block] Software [Member] Computer Software, Intangible Asset [Member] Purchase Commitments Table Long-Term Purchase Commitment [Table Text Block] Other Income and Expenses [Abstract] Maximum Amount Contributable by employees under ESPP- Half yearly Maximum Amount Contributable by employees under ESPP- Half yearly Maximum Amount Contributable by employees under ESPP- Half yearly Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Subsequent Event [Table] Subsequent Event [Table] Maximum [Member] Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Finite-Lived Intangible Assets, Net Finite-Lived Intangible Assets, Net Finite-Lived Intangible Assets, Net Furniture and Fixtures [Member] Furniture and Fixtures [Member] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Internal-use software [Domain] Internal-use software [Domain] Internal-use software [Domain] Accounts payable Accounts Payable, Current Disposal of Fully Depreciated Property Plant and Equipment Disposal of Fully Depreciated Property Plant and Equipment Disposal of Fully Depreciated Property Plant and Equipment Lease, Cost Lease, Cost Internal-use software [Axis] Internal-use software [Axis] Internal-use software for which development costs may be capitalized by the company. Statistical Measurement [Axis] Statistical Measurement [Axis] Equity Plan [Domain] Equity Plan [Domain] [Domain] for Equity Plan [Axis] Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest, Total Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Treasury money market funds, at fair value Treasury money market funds, at fair value Investments in treasury money market funds which are part of the company's assets, measured at fair value. Deferred Tax Liabilities, Property, Plant and Equipment Deferred Tax Liabilities, Property, Plant and Equipment Name Outstanding Recovery, Individual Name Variable Lease, Cost Variable Lease, Cost Income Tax Reconciliation, Tax Credits Effective Income Tax Rate Reconciliation, Tax Credit, Amount Award Timing Predetermined Award Timing Predetermined [Flag] Revenue Component [Axis] Revenue Component [Axis] Revenue Component [Axis] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Capitalized Computer Software, Amortization Capitalized Computer Software, Amortization Restricted Cash, Noncurrent Restricted Cash, Noncurrent Customer Relationships [Member] Customer Relationships [Member] Diluted earnings per share Earnings Per Share, Diluted Long-term Debt [Text Block] Long-Term Debt [Text Block] Schedule of Nonvested Performance-based Units Activity [Table Text Block] Schedule of Nonvested Performance-Based Units Activity [Table Text Block] Cameleon Acquistion [Member] Cameleon Acquistion [Member] Cameleon Acquistion Current Income Tax Expense (Benefit) Current Income Tax Expense (Benefit) Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Retirement Benefits [Abstract] Retirement Benefits [Abstract] Gain (Loss), Foreign Currency Transaction, before Tax Gain (Loss), Foreign Currency Transaction, before Tax Preferred stock - shares issued Preferred Stock, Shares Issued percentage of total revenue percentage of total revenue percentage of total revenue Effective income tax reconciliation, Foreign withholding taxes Effective income tax reconciliation, Foreign withholding taxes Effective income tax reconciliation, Foreign withholding taxes Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Deferred Tax Liabilities, Other Deferred Tax Liabilities, Other Selling and Marketing Expense Selling and Marketing Expense Income Tax Expense (Benefit) Income Tax Expense (Benefit) Income Tax Expense (Benefit) Other income (expense): Nonoperating Income (Expense) [Abstract] Employee Service Share-based Compensation, Nonvested Awards, Total Compensation Cost Not yet Recognized, Period for Recognition 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 Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Net cash (used in) provided by investing activities Net Cash Provided by (Used in) Investing Activities Income Tax Jurisdiction [Axis] Income Tax Jurisdiction [Axis] All Adjustments to Compensation All Adjustments to Compensation [Member] Awards Outstanding [Table] Awards Outstanding [Table] Schedule of awards outstanding for each share-based compansation award type. Accrued payroll and other employee benefits Employee-related Liabilities, Current Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Schedule of Other Nonoperating Income (Expense) Schedule of Other Nonoperating Income (Expense) [Table Text Block] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Interest Income (Expense), Nonoperating Interest Income (Expense), Nonoperating Revenue Component [Domain] Revenue Component [Domain] [Domain] for Revenue Component [Axis] Scenario [Domain] Scenario [Domain] Income (Loss) from Continuing Operations, Per Outstanding Share, Basic and Diluted, Net of Tax Income (Loss) from Continuing Operations, Per Outstanding Limited Partnership and General Partnership Unit, Basic and Diluted, Net of Tax International revenue International revenue International revenue Numerator Earnings per share, Numerator [Abstract] Earnings per share, Numerator [Abstract] Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Deferred Charges, Policy [Policy Text Block] Deferred Charges, Policy [Policy Text Block] Accounts, Notes, Loans and Financing Receivable [Line Items] Accounts, Notes, Loans and Financing Receivable [Line Items] Vesting [Domain] Vesting [Domain] Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities and Stockholders' Equity: Liabilities and Equity [Abstract] Convertible debt interest and amortization Convertible debt interest and amortization Convertible debt interest and amortization Risks and Uncertainties [Abstract] Risks and Uncertainties [Abstract] Restatement Determination Date Restatement Determination Date Valuation Allowances and Reserves, Charged to Cost and Expense SEC Schedule, 12-09, Valuation Allowances and Reserves, Additions, Charge to Cost and Expense Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Schedule of Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Concentration Risk [Table] Concentration Risk [Table] Operating Lease, Right-of-Use Asset Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] 2017 Equity Incentive Plan [Member] [Member] 2017 Equity Incentive Plan [Member] [Member] 2017 Equity Incentive Plan [Member] [Member] Summary of Significant Accounting Policies [Line Items] Summary of Significant Accounting Policies [Line Items] Summary of Significant Accounting Policies [Line Items] Property, Plant and Equipment [Abstract] Property, Plant and Equipment [Abstract] Earnings per Share Earnings Per Share [Text Block] Severance and other related costs Restructuring, Impairment, and Other Activities Disclosure [Text Block] Subsequent Event Subsequent

Event [Member] Convertible Debt [Table Text Block] Convertible Debt [Table Text Block] 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 (Gain) Loss on Investments Gain (Loss) on Investments Gain (Loss) on Investments Income taxes Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Deferred Implementation Costs [Text Block] Deferred Implementation Costs [Text Block] Deferred Implementation Costs [Text Block] Segments [Domain] Segments [Domain] Shares issuable upon vesting of MSUs, maximum Shares issuable upon vesting of MSUs, maximum Maximum number of shares issuable upon vesting of MSUs initially granted. Organization and Nature of Operations [Abstract] Organization and Nature of Operations [Abstract] Organization and Nature of Operations [Abstract] Schedule of New Accounting Pronouncements and Changes in Accounting Principles [Table Text Block] Accounting Standards Update and Change in Accounting Principle [Table Text Block] Deferred Tax Liabilities, Deferred Expense, Capitalized Software Deferred Tax Liabilities, Deferred Expense, Capitalized Software Warrant Exercise, Shares Warrant Exercise, Shares Warrant Exercise, Shares Dollar amounts Dollar amounts [Policy Text Block] Dollar Amounts [Policy Text Block] PEO PEO [Member] Name Trading Arrangement, Individual Name Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Entity Public Float Entity Public Float Share-based Compensation Arrangement by Share-based Payment Award, Options, Vested and Expected to Vest, Exercisable, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Number MSUs Market Share Units (MSUs) [Member] Market Share Units (MSUs) [Member] Market Share Units (MSUs) are performance-based awards which vest based upon the company's relative shareholder return. Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Income Tax Reconciliation, Nondeductible Expense, Other Effective Income Tax Rate Reconciliation, Nondeductible Expense, Other, Amount SEC Schedule, 12-09, Valuation and Qualifying Accounts [Abstract] SEC Schedule, 12-09, Valuation and Qualifying Accounts [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] Deferred Costs, Current Deferred Costs, Current Maximum Amount Contributable By Employees Under ESPP- Annually Maximum Amount Contributable By Employees Under ESPP- Annually Maximum Amount Contributable By Employees Under ESPP- Annually Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Cloud-based product offerings [Member] Cloud-based product offerings [Member] Cloud-based product offerings [Member] Local Phone Number Local Phone Number Deferred Tax Assets, Valuation Allowance Deferred Tax Assets, Valuation Allowance Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Table Text Block] Other Assets Disclosure [Text Block] Interest Rate [Axis] Interest Rate [Axis] Interest Rate [Axis] Change in Accounting Estimate by Type [Axis] Change in Accounting Estimate by Type [Axis] Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Equity Consideration Equity Consideration [Member] Equity Consideration PEO Total Compensation Amount PEO Total Compensation Amount Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Schedule of Employee Service Share-based Compensation, Allocation of Recognized Period Costs, by Report Line [Axis] Statement of Income Location, Balance [Axis] Common Stock [Member] Common Stock [Member] Derivative, Loss on Derivative Derivative, Loss on Derivative Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Restricted Stock Unit - time based [Member] Restricted Stock Unit - time based [Member] Restricted Stock Unit - time based [Member] Denominator Earnings per share, Denominator [Abstract] Earnings per share, Denominator [Abstract] Segment Reporting [Abstract] Segment Reporting [Abstract] Entity Central Index Key Entity Central Index Key Scenario [Axis] Scenario [Axis] General and Administrative Expense [Member] General and Administrative Expense [Member] Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Stockholders' Equity Note Disclosure [Text Block] Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Segment Reporting Disclosure [Text Block] 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 2025 Unrecorded Unconditional Purchase Obligation, to be Paid, Year One Debt Instrument, Periodic Payment, Interest Debt Instrument, Periodic Payment, Interest Accounting Standards Update and Change in Accounting Principle Accounting Standards Update and Change in Accounting Principle [Text Block] APIC, Share-based Payment Arrangement, Increase for Cost Recognition APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Derivative, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Derivative, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Subscription and Circulation [Member] Subscription and Circulation [Member] Title Trading Arrangement, Individual Title South America and Canada [Member] South America and Canada [Member] South America and Canada [Member] Notes due 2024- subject to Exchange Notes due 2024- subject to Exchange [Member] Notes due 2024- subject to Exchange Unrecognized Tax Benefits Unrecognized Tax Benefits City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Auditor Location Auditor Location Revenue recognition Revenue [Policy Text Block] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Pacific [Member] Pacific [Member] Pacific [Member] Loss on Disposition of Assets Gain (Loss) on Disposition of Assets Purchase of capped call Purchase of capped call Purchase of capped call Purchase of capped call SEC Schedule, 12-09, Valuation Allowance, Deferred Tax Asset [Member] SEC Schedule, 12-09, Valuation Allowance, Deferred Tax Asset [Member] Effective Income Tax Rate Reconciliation, Change in Enacted Tax Rate, Amount Effective Income Tax Rate Reconciliation, Change in Enacted Tax Rate, Amount SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Table] SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Table] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Net earnings (loss) per share: Earnings Per Share [Abstract] Retained Earnings (Accumulated Deficit) Retained Earnings (Accumulated Deficit) RSU - time-based and performance-based [Member] RSU - time-based and performance-based [Member] RSU - time-based and performance-based [Member] Deferred Tax Assets, Operating Lease Liabilities Deferred Tax Assets, Operating Lease Liabilities Deferred Tax Assets, Operating Lease Liabilities Class of Stock [Domain] Class of Stock [Domain] Debt Issuance Cost Debt Issuance Costs, Gross General and Administrative Expense General and Administrative Expense Restricted stock unit - market-based [Member] Restricted stock unit - market-based [Member] Restricted stock unit - market-based [Member] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Operating Lease, Liability Operating Lease, Liability Underlying Securities Award Underlying Securities Amount Performance Shares [Member] Performance Shares [Member] Deferred Revenue, Current Deferred Revenue, Current Amendment Flag Amendment Flag Commercial Paper Commercial Paper Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Convertible Debt, Current Convertible Debt, Current Subsequent Events [Abstract] Debt Disclosure [Text Block] Debt Disclosure [Text Block] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt Instrument, Face Amount Debt Instrument, Face Amount Technology-Based Intangible Assets [Member] Technology-Based Intangible Assets [Member] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Convertible Debt Convertible Debt Long-term Purchase Commitment [Table] Long-Term Purchase Commitment [Table] Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Notes due 2047 [Member] Notes due 2047 [Member] Notes due 2047 [Member] Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Auditor Name Auditor Name 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 Loss on Extinguishment of Debt Gain (Loss) on Extinguishment of Debt Gain (Loss) on Extinguishment of Debt Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Deferred Tax Asset, Disallowed Interest Deferred Tax Asset, Disallowed Interest Deferred Tax Asset, Disallowed Interest Share-based Payment Arrangement [Member] Share-Based Payment Arrangement [Member] Property, Plant and Equipment, Useful Life Property, Plant and Equipment, Useful Life Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Expired In Period, Weighted Average Grant Date Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Expired In Period, Weighted Average Grant Date Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Expired In Period, Weighted Average Grant Date Fair Value Employee Stock [Member] Employee Stock [Member] Accounts payable Increase (Decrease) in Accounts Payable Proceeds from Stock Plans Proceeds from Stock Plans Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Debt Instrument, Convertible, Remaining Discount Amortization Period Debt Instrument, Convertible, Remaining Discount Amortization Period Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Weighted average number of shares: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Total assets Assets Cost of Goods and Services Sold Cost of Goods and Services Sold Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other Liabilities, Noncurrent Other Liabilities, Noncurrent Equity Plan [Axis] Equity Plan [Axis] Equity Plan [Axis] Treasury Stock [Text Block] Treasury Stock [Text Block] Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Cumulative Effect, Period of Adoption [Axis] Cumulative Effect, Period of Adoption [Axis] Commitments and contingencies (Note 16) Commitments and Contingencies Noncash share-based compensation Share-Based Payment Arrangement [Policy Text Block] 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 Increase (Decrease) in Operating Lease Right-of-Use Assets and Liabilities Increase (Decrease) in Other Noncurrent Assets and Liabilities, Net Organization and nature of operations Nature of Operations [Text Block] 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Debt Instrument [Axis] Debt Instrument [Axis] Net Income (Loss) Attributable to Parent Net Income (Loss) Attributable to Parent Net income Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Revenue from Contract with Customer, Including Assessed Tax Revenue from Contract with Customer, Including Assessed Tax Amortization of Debt Discount (Premium) Amortization of Debt Discount (Premium) Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Entity File Number Entity File Number Computing Infrastructure Commitment Computing Infrastructure Commitment [Member] Computing Infrastructure Commitment Defined Benefit Plan, Assumptions [Table Text Block] Defined Benefit Plan, Assumptions [Table Text Block] Entity Address, Address Line One Entity Address, Address Line One Extinguishment of Debt, Amount Extinguishment of Debt, Amount Current Federal Tax Expense (Benefit) Current Federal Tax Expense (Benefit) Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Significant Change in Unrecognized Tax Benefits is Reasonably Possible, Amount of Unrecorded Benefit Significant Change in Unrecognized Tax Benefits is Reasonably Possible, Amount of Unrecorded Benefit Lessee, Operating Lease, Term of Contract Lessee, Operating Lease, Term of Contract Name Forgone Recovery, Individual Name Operating Lease, Weighted Average Remaining Lease Term Operating Lease, Weighted Average Remaining Lease Term Award Date [Domain] Award Date [Domain] Deferred Revenue, Noncurrent Deferred Revenue, Noncurrent Investment, Policy Investment, Policy [Policy Text Block] Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Deferred revenue Increase (Decrease) in Deferred Revenue Line of Credit Facility [Line Items] Line of Credit Facility [Line Items] Revenue Recognition, Deferred Revenue [Policy Text Block] Revenue Recognition, Deferred Revenue [Policy Text Block] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Effective Income Tax Rate Reconciliation, Tax Credit, Foreign, Amount Effective Income Tax Rate Reconciliation, Tax Credit, Foreign, Amount Federal Funds Rate [Member] Federal Funds Rate [Member] Federal Funds Rate [Member] PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Accounts Receivable [Member] Accounts Receivable [Member] Accumulated Other Comprehensive Income (Loss), Net of Tax Accumulated Other Comprehensive Income (Loss), Net of Tax Payments of Debt Issuance Cost- Credit Agreement Payments of Loan Costs Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Weighted average shares (basic) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Amortization of Financing Costs and Discounts Amortization of Debt Issuance Costs and Discounts Name Awards Close in Time to MNPI Disclosures, Individual Name Revenue Benchmark [Member] Revenue Benchmark [Member] Deferred Costs [Abstract] Deferred Costs [Abstract] Entity Filer Category Entity Filer Category Revenue, Remaining Performance Obligation, Amount Revenue, Remaining Performance Obligation, Amount Cost of revenue: Cost of Revenue [Abstract] Goodwill, Acquired During Period Goodwill, Acquired During Period Statistical Measurement [Domain] Statistical Measurement [Domain] Interest Rate [Domain] Interest Rate [Domain] Interest Rate [Domain] Lease, Cost [Table Text Block] Lease, Cost [Table Text Block] Accounting Standards Update 2020-06 [Member] Accounting Standards Update 2020-06 [Member] All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Line Items] SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Line Items] Income Taxes Paid, Net Income Taxes Paid, Net Debt Instrument, Convertible, Conversion Ratio Debt Instrument, Convertible, Conversion Ratio Goodwill, Measurement Period Adjustment Goodwill, Measurement Period Adjustment Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instrument Other than Option, Nonvested, Intrinsic Value Revenue Remaining Performance Obligation, to be recognized within 12 months Revenue Remaining Performance Obligation, to be recognized within 12 months Revenue Remaining Performance Obligation, to be recognized within 12 months Pay vs Performance Disclosure [Line Items] Lease modification, increase in right of use asset Lease modification, increase in right of use asset Lease modification, increase in right of use asset Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Restructuring and Related Activities [Abstract] Notes Exchange Notes Exchange [Member] Notes Exchange Other Performance Measure, Amount Other Performance Measure, Amount Matching Percentage of Salary Contribution by Qualified Employees Matching Percentage of Salary Contribution by Qualified Employees Matching percentage of salary contribution by qualified employees. Finite-Lived Intangible Assets, Amortization Expense, Year Three Finite-Lived Intangible Asset, Expected Amortization, Year Three Goodwill [Line Items] Goodwill [Line Items] Lessee, Operating Leases [Text Block] Lessee, Operating Leases [Text Block] Common stock - shares outstanding Common stock - shares outstanding, beginning balance Common stock - shares outstanding, ending balance Common Stock, Shares, Outstanding Documents Incorporated by Reference Documents Incorporated by Reference [Text Block] Operating Lease, Cost Operating Lease, Cost 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, Liability, Noncurrent Operating Lease, Liability, Noncurrent Research, Development, and Computer Software, Policy [Policy Text Block] Research, Development, and Computer Software, Policy [Policy Text Block] Entity Tax Identification Number Entity Tax Identification Number Intangible Asset, Finite-Lived [Table] Intangible Asset, Finite-Lived [Table] Loans, Notes, Trade and Other Receivables Disclosure [Text Block] Loans, Notes, Trade and Other Receivables Disclosure [Text Block] Treasury Stock, Common [Member] Treasury Stock, Common [Member] Plan Name [Axis] Plan Name [Axis] Income Taxes Receivable Income Taxes Receivable Equity Components [Axis] Equity Components [Axis] 2026 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Two Capitalized Software Development Costs for Software Sold to Customers Internal-use software development costs capitalized Amount of internal-use software development costs capitalized by the company in the period and included in property and equipment, net in the consolidated balance sheet. Trade Names Trade Names [Member] Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Deferred Tax Assets, Tax Credit Carryforwards, State and Foreign Deferred Tax Assets, Tax Credit Carryforwards, State and Foreign Deferred tax assets, tax credit carryforwards, state and foreign. Noncash Share-based Compensation [Abstract] Noncash Share-based Compensation [Abstract] Noncash Share-based Compensation

[Abstract] Receivable Type [Domain] Receivable [Domain] 2027 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Three Developed Technology Rights [Member] Developed Technology Rights [Member] Geographical [Axis] Geographical [Axis] Deferred Tax Assets, Net Deferred Tax Assets, Net 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Lease Modification [Member] Lease Modification [Member] Lease Modification [Member] Award Date [Axis] Award Date [Axis] Selling and Marketing Expense [Member] Selling and Marketing Expense [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] 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 Accumulated Other Comprehensive Income, net of tax [Member] Accumulated Other Comprehensive Income, net of tax [Member] Accumulated Other Comprehensive Income, net of tax [Member] Defined Benefit Plan Disclosure [Line Items] Compensation and Employee Benefit Plans [Text Block] Payments for (Proceeds from) Investments Payments for (Proceeds from) Investments International Revenue [Member] International Revenue [Member] International Revenue [Member] Beginning of period End of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Employee Service Share-based Compensation, Nonvested Awards, Total Compensation Cost Not yet Recognized Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Expirations Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Expirations Current assets: Assets, Current [Abstract] Notes Exchange - 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Leasehold Improvements [Member] Leasehold Improvements [Member] Repayment of Convertible Debt Proceeds from (Repayments of) Secured Debt Current Fiscal Year End Date Current Fiscal Year End Date SEC Schedule, 12-09, Valuation Allowances and Reserves, Amount SEC Schedule, 12-09, Valuation Allowances and Reserves, Amount SEC Schedule, 12-09, Valuation Allowances and Reserves, Amount Lessee, Operating Lease, Liability, Undiscounted Excess Amount Lessee, Operating Lease, Liability, Undiscounted Excess Amount Awards outstanding [Line Items] Awards outstanding [Line Items] Awards outstanding [Line Items] Adjustment to additional paid-in capital, exercise of note hedge Adjustment to additional paid-in capital, exercise of note hedge Adjustment to additional paid-in capital, exercise of note hedge Short-term Investments Short-Term Investments PEO Name PEO Name Vesting [Axis] Vesting [Axis] Award Type [Domain] Award Type [Domain] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Finite-Lived Intangible Asset, Useful Life Finite-Lived Intangible Asset, Useful Life Additional Paid-in Capital [Member] Additional Paid-in Capital [Member] Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Concentration Risk Disclosure [Text Block] Concentration Risk Disclosure [Text Block] Income Tax Reconciliation, Other Adjustments Effective Income Tax Rate Reconciliation, Other Adjustments, Amount Unbilled Receivables, Current Unbilled Receivables, Current Recent accounting pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Class of Stock [Axis] Class of Stock [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets, Accumulated Amortization Finite-Lived Intangible 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Minimum [Member] Minimum [Member] Adoption Date Trading Arrangement Adoption Date Related Party Transactions [Abstract] Related Party Transactions [Abstract] Provision for doubtful accounts Accounts Receivable, Credit Loss Expense (Reversal) Business Segments [Axis] Segments [Axis] Segments [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] 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] 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] Accrued payroll and other employee benefits Increase (Decrease) in Employee Related Liabilities Arrangement Duration Trading Arrangement Duration Trade Accounts Receivable Trade Accounts Receivable [Member] Operating Loss Carryforwards Operating Loss Carryforwards Goodwill and Intangible Assets Disclosure [Text Block] Goodwill and Intangible Assets Disclosure [Text Block] Stockholders' equity: Stockholders' Equity Attributable to Parent [Abstract] Equity, Attributable to Parent [Abstract] Equity Investments Investments Revenue Recognition, Customer Acquisitions [Policy Text Block] Revenue Recognition, Customer Acquisitions [Policy Text Block] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Finite-Lived Intangible Assets, Amortization Expense, Year Four Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Debt Instrument, Fair Value Disclosure Debt Instrument, Fair Value Disclosure Other Nonoperating Income (Expense) Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Intangible Assets, Net (Excluding Goodwill) Intangible Assets, Net (Excluding Goodwill) Receivables [Abstract] Notes due 2024 [Member] Notes due 2024 [Member] Notes due 2024 [Member] Other Commitments [Domain] Other Commitments [Domain] Lender Name [Axis] Lender Name [Axis] Share-based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Debt Instrument, Unamortized Premium Debt Instrument, Unamortized Premium Audit Information [Abstract] Audit Information [Abstract] Audit Information Africa [Member] Africa [Member] Purchase Commitments Long-Term Purchase Commitment [Line Items] GERMANY GERMANY 2017 Amended Equity Incentive Plan [Member] 2017 Amended Equity Incentive Plan [Member] 2017 Amended Equity Incentive Plan [Member] Adjustment to additional paid in capital, purchase of capped call Adjustment to additional paid in capital, purchase of capped call Adjustment to paid in capital, purchase of capped call Debt Issuance Costs, Line of Credit Arrangements, Net Debt Issuance Costs, Line of Credit Arrangements, Net Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Volatility Rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Stock Repurchased During Period, Shares Stock Repurchased During Period, Shares Cumulative Effect, Period of Adoption [Domain] Cumulative Effect, Period of Adoption [Domain] Increase (Decrease) in Deferred Costs Increase (Decrease) in Other Operating Assets Deferred Federal Income Tax Expense (Benefit) Deferred Federal Income Tax Expense (Benefit) Impact of adoption of a new accounting pronouncement [Abstract] Impact of adoption of a new accounting pronouncement [Abstract] Impact of adoption of a new accounting pronouncement [Abstract] Cash and Cash Equivalents, Policy [Policy Text Block] Cash and Cash Equivalents, Policy [Policy Text Block] Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Finite-Lived Intangible Assets, Amortization Expense, after Year Five Finite-Lived Intangible Asset, Expected Amortization, after Year Five Deferred Tax Liabilities, Prepaid Expenses Deferred Tax Liabilities, Prepaid Expenses Measure: Measure [Axis] Operating Loss Carryforwards [Table] Operating Loss Carryforwards [Table] Preferred stock - 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Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits Total current assets Assets, Current Accounts Receivable, before Allowance for Credit Loss Accounts Receivable, before Allowance for Credit Loss Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Debt Conversion, Converted Instrument, Amount Debt Conversion, Converted Instrument, Amount Accrued liabilities Increase (Decrease) in Accrued Liabilities Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Defined Benefit Plan, Plan Assets, Contributions by Employer Defined Benefit Plan, Plan Assets, Contributions by Employer Adjustments for New Accounting Pronouncements [Axis] Accounting Standards Update [Axis] Other Commitments [Axis] Other Commitments [Axis] Total Unrecorded Unconditional Purchase 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future use Entity Current Reporting Status Entity Current Reporting Status Retained Earnings [Member] Retained Earnings [Member] Amortization of Debt Issuance Cost Amortization of Debt Issuance Costs Deferred Revenue and Performance Obligation [Abstract] Deferred Revenue and Performance Obligation [Abstract] Deferred Revenue and Performance Obligation [Abstract] Schedule of Revenues from External Customers and Long-Lived Assets [Table] Schedule of Revenues from External Customers and Long-Lived Assets [Table] Restricted Stock Units (RSUs) [Member] Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Maintenance relationship [Member] Maintenance relationship [Member] Maintenance relationship [Member] Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Finite-Lived Intangible Assets, Translation Adjustments Finite-Lived Intangible Assets, Foreign Currency Translation Gain (Loss) Employee Service Share-based Compensation, Allocation of Recognized Period Costs, Report Line [Domain] Statement of Income Location, Balance [Domain] Company Selected Measure Name Company Selected Measure Name Useful Life, Shorter of Lease Term or Asset Utility [Member] EX-101.PRE 14 pro-20241231_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 15 image_0.jpg begin 644 image_0.jpg M_]C_X 02D9)1@ ! 0$ W #< #_VP!# (! 0$! 0(! 0$" @(" @0# @(" M @4$! ,$!@4&!@8%!@8&!PD(!@<)!P8&" L("0H*"@H*!@@+# L*# D*"@K_ MVP!# 0(" @(" @4# P4*!P8'"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H* M"@H*"@H*"@H*"@H*"@H*"@H*"@K_P 1" "(:P# 2(A$! Q$" !\0 M'P 04! 0$! 0$ $" P0%!@<("0H+ \0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*5M+6VM[BYNL+#Q,7& MQ\C)RM+3U-76UJC9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+ \0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#]^W<(NYJ1 M94?[IHF7? &037X9_\+5^*)^]\2O$! [C$_\ \57Z!P+P%6XX>(]G75+V7)>\ M7*_/S=FK6Y?Q/R?Q0\4\X9_5/:X5UO;^TM::CR^SY.\97OS^5K'[F[E]:-R M^M?AE_PM/XG_ /12-?\ !Q/_P#%T?\ "T_B?_T4C7__ <3_P#Q=?H/_$!, M9_T'Q_\ !;_^2/R? B:?+_\ H5S_ /!J_P#D#]S=R^M&Y?6OPR_X6G\3_P#H MI&O_/@XG_\ BZ/^%I_$_P#Z*1K_ /X.) \ XNC_ (@)C/\ H/C_."W_P#) M!_Q-/E__ $*Y_P#@U?\ R!^YAD44>=&#@MSZ5^&?_"U/BAV^)/B#_P '$_\ M\55W3/CO\;]&E62OC#XH@9?N^7KMQQ_X_4R\!<=R^[CHO\ [<:_]N9_EDTO*I%_^V+\S]OOM$0.-U.5@XW+7X^>"O\ @H3^U]X'GC>T^,E]J$4? M_+OK$:72M[$R M^1%?1WP1_X+,+)>V^C?'OX<1PPR':^L^'F+;&_O- YSM]= MKD@= >E?+YOX-\7Y;3=2BH5XK^1^]_X#)*_HFV?:\/\ TB/#_:JI8ESPTGI M>I%.-_\ %!RMZR45W9][45S/PM^+WP]^,_AF'QA\-?%-IJVGS9'G6TG*,_JL MIY1AZ$ UTU?EM:C6PU:5*K%QE%V::LT^S3U3/W'#8K#XS#QKX>:G"2NI1::: M>S36C7F@)P,FFB5"=H-.;[M? FU_P5S\:>,_#G[1FEV'A_P 7:I8PMX6@=H;* M_DB4MYTPR0K $].?:OH^#^&:G%V=++X553;C*7,U?:W2Z/C_ !!XTI\ \.RS M:I1=5*48\JEROWNMVGMZ'Z2;E]:-R^M?AE_PM/XG_P#12-?_ /!Q/_\ %T? \ M+3^)_P#T4C7_ /P<3_\ Q=?K/_$!,9_T'Q_\%O\ ^2/P; B:?+_^A7/_,&K M_P"0/W-W+ZT;E]:_#+_A:?Q/_P"BD:___.#B?_XNC_A:?Q/_ .BD:_\ ^#B? M_P"+H_X@)C/^@^/_(+?_P D'_$T^7_]"N?_(-7_P @?N;N7UI&EC7AFZU^ M&?\ PM/XG_\ 12-?_P#!Q/\ _%U8L?C\8M-D$FG_%CQ+"0V1Y>N3CGU^_2E MX"XZVF.C_P"'"W_\ )%1^E-EO-[V63_\ !L?_)!'[B>'3_CA\.+74;9 MF"'SZIH)\F95_O>4Y*N? 8,E?.9MX+\6X"FZF'<*Z72+M+[I))^B;9]AD7TCN M\UJJEBU4PS?6<5*'_@4&VO5Q2\S]#Z*X?X+?M$?"?]H+0&\1?"KQ=;:E%&56 MZMP=D]LQ_ADC/S(?3C![$UW%? E.)PV(P=>5"O!PG'1QDFFGYIZH_=,'C<'F. M%AB<+4C4IR5XRBU*+7=-:,****P.H***&) R* "FM(JG!KC_ (O_ !Z^&/P' M\,-XM^*?BJVTRUSMA5R6EG?&=D:#YG/T''?%?"'[1' !7_XA^+)KC0_@#H2^ M'=/+%(]:U'"))KR1/[RK\T<1/;[Q'KZ?7<-<$<1<52O@J5H=9RT@OGU:ZJ*;7 M8^!XR\3.$>!J=LRKWJVNJJ/Y72BGTSDG#?1P A_!J M_*KQQ\1?'WQ*U9]=\?>,M2U>ZD;+3:A>/+CV 8X4>P %8>ULC#\#]: :\]\" MC/^L-O;QJWOS-G]*S;+_@M'\'WDVW_P (?$T:[OO1 MW%M)@)?BRU^= X%%?41\&^!HPLZ4WY\\K_A9?@?#$^D-XFRJ:^TD_J_4Q.]>R?#\ :N_9T^+K1VWP M^^+VBWUS(H*V)NQ'<$>T;X8_@,5^*V3G(/2A"\9#1N5*G(*\'/K]:\;,/ WA MNO% 5*U2F_-J:^YI/_R8^BRGZ37&&%FECL/2K1ZV4H2^33DE_P" L_>G[1$> M0U/5@PR*_'?X'_MY?M+? NYM[? 0O'MQJFEQ?>T?7&-Q"5_NJ6.]/^ L/QK[H M_9@_X*@?!KXVO;>$_&L?_"*^(II!'':WTVZVN7/01S<8)/\ "X!Y&":_(^)O M"KB?AV$JT(JO27VH7NEWE#=>;7,EU9^_<%^.G!?_ %U2.&J2>&KO10J6Y6^T9K MW7V2?*WT1]045'%/YA&",'1CO4E?F9^T!1110 445'>W<%C:27MU/"'$NZ2 M21@JHHZDD] !1OH@;45=CGD5/O&LWQ1XW\'^"-+?6_&7B:QTFSC^_=:C=)#& M/^!,0*^)_P!KC_@K1#H]W<^!?V98K:]FC!CN/%5S&'A1_P#IA&F]4FKS:_PZ*/S=_P"Z?SQQM](CAOAVO/"953^MU8Z.2?+23_Q6;G;^ MZK=I'ZL>+_\ @I+^QMX7G^RR_%V&^=2? ^07937"GZ,JJ[3^=U: MEZ5*A!=N2;_%U#]9_#7_4^_8TUR186^)LUBQ[7^DSH!^(4C:]4\!?M$? MSXH,L7P^^+&@ZM*W/V>SU*-I1]8\[A^(K\0R"BG#\>AQ_6NB^&7PP^)7Q9\3 M1^&/A=X5OM7U*1-RQV,;'RP/XV?&(UZ?,Q 'K7EYIX(\-TL/*K2Q;TAI_V\>WDGTE>,:V*A1K8"G76X^5##8B->*^W%-)_?\ FFUV;/ZYX=S3,,XRJ&*QN$EA9R_Y=S<7)>?N MO3TDHR75(****\L]P;)]PU^"HZU^]4GW#7X*CK7]%> 7_,Q_I@_^Y3^0_15? M\R?_+F/_< 4445_11_(844*&=MBKDDX51R34C6EZIP;.7_@2$4N9;%HHHIB.T^ G[0?Q._9S\;P^-_AIKC MV\B_\? 5G)G[/>IR#'*AX8<\'[P/(P0*_6[]EO]I+P9^T[\+[?XA^&9EAGW"+ M5-+DF#26-P "T9Z$CNK8&X;=\ M3/'INK1LV%5F;$4WL5U?E'BAP-A>(LJGCL/"V)I)M-;SBM7!]W;X> MSTV;/W;P4\3L9PCGM/+ <74;P=>2BTWI3E+13CV5[*:V:UM>*/UQ)RN17YC\ M%C?^3E])_P"Q3@_]'SU^FT?$7X5^9\ P6-_Y.7TG_L4X\ T?/7XSX,?\EM M'_KW/]#^C/I%?\FUJ?\ 7VG^;/DNBBBOZ]\_0HHS75:!\"_C7XKT2/Q+X9^ M$?B34--F4F&_L]$GDA< X.'5"#@\<&L:^)P^%CS5IJ*VNVDK]M3HPN#QF-FX M8>G*;2NU%-NW>R3T.5HK)/ &LZ>J\L;S3)8\?\ ?2UA$L/X M#^%53K4:T>:G)->3O^1-;#XC#RY:L'%]FFG^(I&!@C:#R1[445H8G0_"KXL M>\ X+>,[?QW\.?$,^GZA:3!E:-CLE7.2DB]'0]P017ZR_L8?M:;>&/VK/AT- M=@,=GKVFA8=?TGS,^5)CB1/6-\'! [8((Y_'FO6/V*/C[JG[._Q_T7Q:EWMT MN^N%L==A/W7M96 +?5#AP?\ 9QT)K\U\2."<+Q1E$Z]*"6)IIN$EO)+5P?=/ MIV?DW^\ 9?!WQ*QG!.?T\-7FW@ZTE&I%[1;T52/9Q=N:WQ1NG=I-? LH&##*G M-%1VW,6DLY'0=P@Y;'8! $WL#7Y/^)?$OB'QEKEUXH\4ZO-?:A?3M->75P^YI9">23_)QV MK]E_ #?_6)K,LR36'3]V.SJ-;_]N)Z.V[NELS^=?&CQC_U1B\FR>2>+DO?G MHU23VLMG-K57TBK-IW1K?%3XN?$/XU^+KCQM\2_$USJ5_<2,09F/EPH?XUZ M(H[*.YP #H***_JG#X>AA:,:-&*C&*LDDDDNR2T2/X9Q6*Q6.Q$]^(FYSDV MY2DVVV]VV]6PHHHYSC%;'.%% (6QQBD#*$]%;IGI0.S'44#/<44" @'J*,"BB@ M#ZF_8L_X*2^-?@?=VO@#XN7MUK7A'<5CN),R7FF@XY1B-M0DF\%:I< 7<;98Z=*W'VB,==O\ ?4=1SU ! _#O$CPOP M^:49YGE,.6NKN4$M*G=I=)^GQ>NK_IGP=\;,7DN(IY-GM1SPTK1A4D[NET2; M>]/IKK#=>[HOU>!!&0:*JZ9JMCJ=C!?:?*C)2C=*%T!VEAGZU^=G_!4']MO4M?UZ_9H^&>M20Z;9-Y?BB\MY.; MR8' (J@1SL7^+IN;@\#GZ^_;*^-T'[/_P /$7Q"2<1WRVHM='[E[N4[8\# M_9R7/LAK:.[J[NKRYDO[Z>2::9V>::1RSNQ.2Q)Y)/.>_P!:_=/!G@^CF6^G MG.+CS0I/EIIK1ST;E_VZK6\W?='\P? 2+\0_3D^"I\X"?+4KQYJK3U5/5*.F MW.T^;^ZK;28TJ&.6%'04F[G!XUZC\$\V-OVB/C_ #J_@7X?7"6.?WFK:IFW MM5^CN/G/L@8^U?TICLPP.68=U\75C3@NLFDOO9_'&6Y3FF=8I8; 49U:CVC" M+D_N5]//8\OS71?#7X0_$[XQ^((_#7PR\%ZAK%U(X5EL[=F2+/\ $[\+&ONQ M K[Y^ ?_1\^&?A9X=7^.OB.3Q)?* W]FV&ZWLT/HQ_UDGYJ/8U]:^#/AWX M.^'>AQ>&O OAG3](T^% <1VNGVQ)?2E R?4G)/>OQKB+OPM?!7I933=:!SO M&"]NE]T5V9_1'! T,.(U5AJ>_)&TZC\F81];R:ZQ/B'JGO\ X/[2 MX77?VC_%1SP8]!T&3C'?S)R/PP@_X%7VI\/A5\.2A'X=B*?#SP;8:-8P]$ M2&UA"E\=V;[SMZLQ)/E6,FH:C=1P00IOFFFD"]BCJ23P!]:^9OC] M_P %,OA5X 6XT7X66O\ PD^K1DHMQ&VVRC;U+CF3'^SP?[PK^9N/?%.M4I?6 M.(,:HPWC"]E_VI36LGYV;[L_L;PU\&6O\ -4EI%/M> M*[(^D=[66\\RX+ZQXFN(SY-M:Q\R-$A'S$|*&;"Y(X;(KX: ^_W[17Q> ^/FJ?VA\1 M/%4TT*DFWTRW;RK6#_=C'! WCEB.IK[4_P""9_P ?X>?"F3XEZ]:JFJ>*%5X M%>,;H;-3\B_|#)WD>FVOP/*O$3, ^/.)89;D\'1PT?>J5'\;@FM%;2',[1W99-5L3+W:5-? IM/5J9\JO*S2CI9IW1]-6Y?R_GSG MWJ2FQJR+M8YIU? N1^%C9/N&OP5'6OWJD^X:_!4=:_HKP"_YF/_<'_P!RG\4_ M2J_YD_ \ W,?^X HHHK^BC^0ST[]BV&*Y_:O^']M<('C;Q3:AD;D'YL8KJC7\ M)>%IF$DOARQ9O]JS0_TK\=/V)O\ D[;X>_\ 8U6O_H5? LX.E?5IXZ5)PS["\ MKM^Z? I3/[8^C#2IU.%L=S13_?+=?W(G/ZW*/A?XEM&L/$7PYT* @;AH;S2 M894/X,1%?,W[4_\ P2W^=OCWPO?:Y\#- B\-^)($:6UM;>4K9WA'(E,AXC)/ M 9< 'J".GUS2-C: <^E?DV3\2YYD.*C7P5>46G>UWRORE'9I^:/WCB'@SAGBC M SPV886$U)-&XMIFBFAD7#(ZD M@@^^>/PJ*O7OV]?"-KX'_ ;\:#9+MC;5DNU7L/M,_=P0/;,M>0U_=&58Z.9 MY90QD=%5A&:)]14OU/\,//,MEDV=8G+Y.[HU)TWZPDXO\@HCGGM[A9[>1ED MC(:-EZA@/B#)\4_@9X3^($TFZ;5-!MIKK_K ML8QYG_CX:OS]_P"'QO\ ROL#_@F]>F^_8S\%NWS-';W$1/ MIMN9>/T%?'__ 6-_P"3E])_[%.#_P!'SU_+7AOA88'Q4Q&&@K*#KQ7HI67X M']Q>,&.J9GX&X7&5'>518:3?G**;_%GR71117]3'\-C6)'S#L#7Z[?\ !.*- M3^QIX+8 |\;C_P!*9:_(E^A_W37Z[_\ !-__),R\%_]<+C_-*9:_%?'3_D MEJ'_%^C_P"D3/Z1^C%_R6^*_P"P>7_IRF>XW.G65Y&T5W;)*K+AED4,"/0Y MKYH_:_X)N_*/XW:#?:[\-M L?#?BX(9;6ZLU\FVNY/[DT:C;|W]\ ,#RUAG? _QZ0UXS7]WY/CO[4RG#XQ*WM80G;MS1 M4OU/\O.(,L>2Y[BLN;O[&I.G?OR2<;_ .P4C"\1^[2TC' SFO1/'6Y^S_[& MGCF_^(W[+O@GQ9JURTUY-H,,5W-(V6DEB'E,Y]R4R?:=OLPC)MM>D4[>=C_$FK<8_ZN>$M'/L1[TUAJ4E?[524(]*?K-J_E=GQ M#^T+\;_$O[0WQ9U3XH>)9Y,WDI2QM6D++:\VJG$<2^P'7'5BQ[UQ-%%?VCA,+ MA\#A88>A%1A!*,4MDEHD?YR8_'8K,\9 4Q>)FY5*DG*3>[DW=O[PHHK4\$^"O M$WQ&\7:=X%\':8UYJ6J72P6=O&/F9SW]@.\I8 DUI4J4Z--U*C2BE=MZ));M MOHD84:-7$5HTJ<7*4FDDE=MO1)+JV]$BOX=\.>(O%VMP>'/"^C7.H7UW)Y=K M9VD1DDD;T R:^Q/@!_P1_\ &OB>VLO$?Q\\7C0;>1=\^B;8JR7@7^ZTAS'& MWT$F.G!Z? 4_[&/[$W@CJE;PK%=;:6^1>*[R$?VMKICY&<$Q0YY2,8]BW4]@/ M=:_F?C+QDS#$8B>%R-\E-:>T:O*72\4)(KL[%PL,;Q.O M:56DU13:A#K:;5G*7=]J*U7O;GS_ .%?^"9?[& ARUC2?X8- J4BKCS]3U*>1 MF.>ORLJC\ *V=5_X)_L;ZE!Y4OP&TF/ :MVEC/YJXKV>BOR:IQ7Q14J<\L= M6O\ ]?)_YG[S1X$X)HTO9PRS#I?]>:?ZQ/D#XM?\$@O@+XIL9)?A9KFI^%]0 M',0DE^UVK?[+ (^''U#|>AKXJ_:4_8P^.'[,&HM+XUT07FBM(JVOB#32W/SCC+P#X+XCP|IY?26$K])07N M-J]4_AMYQY7YO8_"2BOIS_@H/^PI033>#=3N-OD_,[:7,W(B M8G.8ST1C_NGG!/S$&IX! [XK^JLCSS+N(LMACL%*\)?>FMXM=&NJ^:NFF?PQQ M-PUFW"..&IOV=O&NK2S:CHL?G^'YKAL^; M9[OFAR>]9(P[/K8'"U]M5^=O['7_ 3?_:I\ ?%'0_C'KNO:;X3.FW2226])0 MU49_:L[6:E\6C>K>VA_HIX+UN*_]2Z>%S[#SI3HOE@YJTI4[+ENF^9..L=4M M%'?4^/O^'MWASXD_$;P]X+ ^%OPV|':GK-Q?:GX[5^F6 M>:4T2(1G-5E/B5GV0\/T\KRZ,:?*Y- SMS2;DV]G[JLFELWIN3GW@SPOQ5Q95 MSS.)SJ\RBHTT^6$5&*C]X^\[M-_$EK:QX7\%/^"=W[+/P:N(=5T[P"NM:E;X M,>I>(G%TX;^^$*B-6]"$!':O<8K*V@C$4,015&%5> !7'?%O]I;X(_!F"1O' MWCZRM;A%S]@AD\VX;V$:9;\P!7RS\8?^"]VKWRS:5\$_!<=K&PVI]VM*))/] MY8E.T'TW%OIVK\;XQ\4LHR^LZF=8YU*Y^SS.<_2ROR_/E1^]<#^$>98C#QHY M!ET.-%VJY15.']Y63F_3F9]R+$]J-N%.KXP_X)V_M6Z2Q2+B2.10RL/0@]:\/^-7[7[/?Q5AN+NQ\-)X=U2:-O+U+14$:B3LS MQ#",_]> 3Z@\U[H#GFBN_-,ERG/_Z&/H1J1_O).WHJT_--,_*LZS;(\0J^ M KRI2[Q;5_5;- >331^=VDEI%/JD[M7UUU;L>]Q=QQG7&CP[Q[7[J-ERJR;;UDULFU M9.VFFB6P4445]@?&C9/N&OP5'6OWJD^X:_!4=:_HKP"_YF/_ '!_]RG\A_2J M_P"9/_W,?^X HHHK^BC^0SU#]B;_).V^'O_ &-5K_Z%7[.#I7XJ_LF>)=\| M&_M+^\"/%/B?5(;'3K'Q%;S7E[=2;8X4#M?]HW[;G])>SY?VAO#/_@R M2OYK\;,MS+'9YAI8:C..5.S<8RDD^9Z:)GJE?1KSK\LX9QL,9B:=)NLFE.< M8MKDBKI-JZ/5J1SA&.>U>+Z]_P %!/V/M @:>Y^.^E3;5_U=BLMPQ^GEH:^; MOVJ/^"MNDZMX7NO_P"S?87ZW%]#)#<>)+]?)-NC#!,"[M^#PYP5[GD?E^ M3\!\69UBHTJ6$G%-

*ZRG%QBEW;DEMV5V]DKG[9Q!XI<"<.X&=>MCJ6:>:2:=BS,Q9Y&/+$|YHK^U\MP5/+OT%_9 MZ| GX8_ OPGX!FC"S:7H-M#<_P#7;RP9/_'RU?GU_P %C?| DY?2?^Q3@_ | M1\]?RQX;XJ&.\5,1B8;3=>2J'*Z/[C\8,#4RSP-PN#J*TJ:PT6NSC%)_BCY+ MHHHK^IS^&QK]#_NFOUW _.";_P#R9EX+_P"N%Q_Z4RU^1+#*U?]_L??\%&/V M=/@E^SMX=^&?C:YUP:IID4RW*VFE^9&"TSL,-N&>&%?DOC%E.:9QP[1HX&C* MK)54VHIMIOHJ\09+P[Q=B,1F>(A1@Z$HJ4VHIRYZ;M=];)OY'W ME5/6M:L- T^XU?5KR&VM+6W::YN;B0*D4:@EF8G@$DG@5\E>* ^"R/|/6F M6$U!?BC5:25;A5_=QS0Q6\;-[N9&(' 3}*^2'VH?^"TOPD!..I 2OT! X) _L{6ECX>3C<QX#]I#Q#;{)U?2R:?$^$D?,4*X\Z8' ML7;Y.. <(W]ZOS\8]V!O_ (NM?M/^R3X$M/A[^S3X)|*Q0!7A|-VLER-N/WTL M8EE .\?=]_'?&KJV7<,PPE*5G7ERO_!%7DOF^5/R;1_0OT<>&\/G'&D\?7C= M86'-& | S\D^0&+MY+F:[-)[H]%B_U:\?PBG4 8&** DT_O,**** "@C(Q11 M0!S _,3 !X;_^*7@34_AWXOM%N--U>T>WN8VZ@$<,/1E.&!['$ U\| @C_@ MBU=27DDWQ%^-4:P"8[+?1M/9F,>3C+RX)&,_*<'CGK7W^R* #KFD/DCABON M#7TV1<8<1<-X>K0RZOR1J--Z)ZI6NKIV;ZM:NR['Q7%'A[PCQCC*.)?$#]I* MDFH^]*.C:=GRM^()CC:=;VEM$NV*WM8%CC1?0*O KF/B!\>_A!\+[9I M_'7Q(TO3RJ[O)DN@TQ^D:Y9C] :|%^)/_!52?X3Z#!);_ U*:IKUUTCDNO] M%M^G7)W.?IM&?45\+Q3XD9;AY.>=YCS26MI3PQQYSJWGI203^;VK\S_ (G_/!1S]I;XA6DNFZ5 MK<'ARSDX:+1H2)B/3S6))I$^T M7EPTCLK00O\>8D]2U^"\| BED?$_$,W1?Q5EEMXO%Q\Z?(,?V?H*^ M3D>|IS(3_P "]A7V9_P4#^#%Y\8O@'?+HD;/]>A2+J5E$HYE" B1!WR8RO& M.I4#OQ^9893T-?E7C/GW%F6Y]]3AB)0PU2*E%1]V_22];K%J,KQ6CLFE>Z>H7+7%Y,US=74DDD9DDD;<6 M/KD]Z ,#&<^YHHK^?VV]6?T.HJ.B'1RS03)<03-&\;!D=&(*L.A!'0YKZ#^# M/_!23XX_#2V31?&26_BS3XPHC^WL4NHU'I*H^8?[P)]Z^>J0JK<,N:]?)>(, MZX>Q'M\NKRIRZV>C_P 2>DOFG8\;.^[:4U"'S(6/^S+'G_QX+7N?@WXA^#/B%|"Z M_P"!. %&GZM9EBOVG3[I95#>AVG@^H/(K\)A^*D&OV+)?'C.|-RPS.A&K'K*/N2]>L7Z)1/QG// '(2G/+,1 M*C+I&7OQ]%M)>KOVY*/B_X ,.WAF'QA\/?$D- 92+A@#MDA?^Y(AY1O8_ M49'-?O'"W'G#O%T+8*I:HE=PEI->=KM->6TNMC\'XJX!XDXJJ)XZE>FW95(MZP?E>R:?E))]KG544BLKC*,#]*6OLCXP;)]PU^"HZU^]4GW#7X*CK7]%> 7_ M #,?^X/ +E/Y#^E5_S) P#N8 | <4445_11_(84444 %%%% !1110 ?LK>$_P!EKX5Q M>#=.,,5UJUT5GU[547!N\I8P.XC4<*/]>I-?E_B=QKA^&\EGA:.E]9JIQBEO% M/1S?:R^'N_).W[9X+>&^+XPXBIXW$0:P="2E.36DY1U5-=[NW-VC>]FU?U|(MDP#/]VOS* X+& |)R^D_P#8IP?^CZ+U5XED:64?/M(S\H7KD5] MT2N4 (/_ ->ORW_;]\?0_7]IWQ)?6OQ_GK6S> M7\(*E3FXSJU(QT;3LDY2VUMHD_4_8 _*HYCQDZM2"E"E3E)W5U=M16^E]6U MZ'D+-<33-/PQT^[J8+>,+M MY ,OZ?XLX2RGC#+?]F-3TUC)?%%]U^J>C]4FOY8X2XNS;@W,UC,"UKI*+^&< M>S\^S6]]+I_BU,)K>5H+BW>-XVVND@VD'Z&@'(SBOU1^-?[*/P%^-UP=0\5^ M$%MM19<'5=)9;>X/NQ"E7/\ OJU?+GQ&_P""4GQ%T@W%S\+O'5CJT*[F@L]0 MC-M-CLN[E&/O\H)]*_E[B#P;XLR>;EA(K$4^\-)6\X6_P#AL;^4TK6]Y*3"5^Z_(9[^.?PN:0^./AEJEE'G?<&U,D (Q MW\U-R$>^<5QL;;ESG]_ +L7@<6@=Q#^KI8FG*$ETDG%_V_P+T/S.' 1C M .1Z'QDX.\ RZ_^,4?\.9?VD^G_"?>#$4_N[;BY_ V@* 2ZBA^,G&_ #\A_P" (%]'?PT_Y]5/_!DC\VHO^"+G MQT8[KCXH^%U/^QH]; VF*MP?]$4_BNS@W/QA\.H-O_+.RF;G\<5^C5%9R\8> M.I?]OXK_ +AQ_P C:/T>_#&. ^'F_6K/]&C\\[7_@B9XR)'VSXZ::OKY.CR-_M.05O>&O^")VCP;K#<>+OCE<7-FK@W%MI^CB)Y%[J':1@OUVGZ5]W45RU?%CC MRK%KZW:_:%-?CRW.W#^'!A=AY*7U'FMWJ57]ZY(/T>APOP1_9X^%/[6@_ \M"-?*#=77#3W+ 8#22'YG/UX'8"NZZ=!117P&*9Q6]QF(E7Q$W.%3CQ5X MKTO2_EW?]3#4(X?EYY^%S7%9-5^LX>LZ4DKP4M-\;/"QQ_SSURB3_P!! M8UCWW[;O[+6GC]]\9=);'7R6>3_T%36.*1I/_>,W_| L1_G,K!^%>!C;ZK MD!7A^J_|%&OV3]*5B/B#-$ M4N/[/U!7-O\ :HMDF%8]]B.$7ZM_P5Q\=S(RZ#\(]M*A?^%KW4)9 /P4)_.OD3E)O\(-?B?]@'C(R#3J^=?V#/VMA M\=_!Y\#^-M2#>*]'C_?NP" ;H.@F'JPX##UP?XN/HJOU/(<[P'$65T\PP,_M*?MC> ?V: M-5L=%\7>&M8O;C4K9IK7^SX8_+PK8(+.ZX/L_>M>S5\U?!%,OA'+\0/@= _PF MVDVBR7_A6X-UJWEK9OEE&?;Y7^BFO.XTQ>977-=1=Y:=^ M6]7F>CP5@\ES#BC#83-4_8U)C6NGF1Q^,K,/T%?.@;<< M@\=J6OY!QWB?QWC])XV45_<48?C%)_B?V-@?"W@' 6=/ QE_CB> M)_VN?VF/%VZ/5_C/KRQOPT5I>>0OY1;:]_X)X?M+2_#_P"+5UX-^(6N32:? MXK:-/MEY<,_E7@R(V9F),&SM)]2O:-?-M!'S!@<$?Q5Y.5\79YEN=TW '<5^5L\IUC<275S*TDDLC/((]9+,3DG/UKN?VB\V@_%_M P"T=X^D\7^)7:&UA4QZ5I:R;H(_+T[98D99N,GT4:7J(/H&8CWQ7YR?L<_ "*7XU_M :'X7D4BQM+@7^J/MR/(A8,4_X&=]9[M;L]J_5>&$0KM4\=J_I;P#R.4:>*S::^*U.+]/>G_ .V_I->ONP_#GT]!]%%>(^.?V[?@_P##KX[K\%/%5RUNBV]_:]<+?Z/:W+RO^KT2U>A_/^5Y/FF= M59TL#1E4E&+FU%7:BMW_,#=O1:GMWX48'I4.GW]MJ5JE[93QS0R('BFB<,K MJ1D$$=01SFIJ)-25T>:TKS*NTQJW;##BO(OC#^Q#\ ? C%;SRZGX(AT MO4IE8KJNBX@E#>I &U^?[P/U%>PT5Y^993EN<8=T,;1C4@^DDG]U]GYK4]#+ M8Y&<5^DG_!22RT>X_98U6YU55|^WU"T?3V;&?-\T M#CW*%QQVS7YLKG)R*_BWQ-X7P/"?$SPN#;]G.*G%-W<4VURWW=FKJ^MFKW>I M_;7A=Q5CN+N%UBL8E[6$G"32LI62:E;9-IJZ6ET(]+0=1117YZ?HQ[E_P3DU M"2Q_:QT6*,?!?5C>1-]/)9OYJ*_38=*_,W_@F_I\E[OO*_%@?>>5XXYYG.3 M?V?]0Q$Z7-7]^_>\RM>S5[?=K[?7<&];P)R'\<[_M'^T,-"MR>QY>>*E:_ MM;VNG:IE>J\D>[_\)_VL_\ H=;/_P $MO\ _$4?\/)_VL_^AUL__!+;_P#Q M%>$T5^!?Z|<9?]#&M_X,G_F?T%_J'P5_T+J'_@]'^1]3?L^_M|_M+_$#XX>% MO!/B;Q;9S:?]FLPV|["NDPHS1LV" 54$?45^0Z5^3?[(W_)T/@;_L8K7_T, MU^L@Z5_27@GG&:YQD>)J8^O.K*-2R]&T>E+17\;G]H#6&!D5^H7[!*?| &)WA4* /W-Q_Z425 M^7K]*_43]@C_)-/\)_L9__2B2OW#P%_Y*K$?J>9?^EP/PGQ_ .23P_| MU^C_.D3,#]O[]FEOC?\,&\4^&;'/B/P[&TUGMC^:Z@ZO\[G^>)?H8[FOS: M RK5^U$T9D38 /QK\)Y?^"C/[,P^$/QG^Q)\+6+?\'XFF:25(X_DM;SDO'QT# M ;U_X$.BC/TWC;P7S17$&$CM:-5+MM&?RTC+Y/HSYCP-XVY)OA[2WO*BWWW ME#YZRC\UU1\YXQQBB@=**_FD_ITUOA]X]3?"_QI8^._"%_):W^G3K+"ZYP_ MJK#(RI'RD=P:_5']G#X]^&OVA?AK9^/-"F6.;'DZI8F3+6EP -R'U'=6[@_6 MOR8.<<5Z5^RE^T7KG[-7Q)A\0P,TVC7C+#K>GY)\V'/WQ_MKU'XC^(U^I>&' M'E3A'-/88F7^RU6E-2RO937IM)=&W:1^4^*7 $.,,J^L8:/^U4DW!_S+K\^N M\7TEV39^KP8-]2U5U?2=-UC2[C2M5LYXK:ZA:*XAD7*NC## ^Q!JGX/\6^' M !CX8L_%?AC4H[S3]0@6>TNH6^5T89!]0?8\@\'&*U&'F1X ZU_9T94L114H MM2C)>J:?YIH_BF4:V'JN,DXRB]5LTU^*:9^3O[47P'U3]GKXN7_@\>VD&FS, M;C0[F0Y$UNQXY_O*^1GN*\[K]3/VN?V9=$_:/^'$FC,L,&NV.Z;0M0D_Y M9R8YC8X_U;\ ]<$!L$C%?F#XL\+>(? ?B2\|'^*|)FL]0T^X:&YMY4P58'J1 MW!Z$<]Q7\4^)?];A'.I3HQ?U:JVX/IJX/LX].\;/>]O[>\..J/&&2QA6D MOK-))5%UET4UW4NO:5ULÜ>C1117YQ?IPV15V,=O:O7O@7^W%)/?@9$NEZ5K? MJK:3&H"Z3K1,J1@=D;(9H/#CVKR.BO1RS-LSR7%+$8&M*G-=8NWR?1KR=T>9 MFF397G>%>'Q]&-2':23^:ZI^:LS[D\& |%;?!MS:JOCKX5:K9W 7#/IEXD\; M'UP^P@?]]5N:E_P5?^!EO;;]-\&>)[B15^XT$*#/U,I_D: /^BOT2CXS<4Z M7(ZT9/NX1O| @DOP/SBMX)U:W.J,XKLJDK?BV_Q/JSXF_\%7/B?KD$UE\, MO]GH:NI"WEU,;J9?< A4!]B# ^-?,_C+QMXM^(NN2>)O'/B*\U2^F.7N+Z8N MWT&>@]A@"LNBOC,]XLXBXEDGF6)E42VCHHKTC%*-_US[;(>$.&^(M9;AHT MV]'+5R?K*35[% Z#MBBBBOG3Z0*:Q.3AN@!.!R>:5FVC.*^E_P!@/]C^ M[^+'B6W^+OQ!TID|-:9/OT^WQC4;A3QP>L2GJ>C'Y?7'N<.Y!F'$V;4\!@X MWE)ZOI%=92[)?CLM6D>#Q)Q!EW#&45,?C)6C%:+K*72,>[?X;O1-GT)_P3K_ M &<[KX_"|\^-?$^F^7KGB;RYV5E^:WM<9CCSU!.=Q'J0#RO'T=3855(515V@ M+@#TH=]@R17]X9#DN#X=R>CEV&^"FK7ZM[MOSD[M^I_ O$&=XSB/.*V8XI^_ M4=[=$ME%>2227H<3^T'\8=*^!7PNU;XB:K/&#:V^+&%_O[EOECC]VQGT) MZ U^3?B7Q+KWC+Q+?>*_$U\UU?:E=/<7D\B\O(S%B?0<]AT [5](?\ !3;] MH&3Q_P#$'N'X2>';M6TOPRY-X8V_UMZP^;/.,(ORCW+Y[5\QU_*?C%Q;_ &]Q M#]1H2O1P]X^3G]I_*W*O1M;G]:>#/!_]@\.K'UXVK8FT0C^0^POFO>?]D]CV# MJGC]MGXP?L\.FE:?>?VQH? ;1=1D8I&,Y =.,F(0$>QK[.^$ | P4/ &=O MB5!%!]WB9O#>H,JB2UUL!$W=PLOW"],JSM/L*_-&BO%X7\4>*>%Z<:%.:JT5M M"=VDO[KNI+TNUY'M\5>%?"G%51XBI!TJSWG3LFW_ 'HM.+];)ON?LEH/C/PI MXD@6^T#Q5I]]"RY66TO(Y%/XJ36-\0?CC*/AE:2:AXU^(FDZ>B+GRYKQ3(W MLJ EF/T!K\A9CQ%F<\?CIK?W65D%!('\/?@44C M*7&T GT"KG->0>P?6'_!*'P'>:E\2_$'Q)>#_1-+TI;..3LTTSAL#2}<_[Z MU|\CI7B_[#'P-G^"GP%T_3]6CQFJKM_:*L>L;NHVQ)/X4Z=P"UN^M>T5_= M/AKD=3A_@W#B>K&U229@J9-?D*@{*\<-Q_XM%XD_\ !+-_\37YAX^83%8K M^SO8TY2M[:]DW;_LK7MZ'ZI]W&83"_VE[>I&%_8VYFE>WM=KLY.BNN_X4\ MJ?I^.E?U#X$8;87(<5&M!Q;]J M4U]B\<_E;QZQ6&Q6?X25&:DE2?PM/[;[!117[F?A 4444 %%%%>E?GG_P M56_Y."TW_L68/_1TU?H6QPI)}*^#_P#@=I=\-/B)XV^.FGZIX\"ZOJENGAV& M-I['3Y)55O-E.W*@\X(_.ORGQGH5L1P3*%*+D_:0T2;>[Z(_6O!7$4,/QQ"= M62BO9SU;26RZL^2**Z[_(4'\N5R?QG^%GASXT_#W4OAOXI7%KJ4&Q9E4%X)!R MLBY[[<'],]=91@J*_J3%8:AC,/,A7BI0FFFGLTU9I^JY5PV)Q&#@$*!"3C M.#4HM;IW37HSI\ZE\//%5HT5YMRT3,E(61?X9%SU5A@@^A M%8M?!D_P49_97OOBEX5A^+/@;2)KC7]%4!W5K;Q[GO+0MT"CDNA.1C.5++TQ M\4#X"?&]N1\(O$G_()9_P#XFOXR,2W6S M\U?9H_NS@GCK+.*.'Z>+]U8PJKW:D7)*TENTF]GNO)VW3.2H9=PP.Z[_(4' M\(_!R_#?XQ>"=8T_4]%B5,'4[398EO+88 5F8 >8O3W7!YP:_1#P=XLS*G M%9%F5.:20[*4HR]7!MKYQO\ X>R/YG\9N$?974@V[>UA&4=71JB2?RG M;RE_,SZ(=_6O$/VNOV./"/[1VD?VE821Z9XHLX=NGZH(_EE7KY4P'WE}&ZK MGCC(/N-!&1TK]RS,*,OSW+YX++&TU.G+=/\&GNFNC6J/PK**Y^OU\^)WP,\ ?&3PZWACXC^%[?4K7DQ^8,21-C&Y!W*WT/UKXV^.?_!+'MQGHMU<:S\$=+O!G/.K_E1_6'!_C7D. <4XT,V:PJ,JW_#D^ZE]GTEHOYF?)E%,?C3X M;>/OAS>-I_CGP,J6E2*VW%]9L@)JB1@_AQ6%YL9&=U?CE:A6P]1TZL7&2W33 M37JGJ?M%'$4,3252E-2B]FFFGZ-:#J*3<*-PQFLC86BCC, M6/IBOT7ACPOXJXFJ1DJ3HTGO.HFE,^[^>7E96[M'YQQ5XH*<+PE%U56K+:G M3:;O_>E\,?.[OVBSYV_9%_X)\^)?B=:_:#XS64VF>'-V^WTV3,=QJ{I9P"HKZNK3]K2E"[5TU=:-7ZKS70^3I5/95(SLG9IV>SMT?D^I^.GQ\_ M$;X>>++KS1?B=H-Y8ZLUP[W!NL_OB6YD5^0X).=P)'-85?L%\3/A)\|\ XO:(M_AOXA>$K35+5ON?:$&^(XQN1A\R'W!%?(OQF_P""4-_'--JWP1\7HT!Y71]-M;:R?[DRC#?\ @/VBJ+U6TO5:O^5'[<\(^-W# M^94XT,U7U:KM?5TWZ/>/I+1?S,^-Z*['Q}^SM\;OA7>2VOCKX;:M9K&V/M0M MS+ WN)4W(1^-<;N&_TK\:Q6#QF!K.EB:/HJKAJD9 MQ>SC)27WIM"T4@=&. P_.@N@.W=S[5S'4+12!@V O.3@8'>O0_A=^RA|>_C% M>1P^#_A]>+;MR^1:A'JGMT7UWOC=]%R?:NS Y?C|SKJCA*4JDWTBG)_'=?%U8TX+=RDHK[VSSW..2:^LOV!?V*]7^1ZQ8_&[XL:0UOI=JXFT/3 M+]$%KR0'S,KH! +$].OJWL._!-?P%\;,B#Q;\4+F/Q%K4;B2&WV;; M.V8=""%/,I[Y;_V'G@[7PF)AF6>]0Q:E&EH M]5JG-K33?E5_[SWB?S,XC>,U\&86>69"W:2<9U=5HJU!.SUVM24=.@HK^C#^,QLL? F)MSBD2$)WHHH 78*-@HHHN UX=W1]DHHH **** "MBBB@ IHHHH &R1@5&L 5B=W_UJ** ;!1L%%%%P#RP>YI/*(.5?\ 2BB@!]%% M%_":N]=N:8D.WJV:** ;!1L%%%%P#8*:(2""9.ASTHHH DHHHH *:\0)@&F MO/A%%]N[=6T[=_ ?18R%Y445Y^.RC*LTBEC*$*EOYXQE^:9Z. SC-LKDW@L M1.E?^24H_DT<9JO_2V_93U"?SK3_A(K'1,?5@V/QDC<_K5&S_ ."3_P"S M;-NF\2>+KCG/[{4;8?^@VXHHKYV7AYP/.7,\OI?*-E]RT/IHX^(O',(JS"K M\Y?7WO4Z?0_^"/C^>N(L MTING,QE6I%[J4Y-?NVBB@!GV9<$ M>O7BN+\8?LU_?Q}.UYXO^%&A7MS(27NVTU$F,ZNH#'\3117+BL%@\=3]GB. M<9Q[22DON=SJPN-QF!J>TPU24)=XR<7]Z:9R=U^P^^RA=2>;_P *JAC_ .N- M[.O\GHM:?V OV4+63S!*;>0_]- KR=OYO117C_P"J/"O-S?4*_\ KU# _.1/ M9_UPXLY>7Z_6M_UJG_\ )'?^#/V=/@?\/+Q=2\&?"W0]/NE^[>PZ:AG'TD8% MA^==B;<'^*BBO:PN#P>!^SP],,(JHH17W))'BXK&8S'5?:8FI* GRAPHIC 16 image_0a.jpg begin 644 image_0a.jpg MB5!.1PT*&@H -24A$4@ 38 D" 8 #U1;-_"7!(67,_[# M _PP'\ZAD*-DE$051XG.V=+:@53Q3'GX4!=G=W!S9B83\# UL$Q<3N M1$S>4Q%%%#M1_S$P0,0]1\%%16[4>SNG!_?@;W,[)V->7??W+W^S@W8L8-U[=15 MF@?V6!_8A_F#%#YQ_2K@M>W9LT539DRA:6F MIDIE)&P$$5)P<'7O@MC@) M&[S#\N7+2V6PN4^?JE'SHNY(V @6MHH5*!)3ITY%_D.PQGSY(LTC"LZ,_M-V_8G#E5,.@.WQ4G8$/>S"^G)DR>Y[79(V @BA)@4MI_?I),F3))\;)L/VI; (IA4W\%"U:E#UX\"!P>YR$#?;DR)%#*KMY\R;+G#DSWP<1$C:"""$FA0T] MCA 3L<<13=$[=^Y(\UF"_?O7SZM>?/F;/_^_9[K]^H44,VO L);KEPYJ0Q> M'.:'P(F0L!%$"#$I;/7K$BA0IPF-M0>+6>=" W M;]^H<@C8H4.'I#(2-H(((2:%;<6*%:Q&C1I2V?;MVUF7+EVD,I7@]K5BZU?MOSY0>YR$#>DENW? OCBJO7+DRWP<1$C:"""$FA6WJU*F\62F"> !82=&_=NA4I M4PQ.\>/'6;UZ]0*QPQ[#$[>'IJ8J01K4R8@-7!_IR%52-P=-&B05?"YK82G\%.XM\A+,?#1PX MT,BVTH/^_?NS=NW:264D;&XKB?$D#\M%0K@C'J>P'#.3PE:_?GTV>O1H(]M* M#T:.&L7JUTPEW'3PA;KV#:=DSR>%X0J-B'&*-Z_?\]FS)C!$QF1X%BB1 D> M]#4UW[IQR'3IU)2Y7N'!AWJS! <)NPXG6<_H_"5JU:-39AP@0CVTH/QHT,QSL0 M1((0-K7-FY=_<'VAS,]T)!67+%F27X=B4C1 SV^=.G6B\O(B M-EF&6.1E,%NB")N(R@XT-88/\'Z%ZOOW[SRIN7:Q1HT;*Y73J2ESNR9,G M/$T 38.PDNC"IL3Y@?DAMF#[XD$QHN6+EU:*@O28U/5-7J"T6ER__Y]_L'O MC1LW^I>O7IU=N3(9ZB(O9&/W\[F!4J5(A=N7+%V1:50?.Q;7_&$+%RYD M9/5UB/'CW8JU>O(O.I3CC\QM 3]"Z1M??M6L@7EV F4>]FA@^H@8)_AM>DLYW<. M'8O\Q^]FS9KYFIXU:U;V&\ -]>V;5O/9\Y%"9MJ;!MR7JT:<,5 M%0*# .JD29.4.U2K5BWN-J*[&2(Q=NQ8-FS8,->=M\10L_9,.@'JK*]]^{<*X4(+5BP0#KAW(Z3_7>LQ\4M1. E3":%#6D4 M\^;-"VQ]HI'M<#A$1&%#LZY%BQ9LW[Y]_#^^\=^IN6='5=>Y/+ZFXZ8+H+"I4]!#QLNSX61_$T +Y6*+GJ2-L01X774Q[M;+-FS9+6G2@? (\-GKV(O2F*8X=K#K$N?._7U1UG3%C1DD8K?&V?]:\'& M:P<^B+=A>)J5,VA-0PP.S\B+LD4TR&EL&TYX>T7?(-4.7,QXD;5NW9HW2:QY MQ1WQNF#@=>W=NY? _QL/RQ#B4EQTZ>)WP:%Y=NW:-#1DR1'JPH%==N6W/^J!1M/6# 'YW\KMO^"\&70'$]JNW;\KMZ1PS59G.]""/BRXFA>W_$F.#9X=Z6[Y\MN=;Z@_;81']-FW:E*U>O9K_AS>'^'L^-6O6C+9%99!];!MZ4MR\$G%Y/ <* MPTS03(.[B*:).-V*#SDMCPQM*QB/N,^E2YAPFY4&F)&(T:,X%ZDVW)^Q@%Z76 Z=6R!EX@@Q@9[[3&VM*Q/YSB) MOX,\+KJ8]-B0Q^8GD(YM=NC0(OZ)O!$%LMSPVQ%KA_5B/$#]^-##O MT72*ZOLLK-NW3K77E&OZ0'[QWB]$85?Q-LL7)(%L&]Q "UB*>A:!.]"@ M@?24 '"YHT>/\KM"EBQ9>+P,RXG3$6B&J^G6[,&.H2D#&T2\[-!!M<_GSY_G MG0?%BQ?G=P'$&,;&<.]3[?E_(P#]-/T]5O^%HA'(.:#.RQB?3A)8EF?SG$2 M?P=Y7'0Q*6P0*S\I.M@F'LV-0'=ZVJ.[+MCD-O(N97BTX'!R14K>2^WEQU. M7C;$'6%N]&.M!2Y/V-"L2V$,/ V*Z_622SHK@LM#^R#R#\]\H @$A733_?02<9&;QV\5['7 M+Y["1D_W((@$P?3SV-# <]D(4'1%(LU"-2U6=-=%SV,CB 3!]!-T_8B *#CH MA$+\]>S9LU'35,OI-)MUA8V>H$L0"4(\WGE@?Z.Z';O@(!\J2;V)' GB\/#9Z MYP%)\)#@>$L5!,X-E> @)0;)WO$2-GI+%4D/%XKRA2#=Q0"0Y2&/#*TF*#S MV/PV7>F]H@210,3C3?!!OY3%!,@-I3?!$T2" &&#QV+JXDQ)26$3)TXTLJT@ M0>]L.FJJ5&:Z[DQ"PD8D-*8O3N2FA>7%+3HD)R='ADI9D+ 11$@Q?7'B80>J E6%780.^LO3>7A(T@""%!^\"".S<;P"BP !)14Y$KD)@@@$! end GRAPHIC 17 image_1.jpg begin 644 image_1.jpg MB5!.1PT*&@H -24A$4@ #1L 5 8 \2M@B "7!(67,_$5E M 1,Y0%USO"5 :@4ES051XVNS;00D 0 A%0?/9:9,93DNL!V&$7&@&/PH]\ MU9(D29(D29(D29(D29(D29(D29)N%S\XI"1)DB1)DB1)DB1)DF1L M9&PD29(D29(D29(D29(D29(D&1L9&TF2)$F2).G \PH M M @'4# #__^S!,0$ #"H/5/ M[6$-H M M !N M___MP3$! PJ#U3VT*/Z 3@;T H@@:O$;_-K@_!)14Y$KD)@@@$! end GRAPHIC 18 pro-20241231_g1.jpg begin 644 pro-20241231_g1.jpg M_JC_X 02D9)1@ ! @$!+ $L #_J0 L4&AO=&]S:&]P(#,N_X0DE- ^T M !]+ $ 0$L 0 !_^Y&%P+S$N,"\ /#!X<&%C:V5T(&E9VEN/2+ON[B(&ED(2)7-4TP37!*96AI M2'IR95-Z3E1C>FMC.60B/SX*/'GZ>&UP,65T82!X,6QN#IX,7!T:STB061O8F4@6$U0($-O&UL,G,Z>&UP/2)H='1P.B\O;G,N861O M8F4N8V]M+WAA<"\Q+C O(@H@(" @(" @(" @("!X;6QN7!E/2)297-O=7)C92(^"B @(" @(" @(" @ M(" @(" @(#QX,7!'26UG.G=I9'1H/C(U-CPO>&UP1TEM95IW:61T:#X*(" @ M(" @(" @(" @(" @/*AM<$=);6&UP1TEM9SH M;6%G93XO.6HO-$%!45-K6DI29T%"06=%0DQ!17-!040O-U%!#AF2'@X9DAX.&9(=T5(0G=C3D1! M,%E%0D%91VA54D92;V9(>#AF)B-X03M(>#AF2'@X9DAX.&9(>#AF2'@X9DAX.&9(>#AF2'@X9DAX.&8O.$%!15%G M055!14%!=T52)B-X03M!04E205%-4D%F+T5!84E!04%!2$%114)!445!04%! M04%!04%!05%&07=)1T%104A#06M+0W=%04%G241!445"05%%04%!04%!04%! M)B-X03M!44%#07=11D)G8TE#46],14%!0T%1341!9U%#0F=C1$)!24=!;DU" M06=-4D)!049)4DEX459%1T4R16EC64553?!':$)X5WA1:5!")B-X03M5=$AH M37A::3A#4GEG=D5L47I25&MQ2WE9,U!#3E51,FLDA41#!U24E*.M,TU*0VAG6FA*4D92<5,P5G1.5DM"DI$4D1G;&357E7 M:5DW3$-",U!33F5*16=X9%5K=V=*0VAG6DJ6D9':61K9$95,SAQ3WIW>6=P M)B-X03LP*U!Z:$I3:W1-5%4U4%)L9%E75G!B6$8Q95@Q4FQ:,61O85=P&DT*V]F8CAN6C9F=%A(:TY3.4HK>C5S M)B-X03MS>E9U,%DY-38Q:2\P;E)&=7)&>$A-6FM1$]XCF4O>59G-W9T3&]V-59Z.2]W0F=D+WES9GI.+WDP<"]Y2VHO04M9+WE69S=V M=$LO>7)N-R]S1'8K5FHK8E X06QP5"]!2D92)B-X03LO=T)-9C5+=V0S,FQF M-

59Z.2\R0F9(*UI8;7!$5G!O<$(T3D5V+T=V2$%E>6-"-D@U5&1T2"M/4'E:,7!/=&%B<3%T.5ES6FA+9S)D96I+9D)L3S1Z4S4Y4%!%86M+ M9#%G,45-;W5*)B-
X03MT1S53,T]X5F)*2DA&1S!KE%S-V1M9S!M25A59S(K#AY6#50553)B-X03M34U-- M5VM9=7@V6EK84YV1E-64#191$5(;6M3 M235*,7 S;FIZ3EE%8TQX<#1X+W5U-
"]E9VIW)B-X03MQ,WA$-D1M2&PW3W=Z M+VAR,V)/6&DW47I1+VEV,S=S-3!$.'ET379M5T151BMO,T1B0U%MDE%14%G,4(S
M0D=A;#)ZFUC34U">4$K5&A(3$TX>69MEAF;&AT:BMR M>35F:C-04C9(.'ED.&XP*V90.&4Y;%=A>#)B)B-X03LU,WIV;F=N67$W1EA9 M<3=&6%EQ.4HO3%AZ5$Y/5&]T-
"].,%AL6G5X,TMR,6HY-D1C93)C.3)T;WA(M.35(-"]R96@W2C%H;"LW;#A0)B-X03LQ2F@K85 X07EJ4R\X>$UF+T57>D@W M2"]!3#'EW35I.*VXQ17-5>$M,,TMW=EE, M-
GEH=DE$>6AN44]H.6E/:#EX,WII.'5-=VM9;FU(FU):7IY1'@W>F(U>79. M8VYA2TET1'!Q2#DS0C!,,"]A:W Q4'0R>G).1&])-%):,VXS)B-X03LO<655 M,75V;&U.1&%
(9"MT:FUB0C$WE-'0D=K9GAO;W)1935Y5U!')B-X03M:>452>DQ(2FM%26U2-4(T5G)'C5P6EIM575Q2'1R M5S5U6E)$8E)0)B-
X03M.2S,R630Q3$UF;T=4;DU21FLP1W5%1$DP0EI::F]V M-5EA<&,X6F13:T9L0V0O5$9(;$DK:C16*R]W0VI.5G%/,DE2,F=/22]9-V)4 M)B-
X03LY:U1L=DTX22LQ;FUK*UAD0C!+179B>$Q'5D@W>3=L24PP-VMU962MP249/>7AX)B-X03MF$ES+T97:U5-)B-X03M13T-M;2MA1'1B55I)5$%I4TYN9CEK M-
F9(3T)-9T1U>7$T.&UE5C4P2TYP,%-G.31W67HY-FM:G99+SA!9F8U<&5H-UDO=68X-%!*F]C0FY!55$X>7IO,VY(67$Y82],0S9A8GDP66U. M9G$P-WAQ4$)302]W0W1Z;DQD)B-
X03MS47).9F50,E!59&IZ=D188V8R<$@K M6B]M1C-U1C!70G%2>%5K=39F=$]D,%$O-F\S+S)S>D]X.4Q1.%$Y951H.7-A M<7HT639C,D$U)B-X03MV6%)U>%9L4&QN>41Q5W-
2E14-U=Z;FMA*T@V,V-W-TMW1&U,*U V;&PW M*U=N;&UE3VM%8VQO+UIO-4=B9C-%:&9$:C=8>E)/.5,K2#9K)B-X03M:3WEC M36AT8V9X-7-
$.'IE4W14,$TKG#%O>2\W16YB,E!T;D]D41Z:G!M;S9P;W)7)B-X03M&:'@Y4V520DE88FEO4E1Y2E!5.59(M5$U(45IO63AN1DQO2% Q*T=E5$AW>#9L24Y*+TMU=VEO*W
S1%A,9#1O=C-A M9DEN-U(K:6U:)B-X03MU8G1M4C)G2V-(1#).16)Z3G-R:70Y13!3,$I264Q' M,E@W5&YI9U!Z63E4.#@P*V\Q2E!Q>5,K8G5D4'!14%1J:CAG:DQE94LT9VIN M)B-
X03MH8FY$37%Y4G5/:%9H54AF,GEU36A)06IK5V,T;4I)4$U)9E4Y2C O M53=F-G9F46EA3'%&2DEO9D5%14A)6G-%36=Q47-.;4A04$9,)B-X03MI9V%,
M0S4O>71G6%9R95F%M:F$K,"M%1W-I)B-X03M23WI,-$(R04@O151N4F1I4E!$22MB M>G9B8VAX4DAK=TQ.-#925G115&119T-P3'%!4'!'46XY2EI1*V]05E!Z4B\U
M4G!F.$%M2FHO)B-X03M!3TET;DTY:B]W0CDO;6PV8G1J*S4O>F&AJ+S1I33183#E:.35E-7AF45!C140U&UE5TE(9CEZ5')C9VAI:U0S M4$1C-
U(T>#)+=E90>7=J1G8U8G5,;50T565D,W(R-$EI:78S)B-X03MG-7I0 M8D(T#=F5DQK-TAS,U-J3&LS*VU03C=)<7%Q M:%9!0V=504=W04=C:SE903=&)B-
X03M867%S;FAI;FAE1UI"2D9)<%8P8F-& M5'-18TU:1TIS8S!3:4I#:GEE6#-N-5EA=S)Q5'@R6FI85"M664IP6#,T;F5L M1D1.5F5N5$]K)B-X03MX.7-
9*T%'5CA85VYM.&Y:1U1J26I81#5P>G S-54V M9D=1,F]88VQW9CDY>$%2E0T63@S;BMR9FUN<54S2U!4649T54]W;&LO95-F M340W22LT-6]C+V)5>G1!8U R;#9(0C)(0T\X)B-
X03MZ>&991TA8,F\S.2]. M-C$W8U!C4V1M:UEM;G-",DAY>E4U37,U;35',V-97DT-$AH;#EH6C-P=FY8>3%Q1D)&97!(268X0615,S=P<2M(>%5" M*V6Q8=C)D1&TW3GHT*V-
B2&QU;F=)27%.=V5H>DYC M1C)+=FYF3RME0V1I65G9FUJ+WEJ4R\X04U42"]!35)B3D8R4"]F9C5P9#"]C+S5W M951:,4QY-W-66F1(*UHO;4-/)B-
X03LS4T))8E921V]26#1/5V]O<#-E;C1: M<6HR4&E*4=424E236IY1%!(:DTU0TDU;#=,2G!Q-E0U M)B-X03M-=6)+2#1M=#=+8C1H*S O<'-Z2#973V-I379I-F=34%=1*SDV,#1V
M0S U:4]K5#EZ>%1/>&506$I(2DEW4TY3-TAO<6=K+V--0DE()B-X03M.24)0 M2C9R*U=';GHR=6I83#-%1'=3>3-";TI&2T5O<4QX27%"=%5N3UDW67EI5U%! M1W=!.4XR4FE-
8UI*1D5L;4]A;#)Z%5F:FUM>3ET>E P40W M6&5997=O1#8U12LW6FDR;V59=&,Q1G56-6534V=';U-V1D%2+VM,4F9W>E=: M9%AL>69626PR)B-X03MU3%
(T$$O2&4Y;S$O4U4Q8E-,;7=9:%1-=G=/ M9C)853AL4#A!=U%Z5DU46M9>49%4&19.&M:>$5O;7=62$LR M>#)+=7A63F1&.#!A,6\W9S)L=S-O9S%A,V8T;VHO3E0
MD=-96ID>$%E=F)K M,7!8.7!4,UA/;S!7=&IN:G1T26-W.&QR=$),)B-X03M4>3,S:65294HU-EC-%>5%14G1,3DEA2D=G2EEN,D%Y37!#27-M9WEJ
M17E.05=82MS+UEO9FUJ+WEJ4R\X04U42"]!35)B2CEJ M+T%..2]M;&@R)B-X03MX+V,O-7=E57AW5'DO=T(S1WHW,"M%134QY6#5P;"MZ<'-
O+W="96EF.$%%:4UQ;#)H9T@X46)O-D1/ M9C13:F]F>3,X,7E5-7=2=R]W0W9+:"\T9U=Y;5AA,D%D4V9G)B-X03LS4C=+ M>FYO0CA59D(K5D=S=%0Q-
W4S:G(Q0S@S22LY5GEI6&)74&]#,W@W1GED4T=: M*U=F2C)M-D5H94]S.39W;SEY-&]A94-$.6M:)B-X03MQ3EAR-35T:G1(=61V M<$Y"1$1U3C5D-
F1Z=WAZ=WE1>6IL1DMP4C%Q4E971D-+:F9P;49'4D)S8W7AB53E0)B-X03M46514<#9G378O2G=T;5906#5P8S5(M-W9U8U=':'=X-5)(,R]!2'!KG=K86E14S-
Z,"M3231P4DE(=5)E5W1,E(Y-S%865=,:'AM M6#@T+V-W#-*9FU/-41S5E10>3%Q%)80WI$>&I9,&-F9'9M M5'!--7A:0DPU)B-X03LK-7AD8F='6$9+4'DY-S%F+T%V;% O<3-
*+W=5;B]. M5V5I9GEJ;B]N9F,K8F9Y9&4=H=R]Z46IB2%-.3'-#>'-R M4TLS6B]T3D=G56ME-4=5-4TX-2]54U$5$8C9C9UI!8WEZ15-E45%K=74V M2D18,611=&M)-TY-9U
S5GEQ)B-X03M7<'A$;DM0>D1B2%,U5'EJ3#5&=E5. M6C S5')63'4X;D56"]X34QM1DQT8D%/<%!W8S)0 M63)O4$U!9D9!5"]M=F]Y,3E#,'5*0T]N4&=G4#--,E53-
V)X.4EY8VE064]5 M)B-X03LX-5)(>EI6;S)R,FUR869&9E=P7EJ>$=V,%!8.6XV9D)01D=1:4PV M.60O:7AE831U2C(U5%-V2S,X>G-74#0U&QU;GIY>%1%:#!A=%1P-#591T5U ME1-
6&MB,TIR;D3EV:GAI15)%8V=O-4)M>5@X=F1-82LX>7=/ M)B-X03M25TMZ0G5*1#=RE)K M4T%D>'IB6C1:>$%*1D-82D4U63%/6E9:4W)!1E-+14AC14A%:%%8;% U:V58
M'(T>'A.*W1$ M;6-/,#E14#1V$@X>C):9DQA;%-62G5%0F]A8F-7>E9D M)B-X03MS2#EZ+VY",B]99W90+VUN.41Y6$]5979D:7(S639D8F%L-69J'5! M>4]P<4-$=4-
$;EAG9VEW.%A))B-X03M%1VIZ660K6E!L=#%A5%9%-F9Q9"]P,7=,:7EN94-59G1)96\X1TA1:C)/
M5S1S,#A:=4IO=%=81$1)2VM,1$Q,6#@Q9&)J:D,S1G1"3WE5N3E902DM:=5)S=3-X-#1W1E)&0E-Y1$YW0DI!07%431D1S!N;$]V1RMU-E-803=Q0CEH)B-X03M0;T(S.3@V-
W,S4V5$ M:C,K<5A0.51X;F%M$Y',&%A-W%06$DY3S)5.35' M-F9D,5!Y>3=7-FYW8UIL,39E)B-X03LY<#!/;4]B2TDY3W9U94LR=6\S,7)E M0SAT-3-
J=6=3,W%Q9FE*2G%A*TYE.6,T-D=755IC44Y393%N:&A+4$-28U=D M85(K87I+:7@V)B-X03MR86PR2%=E,V]#9FUJ140W;2MJ3C-G-V(R$MO:6AI2$=#04=V14AC:VYU M5#-
Z439Z5U-Z>7,W06-G.41O=$9(5'=O8FLX>6LK66)M<&HU)B-X03MC,#ET M43$R>71&1E)*2W!F+U55.&Y0.$%W24]:3VMX94IL:DAZ8V)76F9$>%-L-4ID M;4TU3'-696\O;%
O=T%C83@O-6EF.$%J4F,V)B-X03MB"]Q+W!:=FTV9$B]!2G=D>#)(+T%(+RMA9C!0)B-X03M*B\X=5!.=G!/;6E8"\S5V99+W,K*S)B-W-N M)B-
X03M85BLW;'DV9G%E93=9,$9]>%DX*W8V,W!/9$4X,#@Q.#9F;"],2$I* M<4]]>#@T5W$P,6UO*TI4,4Q2:G5V*U0R-V)D3V0W43=,24IN)B-X03MJ1S-5 M9G%E;3=.-
U="06AK3R]1+W)90U)463EC,%0P1'-#=7A6,DMU>%9U3T]34C%J M:E5U-VUI;V]*2DHV04%944-445%304Q,,'IY)B-X03M2-4-A>F1.5#%:0CE: M1D=TG8O;&5!-V90<#!F6C-
:;D%E4$IZ-D1U95DW5#=6-'@T95 V M97 W+V0U33=Z94]H95DO;6TR)B-X03MR4'%%26MH6F1-:5=K16\S4FYB9&E3 M3V@W04AW>FUU,FIK37A9.4$U4%5D:&I'24=J-
GIZ64QM:V0X-T9867$W1EA! M1FE!0E5N64%D)B-X03MA-%505F9Y*SAP4S9813)O,WEC8C(T6&I(165S8UHS M,R]W07!V=WIP*WDY0V-9-
#5F569S1'EN83)V1U4X15!P2#)L3'8K5E)F.7)B M)B-X03LO<#,O04]V=5DO.$%)6#E0+UDO=&-N+U)"+U$O,E@W2&8X<6DO=T,Q M="\P-
R]W1%@S2"M1=C9F*W@O878K:40K:"]S=C)-<#AP*U=F)B-X03LX4#)5 M,70Y6BMS*W)*-FY0:#9D4&A#,'!Y9G=Z6C9(4BM"17AU-TQQ=&9R9GI%:$MU M1VA83S
W>DYC1C)+=7A6,DMP4C5O.'8O<#-4)B-X03M26F5V.5=P27-N<6-/ M9C)14E-N2F9(>'I%,75L.&5(1&1B=5IO9%@T12M+%$Q-65K:7!Y<%-V155R M5$XY0TY!1'5E)B-
X03ME;DQI:U0S<6U367-%,4@X<7)A-79P<#=A*RMQ=WES M5U=$,&594W4U05!.9'$Y3G,P95AS55-K5$=603E++V$W-T0R-TM-04I2-&E/ M)B-X03MT+W-
1,R]+;W8K,70O=T)/+W=$,3EY=BM1=C9F*W@O83(O-DE0-D@K M>2]9-&9L1U%14G$Q0TYW4F(O.$%8,T0O04-(+T%%+W,O0878X)B-X03MV+S!0
M.6PK>&YM;G=8549N1D1D5"]7<#0Q-'9C8V5(3VY1;&%T=C0W-74X55I2:4)) M.%(W,U%:6E)L26U)-%(S26I,1W1)3F0X:S9&)B-X03MR0F%74TDR.3 S5S1H
M;W)%+W=#55!S=#DQ9F9-2%4Y;EES=35&4S=W-T13.7 U8T]W3G@W:7=Z55!Y M<3%I26LR5GA&8W R1%9I9C=V)B-
X03MI6"]HCE1369T4VU4>40U=%)Q1W=,94)74TEJ.$=Z15!:;6-F=R]A2$Q(875N4#A8 M,D@Y5&-8-68K)B-X03MB6D14-FE52&1N:VI!+S1L6$1(G S-54V:DE682]U-#1%-
FQ)9UI(*U94>%5F:FU::3=%;69R24AU M)B-X03LS8TQ.,C=!9E)%;C,W33(P4'EN;VUJ04EAO,E Q96%#9$\S>$UJ9F-25#AC,7,K>&-O-45&,FU0='I%
M95EK14=0>30X,6LP*W))0C0K)B-X03MQ;% Q-58O2D]F=2LP3C,X#!U2G%%9R]W0U%"G-E2&-B>3=Y-EA69' U8S)X,FHS0E X>C-8=CA!+SEK/3PO>&UP1TEM M9SII;6%G93X*
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@,! 0$)"@<(! 4& P(! 0$ @(# 0$! M 0 " D&!P0%"@," 0L0 & 0,# 00"#@8&!P8#"0 ! @,$!081 M$@G M<4-C)74F4U16@<)$9,1%58M[C29)UCEO41DG4R,ALW3.S&ZNL U^GL
M#DIK=].F5T1AA-?1//Y<)]='\!Q- M+:T[B]C-OBZ/5FJJL?$@@5(6D^<^L/XQXZ;L?$*3DCD.2DUDS*@44+'*1TD'H1N2\D MLH5TR3NNJ=*Y9Z:
[MIZ$>^M/]D6[&3#9,W<8O&1&E6OE?/**^AL#'Q&GC\>/ M57F(M:L^ET<#+: T]+[F5DXKX?>QX5K0T!U#S'UK_E
M]Q"_!V'T.BG4M2,QR>ZR[N(]C+CD.DB83V5'IN4@GUD6NTEGIN/=6#[#--P MT=J34%]<\!46T$5M3T@.E==5] /0/33P4<-3?.DZPN.INCM*8VSH31U[=3WE M1]22R!EC3TEH>
[T!W"IUERCU7O,K(%/?+/42*FA'"F!K_SA\NLEW_, M?(3DV-OUU^09"_B>F[M:[/S633=O^Q+3;HJK3[I6NQ<;L!LMBJ>ZZ:Q+J?S MT(N/3_\ ,>;7F>?]]
I]+,=UG<=G*^^ZRSS*_P#R]PZT]'+W40T^".7K^N=7 M$EMS;S/?K4N]Y=Y/NEK5(6I=MGV5V*U+EF1RE*5,MGC-4DTD;AGU69==1F=G MH'0N. ;C\+B8&@ 4CL[=GP?@_!C'P?
#T>"UUD=T]SLNXORVH\]=/)<29LA=R M$E_PS5\SOA?5?7>-5X&=;6MF3:;*SL+!+)]-HITV3+)HUD1+-LGW'"0:R26N MFFN@R.WLK.T)-
K%%$7<^AK6UIRK0"]P^ZR.0O@T7L\TP;6G6]SZ5YTZB:5H* MT77#DKAH"+M(-Y=5;9M5MQ:5S1N]\VX-A+B-F\:4)-XT1WFTFZ:6TENTUT27 MVB'$N,?87;NNZ@AE?
2E7L:XTX*D'AQ/#UE<^TRN4L&>78W-Q#'U=5(Y'L'5 MP%:-(%: <>? >A9#J>>.<:%9.47,W*]*XEPW274\B9?7+)U2.T;I*AW#*B<- MOW35[=O3V#&;S;O;_(MZ)U
M/J&U>#6L.1O(S6E*U9,WC3A7G3@LMX_YU^7^-;/EWD%R))[:$(3^<%JUEFJ6 MT);2:_SIC7/<6:4]5*U4I6IF9F9F,,R7;ULGE:^]::QC:DGXF,V_,UX>[NBH M/0!P X#@MC8?
NS[D<'3W+66:?0 ??$HN^0IQ]Z;-4^DFI)XDDFJS]B_JT^8E M MM5K?X+FY(V[F\HP6LB(>T,C/N'A;N(++<1:'L4CH?33H-<9;LSV0R0(L[; M(8\GQ@NY'4^A[T+D?Y05N#
.)]RV'D]0=E.\.)ZGX=V,RD0^"(;CRI#]%MRR&-I^A*X M4\?!21TG\Y%V^9WHCU W-828"=<6HGA:?X+K*2XEM[C/0MTU+VD9#06IM]
M=R=&AS]2X3)6ENVM970/=#PY_'L#H3])_+CR4]=%[Z;.;AED>C=2X>^NWTI" MVYC9<<>7WM(67]'&,<>';%9R&OUM= 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 M 1 1 1 1 1 1 1 1 1 1 1 1 1
1 1 1 1 1 1 1 1 1 18LSWG'AOBU+A\C M5\8_SI WRVCPJYP%>'-8!J_=;;/0#7'6N?P^+D:*]%S=PQ M2FO+IA<\2O-.-&,<:5-* K37,O58\.,4-U%;F63YY(92K>QAN%W1D;B5&79:
MF94WBM:^I1%J2VWU-&1_=ZZD-Y8/L]WQS%'75C:8Z-QX&YNHN7I+;D%KRS^%5:R9-ZV"453 MA8=P9FM\@C5VE9-E=%B2EEN223<35U^:DV9HU,R(UZ&1%UUU+:^*["]3S ?E
MS4-A;N\?(MY;BGT/,?:UX^H>GU+1.=^=*T7;N/\ 9G2>4NV^'O5W!:$\>%1% M'>TX5Y$\>"F,(W7K7\E/FO\W>#\&JB,D["NLFO[\TGW5&HUG!BXV2R-DR21
M$2=%$:NI'M+/K#L,TK&!^4]09"8^/E00P^'\-T].-3X\.'A4ZKRGSI.N9B?R M+I3$VX\//NKBXIQ-:^6VVK[-!X4-3Q!Z1C^;ZS?DX\VUQ&E(HW AI-M?O>VHX&IR0:2.8K'T^EI"\]_
M.$\LO__'<1_H==?K<.R_8DV;_G*TIM_$^#[)9N&LGYN*9HVZA)I0DFDE7]M-"+B3]C> MT,SPZ.\S\3:4HVXM2/H^W9/-?#G3ARK6O/M?G-.X"WC+)<=I2=Q->I]I>@@4
M'#XO(QMIPKQ:34GC2@'LJWUI^;VMGSCB7BJ=I'2E?RUW+JK=*^]]GD?%7MSL MCGHK1H]RBU+[X>A[NCNNQ#0#Z^Y9G,1^UPZQ;2>SQX>S%%4\O:X#@?9X\,FL M?G0]U8Z?
E+3NGY?8H?*-Y%5_"KAUSS4;S]GB14>V:<MEWPX4X>6?$UXT&?XOYU!U>C-Z*!%?AP92E!04'ER6!J:U-?-'"@IP]>7(>1(SG7G(. !XDT&U<)\YULO>49G<-J.RD/BR
M.TN(QSYN%U%)RZ:4B=Q)!H!4[&XIZF'AAE?;;3R\UCTMPR+X/*\7RVD[9&A* MM7+%VDY)_8-)GJ_,=JF^N'JXX0W,(^JM[BVEKQ\&"42^O[7R M/IJ!NS3W?1VPZAZ6-
U(VRN3]1=VMY!3A7C(8#!Z1]MYCT$$[48;S-Q#R*;:< M!Y2X\S1UQ"%ICXOF6/7DM).%JE+L2NL)$IAWH9&A:$K29&1D1D9#4.'H<]C6D>@@D$<0:*0&F-SMM]:D-TAG\-E)' 'IM;VW
MG>*\@61R.[Y-Y'[%G\=1R_:Z[:_ECB/LY/Z-/W]/#W^(# OPN=^(M!^SMO=\F\C]BS^.G[77;7\L<1]G)_1I^_IX>_P 0&!?A<[\0#]G;>[Y-Y'[% MG\=/VNNVOY8XC[.3^C3]_3P]_B P+\+G?
B ?L[;W?)O(_8L_CI^UUVU_+'$? M9R?T:?OZ>'O\0&!?A<[\0#]G;>[Y-Y'[%G\=/VNNVOY8XC[.3^C3]_3P]_B MP+\+G?B ?L[;W?)O(_8L_CI^UUVU_+'$?9R?T:?OZ>'O\0&!?A<[\0#]G;>[
MY-Y'[%G\=/VNNVOY8XC[.3^C3]_3P]_B P+\+G?B ?L[;W?)O(_8L_CI^UUV MU_+'$?9R?T:?OZ>'O\0&!?A<[\0#]G;>[Y-Y'[%G\=/VNNVOY8XC[.3^C3]_ M3P]_B P+\+G?B ?
L[;W?)O(_8L_CI^UUVU_+'$?9R?T:?OZ>'O\ $!@7X7._M$ _9VWN^3>1^Q9_'3]KKMK^6.(^SD_HT_?T\/?X@,"_"YWX@'[.V]WR;R/V+ M/XZ?M==M?RQQ'V1^Q9_'3]KKMK^6.(^
MSD_HT_?T\/?X@,"_"YWX@'[.V]WR;R/V+/XZ?M==M?RQQ'V1^Q9_'3]KKMK^6.(^SD_HT_?T\/?X@,"_"YWX@'[.V]W MR;R/V+/XZ?M==M?RQQ'V1^Q9_'3]KKM MK^6.(^SD_HT_?
T\/?X@,"_"YWX@'[.V]WR;R/V+/XZ?M==M?RQQ'V_Q 8%^%SOQ /V=M[ODWD?L6 M?QT_:Z[:_ECB/LY/Z-/W]/#W^(# OPN=^(!^SMO=\F\C]BS^.G[77;7\L<1]
MG)_1K^EYY>'JC(B\@,!U,R(M9DU):F>G52H))27])]"]NV]H%?[-Y+[%O\ M'0=W/;630:QP]3_#?_1KU$3S$\4YKQ,,^1?#*%FE2MTOD/&*]G1/4R.1/L8T M?
L6,1M8V\/X4DC6_2K4^"]Y4WH4XHDD9=#4>GM&.7NWNOL;7\HX/,6]#0^99W+*&E:'JC%#3C]!9=C=V= MJ\S3\D:FT_=]0J/)R-
G+4$T!'1,ZH)X5]/!9,BRXLYA$J%)CS(SN[M2(KSX<=;B*LIC4E^+#) M333R^\|U$=4DM--$&,DTMI#4VMLF<-I2SFOLH(G2&.(NZ&EH<[B1P!1M\9A'3MA$TQ(897ASFLX
FK@QQ'#ZDK W[^GA[_ ! 8 M%^%SOQ ;$_9VWN^3>1^Q9_'6H_VNNVOY8XC[.3^C3]_3P]_B P+\+G?B ?L[M;W?)O(_8L_CI^UUVU_+'$?9R?T:?OZ>'O\0&!?A<[\0#]G;>[Y-
Y'[%G\=/V MNNVOY8XC[.3^C3]_3P]_B P+\+G?B ?L[;W?)O(_8L_CI^UUVU_+'$?9R?T: M?OZ>'O\ $!@7X7._M$ _9VWN^3>1^Q9_'3]KKMK^6.(^SD_HT_?T\/?X@,"_"
MYWX@'[.V]WR;R/V+/XZ?M==M?RQQ'V1 M^Q9_'3]KKMK^6.(^SD_HT_?T\/?X@,"_"YWX@'[.V]WR;R/V+/XZ?M==M?RQ MQ'V1^Q9_'3]KKMK^6.(^SD_HT_?T\/?
MX@,"_"YWX@'[.V]WR;R/V+/XZ?M==M?RQQ'V1^Q9_'3]KKMK^6.(^SD_HT_?T\/?X@,"_"YWX@'[.V]WR;R/V+/XZ?M M==M?RQQ'V_Q 8%^% MSOQ /V=M[ODWD?L6?
QT_:Z[:_ECB/LY/Z-/W]/#W^(# OPN=^(!^SMO=\F\C M]BS^.G[77;7\L<1]G)_1I^_IX>_Q 8%^%SOQ /V=M[ODWD?L6?QT_:Z[:_EC MB/LY/Z-/W]/#W^(#
OPN=^(!^SMO=\F\C]BS^.G[77;7\L<1]G)_1I^_IX>_ MQ 8%^%SOQ /V=M[ODWD?L6?QT_:Z[:_ECB/LY/Z-/W]/#W^(# OPN=^(!^SM MO=\F\C]BS^.G[77;7\L<1]G)_1I^_IX>_P 0&!?
A<[\0#]G;>[Y-Y'[%G\=/ MVNNVOY8XC[.3^C3]_3P]_B P+\+G?B ?L[;W?)O(_8L_CI^UUVU_+'$?9R?T M:]3$\Q/%.:\3#/D7PRA9I4K=+Y#QBO9T3U,CD3[&-')7VB-6I_8(=3-LAO#;

ML\Q^F,Z6U^ILIWG[%C"Z=%W]MW*]O=U+Y46M=,!]*^WD;6-O#^%)(UOTJU/ M@L@4W-_"V1J:1CW+W%]\M\F38339_BEHIXI"B0P;28-L^;A/K41(TUW&>A:C
M&K[0&N\6'.R>$R]NUM:^;9W$=*<37KC%*#B:\O%9CC-U=K\VYK<-J3 7;GTZ M1#D+24NZC1M.B9U>H\!3F>2R5'D1Y;+U\+A4.:0YI'I!%0?I+[M#\+Z("("("("("("("("("("("("("("(
("("("("("("("("("("("("("(M("("("("("("("+AS["!50I-E:3H=;70F5R)D^?)9APHD=LM7'Y,J0MMAAE! M=34M1)+[)C[VUM6>/M9+Z_E MC@LHFESY)'-8QC1S4R)%?
B*HZW>BE,3I#B4D:NVKW25(W17:?O+K'HGGL&XC'.H?,OW M&%U/&ENT/N:TY!\3&DT'4.)$0-R.^[MWV]\RVMLH_/Y=E1Y.+8+AE1P%;ISH M[,M)YF.>1P
)Z#P!B^Y7]9;F7(E2X/$F!8GQQ7.:MQ[>]6]F^4-D1&29+/>; MJL;BN.'[QM.P9B4?<[U:;CEKH[L:T-C RXUGD;W*70XNCB M8#_!-#).X#EU M-EB)Y]
(Y"!6X7SFVYN:,EKMSB,=A+)W!LTY=?70_A-ZA%;-)Y]+X)@WEU.YF M-_DSR9Y_YB.0CDGEW.A[(J=2Z>P M2CTIM3MOHCI=I;"X^TN&S0M&L;R5%O1L=Q)$E9ML(4I)$1
MG[J=-8:LV7VKUOU/U)@[":Z<#69D?D3FOIG@,@^XW?';7 MHCT=J;*V]DPBEO)+[S;"GHMKD30-J.!+8P2 3P%)(N)_6?Y&J%Q8',W&..9 ME!3HT_?
85*D8I?)1J:CE2*N>JXI+.1_5[;1UK>FAZZD>Z+>LNQ72]Z'W&ALM M=6-P>(ANFMN(:_6B1GE2QCQJX3GU>B;VWGSGFML:Z.TW-P-ED[0<'7%D]UI< M ?7NBD,T$KO#I8;9M.-
:@UE&X?\ 48\3^8U1(4#D5G!LAE]M*<;Y+CIQ&83K MI:(8;N'WY.)3)"W"-*6X]BZX:M/=]Y.L1];=L.\>AP^>XQCLAC65^/L3[RV@ MYDQ -N&@#B7/A:T#QX&D^-
MN];MYW+,=K:9IN)S,E*6V3:+-]3R:)G.=:/<3 MP#8[E[B:<.(KO P^S)99DQGFI$>0TV^P^PXAUE]EU!.-/,NMFI#C3B%$I*DF M9&1ZD-
R1R12.BE:6RM)!!%"".!!!X@@\"#R4JXI8IXFSP.:^%[0YKFD%KFD M5!!' @CB".!'$+ZC\+Z("("("("("("("("("("("("("("("("("("(M"("("("("("("("("("("("+7GFGRLX \?
F'#Y1Y)H:2V2P3[.*PW5W>82T.:D MPIG&*=$VW:8DK+:E]YMJ,1ZFIQ)$HRV9H39[SVSD+O[?9RTM)VTI)2T1LJY/FJ<4M&AHWHP[&I;9-JU] MY"UVZR]FYKVD)F:*
[$F49=;A9DDTJZWL&TIZCI_BJZMR/G09"9 M++:73K0VI#;O*/))'*HL[9XH?%I=>'PZH^848O*/G%Y4\O'(9RWF7+(U5(WH M708E*1A-
$N.I6XHDJ!BK=25K';/33XU4E>I$9J,R(Q+'2.P&S^BNE^&P5D^\ M;0B:Y:;J7J^N:^X,GED_\D&#F "H'Z^[K.X'<@OBU%J?(LQ[Z@V]H\6,!:> M/0^.T$/FM'AYYE/
$DD56J;CCCKBW75K===6IQQQQ2EN..+4:EK6M1FI:UJ, MS,S/4S&XFM:QH8P , H . '(>A1\>]\CS)(2Z1Q)))J23Q))/$DGF5^!_5
M^4!$!$!$!$!$!$!$!%_2,TF2DF:5),C(R,R,C(]2,C+J1D8$ BAY+^@D&H MX$+/&"^4?D9QJJ,6$\V+^C77706INRC:3,!TF"?D<3.?@B.;SXA]%EP))"/ M4)F_14J-&?.1[^:?+
(M3QXC/6HH'&:W]VG('ULEHZ*%I/B76SQZEOMQMZS/" M5^;$7DWCS-^.Y;A))R?3OPDN.9OAF^-N7\)R2?+V?#T7S9%/D[G2(U4LD^]%+WCV^WH(RZMVCW,T-
U.U3A+^UMF5ZI?+\V 4Y_?$)D@*\) M.7'DII:#W]V8W.Z&:'U)BKZ\DITP>:(;HUI3[TN!%@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(
M@(@(@(@(@(@(NTJKNYHI)3*2WLZ:66FDJJGRJ^26TS-.C\1UETMIGTZ]!Q+R MPLU;6PUF26ZF^E6=8A"CJH*5*VYI_N/W[TN6_D;6&H61 M,ITLDO9YXA2O*&X?
+$!QXCHH>%:T%-I\)]6GR^Q4XZ;RYPCD2.R1(6WEV&PH M;SK74NLK"G\1=-]"#T2XO?J:2-9+/=NU!G^S/93,!QQ\%_C)'<0;:Y%)
:6^<3[D=/ECY+%MEKU/WNQC.21J4FMA%J6ZV7N,]/= MTU/1>I>PR^8'2Z/S\4COJ8KR!T=/HSP.EK7U6XIZU)W1OSI.,DIVX:^+(+34,&-R+Z?$Y)KK)P)I0>=+]ZN)/ !EPX
MU\.5=U(,^#:0X]A6S(EC EM)?B3H,AF7#E,KZH>CR8ZW&7VE%[%)49&-#W%O M<6D[K:ZC?%TM1: MYI+7 ^!!(7+'Q7(0$0$0$0$0$0$0$0$0$0$0$0$0$45GK"_5-K?I=P[\B9<)
M?]DGZY)?S+<_=;95^?.4_P"'B#](I/[A>*KP+;50D@(@(@(@(@(@(@(@(@(@ M(@(@(@(@(@(@(@(@(@(@(@(@(N[I,ER/&I'Q>.9!=X_*W)7\326L^JD;DD MI*5=Z
^PYN2E1D1ZZD1F.!?XK%Y6/R"%VF+SF;P(%>*V MPP7U??*K&51FLKC\>\IB7B$ZBJXLA9EU4J"ZV6IZ(M]FFF]0]E&S^5#GX=V3Q5-WN.O6DXPM5QHO*/$N7X:XLDMO
M6>)VU;FE:ASJ2I#T6@.8;ACG>MQC!Y\.2E3HKYT'0>0BREF MHL9[S;I[3.,AYLST-*E)-*CC-J_8S=C0W7)J'!WK+-E:S1-%Q ./49;'Q37 MM/ M<003LX-3K>Z B B B B B B B B B B B B
B B B B B B B B B B MB B B B B B BQ'RYSSQ!P12E>\L9]08;$=;=1EF>6Q1 ^'6] MM?"JUQN-NYMMM)B_RMN'F+/&6[@2QDCNJ>;IYB"WC#YYB/$1QNIPK10T\[>L
MRZKXVD\=^/2:3HIEK.^1R);FN\T+>K,,JH1MI+86]EZ7/5U479M++@.50)+J1M>?!S8X1R]F;C45E;M?.<2.\W%[+X;I'$"_R7 M$\Z%T5E$Z@X<6/FG/,==N*$&
(#EOR*YNYUG+F\J\E9/ES9OG(8J)<\XF-0'3 M,SWUF+5J8>/5JR(]-S,9"S(BU,]"$V-&;8Z!V]MQ!H_%6ED[IZ3(UG5.\>B2 MX?U3/'J<\@<: 55;>XN].ZF[-V;K<'.7^29U]387R=%M&?
3%:Q!EM$?"K(FD M@"I-%A89VM7H"("+8;AKRL M\@> WFBXPY-R*DJFW>ZYB\N0B\Q%\S,N[OQFY1.IV77TEM4\RTU(T]CA&1&6 MM-
<[/;;;C,/]K,3:W%X103M'E7(]%)XBR0@=O;7'AU3:O<)[-WIK:S"2$%PX%[&-DIR>" 1,5P3ZR^.V1PZ7R&P)[&Y2MC M3F<\?%(M*,U;=%/V>)3WG;JM92:-5+B2K%:U+T)A!)U.$.X?
8SD[4/O]L\BV MZB%2+2\I'+]".X8!$\^@21P@ <9'$JRS:7YS?"WQBQ>\V(=8SF@-]C^J6"M/ MA2VDCC/&!2I,,MR2301- J9A^-N6>->8:!&4<89MCN;TAFVAZ70V+,IR"\Z@
MW$1+:#JBPIYQMEN./+:9?(NH(A"+5.C=5:(R1Q.K;"ZL+_B0V9A:'@&A=&_MBR5E>'7&YS:^*LKT/N)H;SN;VEV'M'#6-^)=1EG5%CK;IFO9*BK2Z/J#8(WX= M)@(\A_50\@^8%SJ7
)1<*82^3K"8>*3%OYE.C+U22K/-E,QIT-TT]2*K;K]I M&:5*=^Z%CFV?:#MKHEL=_J1GY>S[:'JN&@6S'#ZRUJYCA_KW35Y@,Y*G_>?Y MP#>3R-/\[?
%K9&'U6K;>E>ESG\U&=*ERITF1-G2 M9$R9+>XN+B[G?=73WRW,CBY[WN+G.<34N7N-9I0]A) MI-42-$R5NQ>J(SAI][X!V(OJ9DHC,S/3>LNW_:+775+F\+:LOW_'VP-K-7Z
MYSH"P2.'AYS9!RJ" %(?;SNMW^VQZ(--ZDOI,6PC[VO"+VWZ1]0UER)'0M/C M[NZ)W,AP))5B[PE\DO(KR%QUNZY8X$BX)CBX12:SDB):S*6LRMQ9:LII,#O6 M9U^J&XV:5?'IFN0G-
5=M6J=@K$W[VLVQVTR9L-&ZC?DUC?#>G>7"MRFX>D(\1A3%U19)DKX(KLGX/D6$X MDN"PBA]X$[H'<>@U'2M^A')2_0$0$0$0$0$5"4>BQ>0] 1 1 1 1 1 1 1 M 1 1 1 1 1 1 1
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 199XQYVYCX8FE.XMY M)R["E&\E]^'37$ENFG.H/5)VE ^I^CMDD?\ 5DQW4_T##=6;>:'UU![OJ]%6
M5^.F@=+&TRL!_FYA26/Z+'M*V'H/=K!5V;5J>VT]EF"I9QW*D-D:3-7, MI1:Z-L.4[?L^T>L/-?=C.G;\/O-NQ$&5L10.N[#IMKL#Q>^W>[W69W.C8W6;>7H-9FN#?++@ M/R*C-GQ?
R#56=U\.#).B3TL"LYVH[B-H-Z8 =!9F MWGRG1U/LY?B+V, 5=6VDZ7O:SZJ2+S(1X2&H6QHU@MUH"("("("("("("("(M"("("**SUA?JFUOTNX=^1,N$O^R3]:?DOP2<6-
@G*5\J@C&VDL0R=TLKQ3L-F9G&C5%Y\6FG:=W>^JO7$=5H M7O\ 0AJ'7.Q&U6X8?+J'$6XR3Z_?,]WN*GZITD73YI'@)A(T?6K?^V7=#OG MM*8X-)9^[.'CI]YW1][M.D?
4MAGZQ"#XFW,+SP]K@I?^!_62PB^5"I/(+"9. M#V#AH9L^-DFT?SF>EC\F_#:HLKFPR;.<#V'ZE["YCAQ:XA62:/UOI#<#"QZBT3DK/*863E+;R-D:'4!+'@'J MCD;7VHY
V1AX.:#P7MAT*RE 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 M1 1 1 1 1 18?YDY\XCX!QT\FY7S:HQ6&XW(56P9#WQ%[?/1DI4Y%H*&*3MK M;R$FM!*[+2D-;R-
Q2$GN&;:&VYUIN/D_R5HZPGO)P6];VBD,(=R=-,ZD<8X$ MCJ<"ZA#0X\%K7966A6&;8=DNFL+Y>4W,N?RID10^ZP%\=HT^A\GLS3T/'AY# M.;7,>%4MO7\Y-K+4?G839BS_"'B'5;[]
U7C'X;4EG;WV+D M^%',QLC:^#@']+A]2]M'-/%I!62:4UAJK0N9CU#H[(7>,S<7P9K>5T3Z5!+ M7%I'6QU*.C>',>.#FD<%,_XY^L7>5OP&-^2N+_G!#+MQ_P#,?"8D:%=MET1\
M3D&);XU58ZJ5N<>KUPS0A.B(KJSZP5W/[(,?=>9E-J[OW:?B?U(ST-;,):D\9F!6>;*?.6Y6Q\G![Y6'OEMP;^4K%C63CPZKBTJV*3CQ<^W= M"6M'LV\CBIR.,>6N-N9L9CYAQ?
F5'F>/OFEM@25-I=^ MZ]PF[&EL MD-+)2HTMIE]*3(S1H9&=?VK-&:IT+EG835MC<6.2;Q#96T#VUIUQO%62L)! M?&YS"00#4%6N:#W%T/N=@F:DT%D[3*8=]
7PO!=&X@'RYHS22"4 @F*5C) " M"6T(61!C"S1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1>?R MG*\:P?'[7*\PO:O&L:HXCDVVN[F8Q KH$9O35Q^3(6AM)J49)0DM5.+424D:
MC(C[+$8?*Z@R4.'PEO-=96X>&1Q1-+WO0)) !*Z?4&H<'I3#7& MH=2W=O8X.TC+YIYGMCCC:/%SG$#B: #FYQ#6@D@* 'RY]6J^R-5G@?C!\7C% M
9OPI_*MC%)K)KAI25,N'B%7*;5^;4)U)J-$R0D[$R-*FT0W$:G9!LOV9X[% MB+46[/1=Y'@YF/8ZL$9YCWF1I^/<.%8F'R.8>XWYQ3+YMT^D=AO,L
M,/[3),M(REU,/@GW.)X^]6'B6S2#WD@M MFV-G92WYUA/FR7%.R)P<96_?3(Y]%QJY MJ4^@S(UI0D]Q:?W.WTV[VHMW#4=XV3,]-66<%)+E_"HJP$"%KO!\SHV'CTEQ
MX*06RW;'NYOK=M.D,H6#O M&3TR^".!/EV1Y3&1R]R1%-J260957QRQRFG-+)UMW&,16J7#BNQUI0:),QR; M*2ZCN-+9UV)K6W7[KMP]QO-Q>(>
<)I=]6^3;O=Y\K"*$3W(Z7.#A4%D38HRT M]+VR4ZC4.'7 M&Z*O2)(!%Q3<0$0$0$0$0$0$0$5"4>BQ>0] 1 1 1 1 1 1 1 1 1 1 1 1 1 M1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
17>/NH[ZPED@O87A\Q[35KF/:0YK@>(M<""#Q!4L7C/ZLO+O&3D#&N;V97,.%(4Q'^>NNL1^1Z6*GW5O(M7$MQLNV),U M&BQ4F4ZKVS$D6@AONMV:Z+U6V3*Z ,8JZVKRK
#&T?R! M/%6';%_.([CZ$?#@]U6R:ETL"UOGDM;DH&#@2)31MY3F6W)$KSSN6C@K!7"W M/O$WD'BZ,MXHS"NR: A+";2 A1Q;['I3Z5FF!D-'))NQJ91J:62#<1VGR0:V M5N-
Z+.MC7>W.LMMIE0V1K75:+C MMK]W]N]Y, -1;>Y*"^M &^;&#T7%N]U:1W$#J20NX.#>IO1(&ET3GLHXYB&$ M+9: B B B B B B B B BBL]87ZIM;]+N'?
D3+A+_LD_7)+^9;G[K;*OSYRG M_#Q!^D=G]PO%5X%MJH20$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0 M$0$0$0$0$0$0$0$0$61N,N7.3.&6%*O@>0V1H-0R:
(UBGCKQ\N9DD9/$ MM4\/BWZN^,Y2Y7X=Y*UT'DM,:I,_&GEF2=TEA M4F&I:U*6B(TC4Z\-W.RO+8ALN6#F?(E]EDXYTC>&2@ !
MKIGE6W[!?./X+/OATUOE;QXO*N(8S)V[7&SD)X#WF&KI+8GA66,RPDDES;:- MJFDJK6KO:V#PK;"%(03D>7!G1"HLN*^VHE(<;4I"
MDGJ1F0@E>6=WC[J2QOXI(+V)Y8^.1KF/8YIH6O8X!S7 \"" 0>85H&/R%AEK M&+)XJ>&YQL\8?%+$]LD4C'"K7QR,):]KAQ#FD@CB"N>.,N8@(@(@(@(@(@(@
M(@(@(@(@(@(@(@(@(@(@(@(@(NHO\ (*+%::QR+)KBLQ^@IXKDVUNKF=&K M:NNB-:;Y,V=,<9C1F4F9%N6HBU,B]ICFX[&Y#,7T6,Q4$MSD9WAL<43'/D>X
M\FM8T%SCZ@%UN7S&)T_C)\UG;F"SP]M&7RSS2-BBC8.;GR/(:T>LD<>"A \J M/5Z@URK'#/%V S:34*>BR>6,DKU*JXZDD:#=P[&)S25V3A+/5$NR0B.1H,BB
M/H6EPI^;0=E5Q="+.[MR.A@(#FXZ!_QA\:7,[#1@ISC@)?Q^W1N!::JNX#YR M"ULC-IC8.%MQ= ECLM[R_)K-23FW5_82+&%TY:6]EB8A[,4+&L8*\S0#BYW-SG5XD=)
(0.307$]+&C@QC:,8WV6M "\D.Y6.H"("("("("("("("("(M("+(O&/+7)'#.41#EFF@]Q-;[8YZ/4V@LG=8S,QT]N M%U&O:#7RYHW5BGB)XF*9CXSXM-
%/MXJ^K=AF;'687Y'Q(/"V4+)J)'Y$K4.E M@EP\1&A#E]#6I^7B$M\R22W24_7FLU+4J(V1(*N/>#LQSN \W.[7/DR6(%7& MR?3WN(!5FUK=6M];1WME)'-9RL#V2,<'L>QPJUS'-
):YK@00X$@CB"N4/DO MN@(L%>07D5QAXTX+(SKDNY M*(RLW8]#C\
(V7\DRNT0E!E68_6N/,JE.H[B3>=4I$>,VHENK0DRUV%MMMCJS M=74+=/:5@ZY!1TTSZB"WC-?C)G@'I!H0UH!?(1TL:XUIJ;>/>K0>QFDWZLUS
M<^7$:MM[=G2ZYNY0!\5;Q$CJ(J"]Y(CB:>J1[12M5;RN\S>5O*_)%21MNJLXIP>QNX<:0B/:Y-*VU> M(T:E$E:BM]ZQR$5O.YI,< M#?C+F7P^+A;5Y%>'F.#8FGX;VK;^T^P^ZF]F1-
CM[BI[JV8\-ENG_%6<%>/Q MMR^D8<&^T(FE\SF@]$;SP4^'C7Z2_$'&)P,EYKEL7K75@DQ6@F.P>#<2/-#@Z^D; MQ'VP>Q;UX&D-9&D<+@BH-
O6QWS=FV^A##G=TI&:FU*T!WD%I9C87\#PA/MW= M.(ZKCIA>T^U:AU")8X4*%6PXM?71(L"O@QVHD*#"CM18<.+'0EIB-%C,(;9C
MQV6TDE"$))*4D1$1$(;3W$]U.^YNGODN9'%SGN))5B M%K:VMC;1V5E"#9Q,#&1L:&,8QHHUK&M :UK0 T #@ N4/DON@(@(@(@ M(@(@(@(J$H]%B\AZ B B B B B B B B B B
B B B B B B B B B B B B M B B B B B B B B B B B B]_QIRER#P[ED#..,\KML/R>N/1FRJGR04B.;C; MCL"RA/)=@6]7(6TGNQ933T=W:6]!Z$,XF7FR0VIZ7!9AH;7VLMM-
10ZKT+D+C&YZ#X,L3J=3:@F.5A!CFB< M0.N*5KXWT'4TT5D[PK]2W"_(%RKXYY4368!S \EF)7.I>.-B.>RM$H2FB?EN
MJ547\ESV5K[B^\HR*,XXI7:15EOQVJYW;9LVI]'F7):):2YXIU7-HWG\:&CX MR%H_EV@=(KYK6@=;KPNUWOETQO$^WT5N (,/N2X!D9KTV>0?RI YY/DW#CRM MGN/62!]
[CY;931$-3^0$0$0$0$0$0$0$0$45GK"_5-K?I=P[\B9<)?]DGZY M)?S+<_=;95^?.4_X>(/TCL_N%XJO MM5"2 B B B B B B B B B B B B B M B B B B B B B B B B B B B B B B
BW1\4/./E_Q5M68=)-7EG&< MJ84B\XUNY;ORESNK480IA]9).0R]M3MT3O'V_Z)W@L MW3W\8L]5LCI%?1-'F"@]ED[> N(A2G2\A[!7RGQU-9/]O7=;N3V^Y!MMBI3D
M="R2]4^,G>?)-3[;[9]'&UG-22^,%CS0S12]+:6C?'GR4XJ\F*;S+C*[*2J M,4=G(\8L.S%RC$K&0VI:8%]6(>>-HG3;63$EI3L25VUFRZO8LDU'[F;6:PVH MSQP>J[?H#NHP3LJZWN6-
-.N&0@5I4=;'!LD?4WK8WJ;6_+9G?';[?;2XU-H6 MZZRSI%S:R4;=6*E.9938%D>?S8BI%!QK12F#R">E M1&3$VX>-+[6,T;CG3XN2@U.DE?
P[4A2%H+=FT.PVM]X+ZN(B]UTY&_IFOIFG MR6>EL8X&>4#^38:-JWS'QAS28V]P'=)MKV^XPC4$WOVL)8^JWQD#V^\2?6OF M-'"U@)X>;**NH[R8YG,Q[CR@6_#Q2F3 MJI++
[T8W%.WEREI1DJ=,4Z\1J631,M*)HK8=J=D-"[0X_P K3MOYN9D8!->S M .N)?2 ZE(HJ\HHPUO %_6\=9HBWU[EMS]_LKY^KKKR-.Q2%UOCK=W,WBQ.CUE1-/,^,G9/= MM.-=#;O6[
MKJ]C]QU6&TCOH6CS#04:VX95K;B,4'!Q;(T"D[RA4U<^UDHYUI*:N)+ Z)[CU30RD-+;-WC=Y6\/^46,G><<7I(
MN8##2\EP>X4Q$R[&75[$[I]:AYTI5:XZLDM3HRG8CI^Z2R<2MM%4&Z6SNMMH M\M^3]46];&1Q$%W%5UM.!7X#R!TO %71/#9&CCTEI:XWM;(]PFVV_F"_*NB;
MNF3A8#,OA>?9Z@\.8W9,:L6\4!$!$!$!$!$!$! M$!$!$!$!$!$!$!$!$!$!%K9Y0^4/'GBOQY(S3-)!3KB<4B'A>%PY#;5UE] MTTVE118I*2X<.KAFXAAE:]$3*M,\Y:6Q-(X/D?
%%)4@YXY\Y'\C.0+/D+DFY]QY<_=S=[6V]>L9]9ZWN3->2$B*%I<+> MUAK[,%M&21'&T4J>+Y'5DE<^1SG'"XSI:P0$0$0$0$0$0$0$0$0$0$0$0$0$ M0$0$0$0$6:N&/'?F7R"N_D?
$^"7.4K9>;:LK=MI,+&J3>25;KO))ZHU-6J[1 MFM+2WN^\DC)IM:N@P376YNAMMK#\H:RR,%H'-)9&3USRT_FH&=4K^/ N#>AI M/MN:.*VCMALON;O'E/R5MYB+K(.:X"68
,MH*\:SW,A;#%P]H-<_S'@'RV// M!3L>-GI"<>87\'DOD-Y8I#B4F6Y-? M%,MR'&'DGJ*]-T^];4V=Z\5MG [$XLU!NI0Q]V\>EC/:BM^%:T,TG)S9(R** MV?
8_YM[1FE_*SF\]TW.YH=+A90&2+'Q.'&DC_8GNZ&A%1;Q2YQ]9)5DV'PV'T]C8<-@;6WLL1;LZ8H(M(V0Q1M'U+(XPUC1Z@ NX'!79("("("("("("("("("("("*A*/18O(>@(@(@(@
M(@ M(OTA:FU)6A2D+0HEH6@S2I"DF1I4E1&1I4DRU(RZD8_A <"UP!:1Q"_K7.8X M/82' U!'
@CQ"GN]/KU+'Y$BBX-\CKTG%/&S58+RO;R='5/*4EJ#CN=S7SVK M-W4FHMLXHCWEHSU.05=/*KP+;50D@(@
M(@(@(@(@(@(@(@(@(@(@(@(@(LI\.FTSJRV;/L\S :'ZJ*:,D%\%Q M&?9EA?0=3#Q! >QS)&L>VV%X>^9. ^6N&.3JE+6-\AX^PR6;8!)EI?EUJEFE MI%U3/*2TY;8S-
>/:A\D)6PZ?:>2E1H4Y3AO=L;J/9G.BWO";K3-RX^ZWC6T: M^G$Q2CB(YVCB65(>WVV$CJ#?0UVU]S6C^XK3#KO'AMCK.S8WW['N>'/CKP$\ M+B 9K5YX-DZ0Z-Q\N4-
)87[BC2"DN@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(O MX9DDC4HR2E)&9F9D1$1%]9F9]"(B'])-!S7\) %3P 4+WFUZI=/Q\Y<<6^. M$NNR7-V>] ON2]&++&,3DEN:>AXRRI+L/)
[^.>IJD*WUT59$G24ON(9G7L)V MB7NI6P:NW19+:X!U'PV/%D]PWF'3G@Z"$^#!2>05-8F]+GU@]TW?YC=&ON= M;)207VJF]4=QD_9EM;1W$.9:M(++JX;XR'JMHB
3NZVQUX,AR^RV[M,ERB MYL\AR&[F.S[>[N9LBQM+*:^>KLF;-EN.R)#R]/:I1]"(O81"S+&8S'87'PXK M$016V,@8&1Q1,:R-C1R:UC0&M'J 5,.9S67U%E9\YG[J>]S-U(9)IYGNDEE>
M[FY[WDN<3Z2?5R73#G+K$! M$!$!$!$!$!$!$!$!$!$!$!%ZW!\[S'C7**K-,"R.UQ3*:204FMNJ M>4N++8671;2]-6I4.0C5#S#J7&'VS-
#B%(,TGTVH-/8/56)FP6HK6&\Q%PWI M?%*T.:1X$>+7-/%KVD/8X!S7!P!61:4U;J70V>M]4:0O;C'Y^U?U13PN+7M/ MB#X.8X>R^-XIGB7.?RGC7F959@W+JTMPJRX2I,+#^09! M:
(9*"IY9IQ[)Y/L5!<4<>2[UBN$IQ,5NK/?OM2S.WWG:JT,)9ZZ#XZ!OA*T=;&\)6T:9GW@]K/?5IW=CW?0VYQ@Q.XY 9%-4,L\B[D.@N- M+>Z=XP./ERNXP/!>+=DL
APK#4!$!$!$!$!$!$!$!$!$!$!$!$!$!$!$!%A[MGCG#!_'CC+(.4,^G%'J:9I+$"O:6CYGDE]*2X53CE*RK4Y%E9.MG["-##*'' MW32RTXM.;[=Z U!N9JRVTEIR/JO9S5[R#Y<$+:>9/*?
J6,!'K>XMC95[VM.M M=W-U=*,;:$O->ZPEZ,=;-Z8XP1YMS0&>^2G)EOR5GTM)RI>L*BI(JE?*<5QYAYYRNH*ELR2?P\0GE*<=47=DOK6Z
MX9J68NUVSVWT[M7I2'2NG&'R6>U+*[[9<3$ /FD/I=0 -'LL:&L;P:%YK]YM MXM7[XZZN=2U/N4,E M!QBFUVJ4JYR6P5&I:]26SWI:6]WW2(R:;6KW1@6NMSM"[;V/OVL 1&QYX*
<[QS]'WC[$O@,C\A\@_S(OV^V_P#F3C;TZHP2$\G1 M7:L+32%D63]MQ)*+0JV.?5#C+R#U.OO<_O:U+FO,Q>V=M^2\<:CWJ<,DNW#T MLC]J&"HX2X_3/ <%9/@ M\#@],8N'!Z*
[T=>NV0$0$0$0$0 M$0$0$76W%S48]5SKR_M*ZDIJN.N796UM-CUU; BM%JY)F39;C,:,P@O:I:B(MAPLCD&VQT#"^265[8XXVCFY[W$-:T>)) 7-QV-R.8OHL7B8)KK M)3O#
(XHF.DDD<>36,8"YSCX E1UW'G*KESE?'N"/%V&BYL[RQ5'O^6+F$LZ M'&:&!J_D-UCE'+;;5=/P*UIQ4=^=V8CDHFFTM2$.I4(A9#N>=K_7EIM;LA&+ MF]NINF?*3,/D6T#/:GFMX7
&9T<8<8WS=$3I>A@CF;("IBX[M;;M]H&\W5WS MD-M8VL(=!BH7CS[F=_LV\-Q.PD0MDD+1(R#KE;%UO,D+HR%)(DC2E*34I9I2 M1&M6TE+,BT-2B0E""4KVGH1%]HB$R6@@
$DD#F?'U*#_(H7.(+B0 3R%: M#U<:G_*25^A_5_$!%0E'HL7D/0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0 M$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$4_7IE^?
LBR=H_&SFR[42W9.A$BH?<-2G/]44K=\.E5<7==VX1VK+C=/0 M5N&VXK)D;6,<&^+KR%HX!O,W+!0-^W 4\TBX+L4[P9KV2TV/W3NB^Z/3%B+Z M5U2[ATLQ\
[W&I=R%G(XDN_VY*X\MUTV48W+^(BO&DW8L9.IAI5CVD4DAE94"2&5A+)&$BK34%K@UPM[^*'D_AGE5Q; M!SG'#;KL@@=BLSO$5O)7-Q;(^SN<9TW*7(IK(D*>KY/L?
8U2K:\V\VW2EO'M M+G=G]72:?RE9<;)62TN0*-N(*\#Z!*RH;-']0_B*LXT:UC6@ESG$T) M)7 RF4QN$QL^8S-Q#:XFUB=+--*]L<44; 7/?(]Q#6M: 27$@ 16DK-
I^/$,MLNBPV5M_LM6Y<]D])!-M+ MTDT]CM]5T5S>"L=QD@#1S6?5P63J?]F:X8:3=$;GP&((375;J M B B B B B B B B B B B B B B B B B B B B B B B B B B B M B B B B
B B B B_I&:3)23-*DF1D9&9&1D>I&1EU(R," 10\E_02#4<"%. M+X(^I_+QU5/Q!Y+W3]ACQFU7XMRU9.NR+&A2ELVXU7G4@^Y(LZDU)2AJS5ND M1C5_I)N,_?6*_P#N&
[2XTKOTN<*;;;;?.Z?-AN$=IEY"726XI1L5^[BZ6'@&LNC62(GX\OB^, MAL'1Y$>7'8E17V9,62RU(C28[J'H\B.\A+C+[#S:E-NLNMJ)25),TJ29&1Z"
MM:6*2&1T,S7,F8XM!!X@JY*&:&YA9<6[VR6\C0YKFD.:YK MA5KFN%000000:$<0OL/POH@(@(@(@(@(@(@(@(@(@(@(@(N#9V5?35MA<6
MTV+6U53!EV5G8S7FXT*!7P6')4V;+D.J2U'BQ8S2G"%J,DH0DS,]"'(M+6YO MKJ.QLHWRWDTC61L8"YSWO(:UK6CB7.<0 !Q)(7%OKZSQEC-DLC+'!C[>)\L
MLCW!K(XXVE[WO<:!K6-!R<#T&A++:-P_DX:D$@D22%[Z]/0&^_'/>S;O%/?%CH M35O6VH$EY*T\?-N"T%H(!BA$<=.L2.?HN)!J)R B B B B B B B B B B B M B B B
BV'X,\5>=_(N=V.+,!L[>K:D)CS\LL.W38?5JWI2\4O(K)3$%Z1'2 MK>J-&.1,-!:H95[!K/<'>#;S;"W\S5^1B@O"VK+=E9;F3APZ865> [D)']$5

M>;PMS[3]ON[>]5UY6W^'GN<>U_3)=R4ALXN(KUW,G3&YS0:F*(R3$?!COPY!;%):>41L9%DR6'4:DMU<&.ZDS M2[$47MK]W+[U]8:@|W&[>6[F2W<.HA?DLGD'
MR9++7$UUD9G=3Y97NDD>[TN>|ESCZR2K&L/AL/I[&PX; VMO98BW9TQ001LA MBC:/J61QAK&CU !=P."NR0$0$0$0$0$0$0$6BOD9Y]\.|%?'X_4R4;7>; MB;!XS.KF
CW:W>/+B?RI\@^|W##YLK#QK;6YZ7R CX,CS'"1Q:]Y!:H(.=_*/F'R'LE/Y[D:VZ!F0I^ MJPJD)VMQ.JZGVU-UR77'+&8T1F12IKDF21*,DK2@]I5;;I;X;A[NWIEU5>$8
MIK^J*SAK':Q>BD=29'CPDF=)(*D!P;P5JNU6Q>W6S]D(M*68.6TIR#:IVG=)W&Y66B+KK?;+$2AV(PQ|VZZ35K[Z1M PTJ#[MM"
[I]+9)IF.%6*5<3L4"D!$!%0E'HL7D/0$0$0$0$0$0$0$0$0$0$0$0$0 M$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$7T:==8=;?8<<9?9
M<0ZR|TM3;K3K:B6VXVX@R6VXVLB-*B,C(RU(?E[&2,,<@#HW @@BH(/ @@|" M".87[CDDAD;+$XME:0002""#4$$<00>((X@JU5Z;_F67DCQVY@V.(M$5JY??
<3W|UQA)MPZ_,6TJ,ENV+3IIC6I))1%)4V_JDI26VZ?^Z/8W^ZW4PU M!I^(C0V4D<8@!PM9^+GVQ| PBK[>M"6!T=#Y)<[T$=D?L+]4VM M^EW#OR)EPE_V2?
KDE_,MS]UME7Y|Y3_AX@_2.S^X7BJ|"VU4)("("("("(M"("("("("("("("("("("("("("("("("("("+ M9KQ-|F,J\6>7*CD&C^(L,?D[*C/,50|3;&3XJ^|A4N,DEJ)IJWKU$4F
^>G: MDH)*C-EQYM>J-Y-J<1N]HN?360Z8LDRLEI<4J8+@#V7<.)C?|"9GU3"2*/:Q MS=Z]N^^FH-@-QK;66*ZYL.^D-_: T;=6CB"]O'@)HS|9;R?42M =6)|C'W&<
M+S".0L3QW.,0M(]SC&55$&|I+.,K5N5 GL)?94I!Z+8D-DK8ZTLDN,NI4A9 M)6DR*D#.X/*::S-UI_-PN@RUG.^*6-W-KV&A]1!YM<*MG'4KO4!$!$!$ M!$!$!$!$!$!$!%YS+LNQG
L9N|RS*[@8YB^.0'K.ZNK-XF(4"$P1;G'%:* M6XXXM1(;;02G7G5);;2I:DI/M,+AZD$<448JY[CX#P J M7.)#6M!9)-&M:T%SW% MK&-=?G]DWD]7|):9S,CO-O-WF6M1WG&RB,
M2&4K@U^];;!I)YPU/&DF;=>WKMPQ.TUBW/:@$-YN!,T]4H'5':-<"#%;EP!Z MB"1+-0.?4L;2.O70/W9]X6=WYR3]+Z4=<8_:FW>.F GHEOGM(<)[P-)'0UP!
M@M^IS64$C^J4CRXW1*-0B0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0 M$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$4L/@'ZBMOP/*JN).8
M)LV|X8ERVXU3=NJD3K?C!3Y["7$07=?L,.[IDI^$DC]AZ''<=VQ MV6XD,VL]$QQV^NF,+I(ATLCOZ<:./ ,N:<&2GV9.#)2.$C+#>S_O3R6T=Q;[
M=;DRRW>V,D@;#.2Z2;%EW"K!Q=)9UH9(!5T(ZI(3U0R6:ZNTK;NMK[FFL(5 MK46L*-8U=I7269M?8U|UE$B'-A3(ZW(|J)*CN)6VXA2D+0HC(S(Q5%=VEU87 M4EC?
1R0WL,CF21O:6O8]I+7,>UP!:YI!!! ((H5>Q87]CE;&')XR:*XQUQ$V M2*6-S7QR1O:',>Q[26O8]I#FN:2""""#1,&#V1MV^11(EURM,B.;78&.N[)-%B!N(,U-OY I)3)B=4 M**$AA!
[VI2R$_P#LNV;;DKU^[6H(JV5J]T6/:X<'S"K9;FAYB'C%$>(|TR.X M/A:55-|XUW#NP^-9L-I2?IR5[&R?+/8>,=L:.@LZCB'7!I-,.!$#8FGJCN'A
M5Z19:J:$!$!$!$!$!$!$!$!$!$!$!$!$!$!%N%P!X*^1WD6<2?A^%.T&'RC, MRS[.#DX[BJFDF1&[7NKBR+6_0:C-)'7192"61DM2=#,M);C]PFU^V(?;9N_% MSFV?]#M>F:XKZ'@.;'"?
&DTD9(H0#45DGL]VF[V;U&.|TUBW6>FI/_[A?=5M M:$>F,ECI;@5X5MHI0' AQ;0D3B^/WI-|!|7? WG*+DCFO+6.R^;%W'.KP.#* M1HLTQ|3CR7CNFTFHT*^:2)
<=Y)$KX9M70J_]R>|G<;5WF8_2(;@<*ZHK$[S+ MM[3P]JX4>1'D,C>TU'FN"%6M;._-W[0:!|K*Z^<_5.HV=+NF=OE6$;AQ] MFT:YWG@<6GWJ26-XH?(8>
E'KZ^!4P8E95P8=;6P([42#7U|9F'!A16$$VS& MB1(Z&V(|=EM))2A"22DBT(A$>YN;F|N'W=Y(^6ZD<7/>]Q<|SB:ESG.)+B3Q M))))4^K.SL|=:QV./BC@L86!D<<;6L8QC11K6,:
UK0. : !P 7,'P7)0$0 M$0$0$0$0$0$6O/.?E%PWX]UYNY_D[/SYV/WZW"Z7M6F76:5$LV7&ZIMU'R
M^&|;:B3*F+C134DTDX:O=/4>Y^]^W>TEIYFJ[UOY4X^[]WY>DK%WY*:_IDO)JQ6D=*5!E(/F/;4$Q0MDE M ()8&|5!CY$^H7S%S44['L7?DWU;Y4#S[Q,PU%+BY'2X@@D.
MBB$<9!+7B2@*M*V>[0=N=LS%F,XT9W5K.EPFN&#W>%XH:V]L>IH+7 %LLIDD M! .C;#C[:%D44;11K(XVAC&-'@UK0&@>@+S^9#(7N6R$^5R4CIL MC]Q|7.
<2XGTE=B.6N&@(@(J$H]%B|AZ B B B B B B B M B B B B B B B B B B B B B B B B B B B B B B B B B B B B B MRMPCS!E? W*.(|JX8|2+K%+),I41U:D0[FK?0N+
<45AM)1G!N*QYUAPR(UM[MR<1HXA*BP_7VB<-N)I&]T?G6UL+R+IZ@/:BD!#HIF?PXGAKQX&G2ZK20=@[5 M[DZAVCU]C=P=,.IE,?.'=!-&31.!9-!)S^+FBFHH
MIUCI/,:&U/>Z3SS/+REC.8W^APYLD97FR5A;(P^+'-*]/FWFN]/[FZ*QNO-+ MR^;A,G;-E9RZF'BV2*0"H$L,C7Q2M^ID8X5-*K(8QE9F@(@(@(@(HK/6%^J;
M6_2[AWY$RX2_[)/UR2_F6Y^ZVRK|^!;:J$D!$!$!$!$! M$!$!$!$!$!$!$!$!$!$!$!$!$!$!$!$!$!$! M$!%.)Z0_E0[2W|WQAS*R/Y+D2[#
(.+7Y;I$W6Y$VAR=D.*LK<_LXU]%;]3:!E_C8]V<"%]_6H9#?AHXOA)#(;@@:$F-T9 M)#(5:Q|W!W 28O,2[#:FG_[KO3)<8ISSPBN0"^XM&D|FW#0Z>-M0T3,E !DN
M%86%:*N80$0$0$0$0$0$0$0$0$0$73Y#D%)B=%<9/DMI"I,?Q^MFW%U;V+R8 M|&MK*Z.Y*FS9;Z]$ML1X[2E*/[1=.HYV,QM_FX|FM:"2JJ7GO MYSW?
E)EBL6P^394O!^,33.AIW=T21F%G'4XW^>&112VN$:TJ-,"(Z:OA&3WJ M)+[KA)N"[=.WVPVBPPR^;;%/K^[C^.E'M-MHS0^[0NY<.8[V03&QI/G MT[O.[#*[^ZA.G]-/GM=J;"7[WA-
6.O)6U'OERWGQ!I;PNKY+/:($KW@1U"3B MA8@(
M@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(I6/3S_[+@*XK>(^5;-^?PE=3NU7V]R_;?:[CV,NM-'Q-C MU[!'5|;0&MOV,'P'<@+EK12*0_# $4G#RW16#=F7>'?;09.#;G<&=|VUEU-2
M.5Y*CO-9-9XA385G"B6-=+BV%?818|V!/A2& MI<*;"EM(?BRXDIA;C$F+)8<2MMQ"E(6A1&1F1BIJXMY[6=]K=,?'" MUS'-)#FN:0"US2""" 000157QVMU:WUK'>V4D YCV/:2U
MS7-(/<%<3YSRQDYDN MKPVCD6*(1/)CNW%JXI$.CHHSRDK2W+O+F2Q$;4:32A;Q*5[I&,PT!HS)[A:R MQ^CL3PN[ZX#"ZE1'&*NEF<.%6Q1-?
(X5J0V@XD+7VZVXN&VFV|RVX>>XV&,M M'2!G5TF:4D,@@:2#1||SHXFD@@%X)X JE9R%G>26%]; MRE*6:/BI[ZG?AXR%K6;$&$T:68[1'M98;0VG1*2(7PZ:T]B]):?L]-86,18J
MQMV0QMX5Z6"G4XBE7N-7/=S<|N<>)*|NNLM6YO7FJ|AK+4DIFSF2NY+B9QK3 MJD<3TM!)Z8V"C(V#@R-K6-H&@+QP[M8T@(@(@(@(@(@(@(@(@(@(@(OM'CR) MDRI+S4>-
&CM+>D2)#RTMLL,,MI4XZ|ZXHDI2DC4I1D1%J/Q++'#&Z M:9S60L:7.$ET:Q 5!!|H3N' MBP54U]H>PG?'19%T;G-Y4EN*^=)4<'-#F1/|8E:EL_V M/;%[3F+(S6/Y?
U1'0^]9(,F:QXX]4%IT^[14< 6/,CV9O%;_ !$22)*2 M)*4D1$1$1$1$6A$1%T(B(1P))-3S4P@ !0< %_1_%_4!$!$!$!$!$!$!%C M#E/F;C+A:A5D7)>7U6,0%$LH;$IQ3]K;/-D1JC4U-
$0_:6KY:EN)AI9-D>Y9 MI21J+"=<[C:*VWQ1S&M,A!96IKT-<2Z64CZF&%H=+*[TAC3TCBXAM2LXT)MM MK?#074"A;|A/5"SC+SGXWP9 M6N|?XZOO1EY?
9DQ*S:Q9,S23U>PDWJS%T.MF9>ZZ5;^[?>[J?4 M!EPVV$+L3B#5INY.EUY(.58V|8[8$>CS91PJEK4I2C]IB#%[>WN2NY+_(S2W%],|NDDD>Y|CW M'FY[W$N^'
M=;^UFNXMO<5+U8/ U|ZA]F2^D |RM.!]WCI"/%LCKAJD^$VE!Q 1 1 14)1Z M+%Y#T!$!
M$!$!$!$!$!$!$!$!$!$!%.%Z/'D@NGR?(O&O)K$_EF4HEY?QN4AWW(N25T8W M+I>-A@5H*YE 1 1 1 116>L+]4VM^EW#OR)EPE_V2?KDE_,MS]U MME7Y|Y3_(>(/TCL_N%XJO
MM5"2 B B B B B B B B B B B B B B B B M B B B B B B B B B B B B B B B B B B B B B B B[K&|BNL1R"CRK&[&349! MC=M7WE):0UFW*KK6JEM38$QA9?"5AH^.6)X?&]I]+7 M-
!'T%=/\;N:*OR#X3P#EBL2PPYD]*V=Y7,.$M-/D]VNO9 |!|$G*E71.;U4J&OZF MU]DKU#;(;H6&|FUN'W#L0QC[^U'GQM-?)NHR8KF+F2 R9C^CJH71ECZ4<%G$
M;_6UD!$!$!$!$!$!%^''&V6UNNK0TTTA3CCCBDH;;;0DU+6M:C)*$(21 MF9F>A$/TUKGN#& EY- !Q))Y #Q)7Y>]D;#)(0V-H))H !Q))/ #F56#]1 MWSOD<]Y!+X?
XMMG&^%|9L2*SM(;BVO|_J_KWEI*P<=:=-,C#ZV0@E5[)D29 M+J2EK)1E')FV?M>[>(]N<:S6VKH0==W<7Q<;@#[C"|? (]FY>#29W-C3Y+: M?
&E]#/>SW;3;O9B3;;0%P6[7V$_QLK"1^4[B,GXPD&CK.)PK;LI21X%P^I$(MBBBD$PU7N@(
M@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(HO3,|]58!/J?'?F2ZTP.T ME(A<;Y;:22)O"[68|1-8O:R72T;Q6UDNG|,^XLDULA6U6D9S=&@CW6]NHU);
M3;FZ'@_^XH6%U[;QMXW4;1QGC:.=Q&T>VP"L[!4?&MI+:#V*]W9T=>6VR^YE MU_| :-Q(&8V[E=PLI7NX6LKCRM)7'XM[C2VD/2[XA_5!8T%8*NO0$0$0$0$0
M$0$0$0$0$0$5?;UE.?E3KS"?'.BFG|)1M,<@9ZAAQ1$Y<3V9$3$J:21$CK7U M3K|YQ!FM"_C8R^BFR%DW8WMP+?'W^Y^0C^.N";.SJ.4;"UUQ*WG|.0,B!%"/
M*E'$.5./SFF|#KO*XK93$R_>]HUN0R :3QFD:YEI"[E]KB,D[FFK7>? [@YB M@N%@RJ=0$0$0$0$0$0$0$0$0$0$7K|(X_P XY*O6,9X^Q'(LSOY);FZG&JF; M;S2:)1)7(>:A,NG&B-
&HM[SFUILNJE$74=+G]2:?TKCW9;4E[:V.-;SDGD;& MVOUH+B.IQ|&MJX|@"LDTKH[5>N,LS!:.QU[E,P_B(;:%|SZ>+B&-/2P?5/=1 MK1Q<0%+;P/Z.G)V4G#N>>|K@|:4ZE-
N.XGC3D+)LU?:W$;L>39MK?Q6A<6V? MN.H_I/$==CMU9R96] (%Q.'P6H/@6QD"XF /-I%O4?!>58 MMM'|VEKS/F+)[NY&+!8TD$VEL675|X>+72@NM+#H@II^#?$'Q[M|=V67.-
>/*N+?H:[;^9W9'D&92C4A"'E?/K+O/UK4C81KCP2B1346I-$8@AN M!O7N5N;(YNJLG,_'$U%K%|3;-|1|2R@>6UX/E,DE.'6K0MJ.V[9K9>)K]#8: MWCS
;1U[/]\7KZ@!WWQ+5T8=0=4< BB)X^6"MEQJI;T0$0$0$0$0$0$0$0$0 M$7BL]Y'P3B^A>R;D'*Z3$J1G<7QMS-;C?$.I2:_A8$;WI=G-4DM4L1VW7E_U M4F,;U3K'2VB,6[-
:MO[;'XQOUJ)5;7W!<2#1UNQRL4VD[#[:#RLSN_=":2@=^3K5Y# > M?3<732'.(Y.9;AH#A5MP]JB-R_,|LS^^FY1FV16^4Y#8*(Y=O=SGY|QQ*-2:
M92X^M79BQTGM:9026FD:)0E*2(A '4&H|]JO*R9S4MY<7V6F/MRS/<]Y Y % MQ-&MY-8VC6C@T <%81I[3> TEB8L%IFSM['$0CV(H6-C8">;B&@5*|R.E7=H"("+8'Q?X4F<_7:1$.F-
1|%S_M &88W>$LK*|%J/?+|O+K(WDN0OI M'RWL|CI)'N)+GO>XN>]Q/$N@(@(@(@(M@(
M@(@(@(@(O78!FU[QMF^)|@8Q(^%R##F1I:2#X.%:M/,. (XA9'H_ M5.6T/JK':PP+_+S.,O(;F%WAUPO#P'#Q:ZG2]IX.:2T|"KM_%O(=%RSQSA7)
M>-.$NDS;&ZO(82.XEUR)|PBH=D5TE:4H+XVKEFY&?+0C2|THC(C+04'ZNTSD M-&ZGO]*Y44O["ZDA<:4#NAQ#7M"V9&T>PU-6N!JO4_H'6>)W$T5B]
M5L8KA@K4L|QH+HW$4]N)_5'(*"CV.%!1>]&.K+D!$!$!%%9ZPOU3:WZ7<._(MF7"7_9)^N27|RW/W6V5?GSE/^'B#](I/[A>*KP+;50D@(@(@(@(@(@(@(@
M(@(IRO M1EYP57Y)R'X^V|O2%D,7_,7#6G#,DHO*MN)597"9^ZW/6=,4.0E/1*45SI^U M0K][Y]
"YQ>,W)LF?'VS_0GB#(KM@]+I8?)D X "VD/-RL("M57)H"("("("("("(M"*"?U4/-TZQFT|7N*[;_$^7')CF'(ZY]1'!AR6R67'D*2T9;I4Z.LEW"D'M M;94F(9FI/AN::>^O:?J6$$6P/$N!F ;"
MY]2_S@/=3[C'<;";?W'WY(SIS-S&[X#'"OY.8X49S,GQF(@CW&9O3(">ZHE.1Y#JZLN[78)N MD,@_>$C6CX,$[CR^#%,>@4;)$P7A=A7=2_<#$LV< MW
NNO6^/@^|+B1WMWUI&WC$]Q^'=6K!S)ZYK<>80Y|,TCIC!"!67("("("(M("("("("+JKV[K,:H[G(]J4W!IL?JK&[MIKIZ-0ZRJB/3Y|ITST(FX|5A:U'
M]HAS,=87>5R$&+L&&2^N9F11L'-TDC@QC1ZW.(^BNOR^5L,%BKK-Y2018RS MMY)YGGDR*)ADD>?4UC23Z@J1/-/)UMS/RQR#RG==Q$[.,HM+Q,9QQ3IUU>^^
M;=/3MK4I:E1Z6H:8B-:F>C;*2U,7Z:$TG9Z%T;C=(6%#;X^TCBZ@*=;P*RR$ M<.,LA?([A|)Q7E;W0UWD-SMP|SK_"E1=96_EG#2:^7&YU(8023[,$(CA;Q/ MLL'%8P&6+
T!$!$!$!$!$!$!%LYPAX=^1/D(N,_P <<<6[^.ON$A>:WR2Q MW#&D$LD/.-7UH3#%JJ,:B[C,!,N2DCU[9C4^O][[LMM&NCU1E(&Y-H_V6'XZ MZ)I4 PQU,?
5X.F,;#]>M[[5=M.].|KV3:)PER_"O-#>W]VL@*T)%Q+TME+? MJF6XFE'UBF6X*]&[CO'/@[CGS-)O(5HC1Q[$<05,QO#VE]"5'EW:C;RF[9Z& MHG&?E!]=#09%JJ#6X7?
%J;*==CMS81XRT/ 7-STSW)'US8N-O$?"CO>1X@BO M"S;:;YLW1>%|K)[OY27,WXXFSLR^VLP?K7SFEU./$.9[F>-"T@<9;| XRX]X
MJHFL:XWPS&|)HVB1K7XY4Q*QN0XVDTE)G.1VTOV,U6XS4_(6X|LS,U*,S,Q# M#4FJ]2ZPR!RNJ;^ZO|@:^W/(Z0M!^I8":;;Z&,#6@ *QC1^A-&;?8EN#T
M1B['%8IM/B[:)D0<1]5(6@.D?SK)(7/<227$DKW(Q]96@(@(@(@(@(@(@(@(M@(O(YMGV%<;4,C)|]RBDQ.ABZDY97<]B$RX[M4M$6*EU1/3IKQ)/ML,I<>?J6,#GN/!K25D.F-)ZF
MUIE68/2EC0*T+G$"C&"OM/>6L:.+G *)+GGU5H9B=I;/S7 M|6^_W;2UGHZH+6H>[TM?<%E"*.MW!6";4]A=S+Y66W=O?*9P=[A9O#G^GIGN MJ%C?
0YEN'U!JVX:5$#R!R5GG*F02,IY#RJXRR]DFK6;;23<3&:4K?|+70VR: M@54%"ON8|9IEA']5!"OG5FL]4ZZRS|YJZ_N+_*/^KE=4-'/IC8*,B8/".-K& M#P:%8CI+1>E-!XAF"T?
86V/Q3/J(FT+CRZI'FKY7GQDD<]Y|7%>(&,K)T!$! M$!$!%8H]-+@%'&G$2N3[V$;68CK+D8E%N:%O?9AM2W1FWYUME(^G4.?#9&]0XQV3:F!H]'G$FX<0:.8Z$$58 MJ=>]?
=IVM=PQH;%R]6G=/ET;ND^S)?.H+AQIS|@ 6[015CVSD&DBDH$RU"Q M1 1 1 14)1Z+%Y#T!$!$!$!$!$!$!$!$!$!$!$!%O#QWZ=?E7RIA&-|AX7 M@]-8XKEEX&E;'6>E|5;3:?R, M
E@>Z^M(W.820"6/F:]O$'@X KVG|JOS3_9W0?| $+"?]MCHOVP-B/\ >=S^ M!W7]$LH_=^=T/^Y;/_S&Q_IT_E5^:?[.Z#_B%A/^VP_; V(_WG<_@=U_1)^[M\[H?]RV?_F-
C_3I_*K|T_P!G=!_Q"PG_&V'[8&Q'^|[G|#NOZ)/W?G=#_N6 MS_|_,;'^G752_2||WHSQM,|.Q;!!)2?Q$3D?BU#)F?M029^:0I&Y/V=6]/M& M8YD/=ML#*SK?G'QNK|%UE?
D_^Y:N'_"NON>PCNJ@E|N+34R1P5:N'V>_K7Y;QY;(V:K+;OJ|NF(-[5L_O>O=D/=+8NZ9M)7 M#CT]7Q=WCIA3CXQ7CQ7A|&O5RX<17&UUX9>6% A3EAX||M+;0A+BUU6&7%|E
M"%;O>4=%&LB(D$@S5_T"ZJT(R&4V&^FSF2<&VVIL,'$T DNHH>/_,5S.=>' MI|*K!|IVQ=PV':7WFC-1%@%28K*:X "B?(;)RIQ] XF@(6"|BPS,,0>*-EF
M*9)B|A2MB6,BHK2D>-7O'M)JRBQEFK1!]-->A_:&PL9G<)FV>;AKRUNXJ|,%*|3,>(/*S! 1 1 116>L+]4VM^EW#OR)EPE_V2?KDE_,M MS]UME7Y|Y3_AX@_2.S^X7BJ|"VU4)("("("
("("("("("("("("+-'C?2U M.2>1' N.W]=#N**^YHXMI;JIL&$28%I4VF<44&QKIT9TE-R(.E?!D+;!7|L4C"6OCDCM)7L>QPXAS' .:1Q! *V?L MCB|=F]Z-(87,01W.)O-48J">&1H='+#+?
01R1O:>#F/8YS7-/ M)!5MC]S#Q M-_AWXC_0FE_%13)_?KO)|ILU^%2_QEZ*_P!F'MW^1>G/P&#^*G[F'B;_[| M1_H32_BH?WZ[R?*;-?A4O|9/V8>W?Y%Z<_8/XJZJ=X+^(5@X;K_
(^<<-J- MLFM(-,=8WM+=U)FM?B,DY[WW>W>?3KT(%.9M^L ?C7#,CV*=K6290Z8;!+0 .AOLC&10U^"+ORR M3R)!%
1@[*/1T|7[AMU6/9#RMB$HR/L%$R*DN*Y"C2DB[T6YQR5.>01 MI,]$RVSU,^NFA%L'$=[^[5BX#)VV'O8?"JAEB>?H.BG:P'Z,;N7):IS_,VC ML+DF.=AKW4.-N/J>BY@FC!X?"9-
;.D)XTH!JAGGHHY?%)]_C+F_'+ MK7M7?-;ZD@#Y=":JLKKQ;%?6LMM3U&:W?==1] M?D,Y|N%3'YRSX#^5O#C;|W).)KNZHXZ7'%Y%@IM9M4MQVNKDJ8F@5+M*F*@N
MIKFQHR=!)+1O<9L[KAS;?%9FW@R#B (;NMK(2>36^=TQR./HB>|J'.XG:%W" M;9L?=9S3MU=8I@)-S84OH0T.O*DCA+G+B_E-E;B&,/RZLG6R6B6IV M1CDI:JS*8;1-
^^;D[&YTIDM"5U<]A^P|%W.T?'K[;_+Z0> 9+ZRD9'6E!.T> M9;N->%&3LC<>7+F.:V?LMN!-M9NO@-?Q%PBQN2BDFI6KK9Y|JZ8*<:R6TDK! MSXNY'D;MK#[,EEF3&>:D1Y#3;[#
[#B'67V74$XT|RZV:D.-.(42DJ29D9'J0 MH0DCDBD=%*TME:2""*$$<""#Q!!X$'DO4[%+%/$V>!S7PO:'-??ES#|6>)G#HGXK_+&>-S:?C^NUD!D6O;HW'%LMX M|5'F5-
8[9COKYBT]1!!9$'N!#N@&)/=_W&VVP&W9.)?&_O:>;+8.'0""))W1L(+/,+:D%A83K:?.M;29*L;.SF2;"QL)K[LJ;.G3'ER9 M4MZ1*E2'%+
<<69J6M1F9F9BY^VMK>SMX[.T8R*TB8UC&, :UC&@-:UK M10-:T "@ "|YUY>7>1NY]SB7.&/E)1>5?#]=F#1PX.$C&DD^1<@&6$U=3VXBYSX7K;
<:84C$!$!$!$!$!$!%''ZIW*Y|:^)F3 MTT.2N/=@X.2RF-PUD M_)9>X@M,=$*OEFD9%&P>ESWEK6CUDA=GA|+F=0Y&+#Z?M+J^RTSJ1P6|3YH
M#Z&11M<]Q]36DJ3K@_TD_(GDCX6TY)D5'"N-O;%FB|).0YF^RO:I*X^*U4MN M-$U3N)2)|^%(;5I]Y41](G:_[SMLM+==II9L^>RC:BL7Q-J#Z'7$C2YWA0PP MRL(K[8*G?
M5|W3O1K?R[_7#[;2^$=0TGI<7KFFG%MI$|-9X@BXN()&FGQ9!4 MQO!OIL>+O"9Q+)>(*Y-RN.E*CR3DLXN0(:?W)<-RNQDHT?%H/;=21LN*B/2V
MB(B[ZCW*5!_<#NFWEMK'0|6.,+YF >:34G?=MMMEM#3 M2$---(2VVVVE*&VVT))*$(0DB2A"$D1$1%H1".CG.>XO>27DU)/$DGF2?$E2 M]8QD;!'& V-H H !P '
#D%^Q^5^D!$!$!$!$!$!$!%IWY0 M4>(5[|'Q^X41EJ514G)SJ7;TMDY7NNMZK:IL":LXUU9RF-WNONDII+J-#CNH M,C./.]VL]|-/VCK;:?30R
+/:O72PR&,D<1#8B1LTCAX/=5H<*&*1I!,C-C= M%;%ZANVW6[FICCR)/9L60S1B0 |#-?F-T,;7>+&4>6FHFC<"!7.YFR3FG)'

0?-> M,8,IMTL;BK/(|WF-[T_"8E4/,*L&B=1[S,BW?>9@,++78]*2LRVI4-R;#;7S M[M;DV6F"'?D9A]XO7BOLVL1:9!4<0Z5Q9 P_4OE:XB@*TOO]NG!M#MG?:H:6 M_EJ0>
[V3#3V[N8.$9H>!;"T/G>/JF1.:#5P5KB+%C08L:%"CLQ(<-AF+$BQV MT,QXT:.VEEB.PTV24-,LM()*4I(B2DB(A>[!!#:P,MK9C8[>-@:UK0 UK6BC M6M X <
%0?///=3ONKE[I+F1Y<]SB2YSG&KG.)XDDDDD|2>*^X^J^2 B M B B BH2CT6+R'H"("("("("("("("("("("("("*Y#X%_4]|?|_43^_3Q M1WW$_KNU)^<7?
Z#%Z8^T7_#7H[|T,^Z2+;D:74C4!$!$!$!%QI<.)81GH4 M^+&FPY"#;D1);#4F,^V9D9H>8>2MIU!F7L41D/K#/-;2MGMWNCG::AS26N!] M((H0?H+X7-
M;7D#K6[C9+;/%',>T.:X>AS7 @CU$+5;DOP9|4>5FG_SFX5PZ M!8/DXH[O#8/YC7/Q#A[OBWYN)]J/F4E*O8OI+9M/BKE_O<5!]2&W'F=#?]66'Q!!XJ/VN>T_MZW"C?^7=+8R&|?
7X^RC] MPFZC]6Y]H8?-UMJ7"B-D1%OD^TQ+W;SOGM;B5EAN;C1;@D W=EU.8/7) M;2.=(_.;G1RR'ZV)5_[M?-CWUI!+E-E|P;LM!(L,ET,E=X],5Y$UD3G'DULT M$+1]5/XJ%
[D+C;/>*,GG89R/B=UAV35QE|14W<-<5Y32E*2U+AN^]%L:^1L, MVI,=;L=Y/5"U%U$Z]-:IT[K'$QYW2]Y!?8F7X,D3@X5|6N'PF/;]4QX:]IX. M:"JP=9:'U=MYGI=,:VQUUC,
[#|*&=A:X@UH]AXMDC=3V)8W.C>.+'$<5X@=^ ML50$0$0$0$0$0$0$0$0$0$0$0$0$0$4B?I<X[&64S^C&YVWGQLO'AU2M$UMP|7. MNH(8P>! D=QH2#;'%-J]#Z B B
BBL]87ZIM;]+N'?D3+A+_ +)/UR2_F6Y^ MZVRK|^[??U]Z(_2_#?^HVRNO"AA>I) 1 1 M1 1 1 1:E|_^$GCOY'1Y;^;X1$JLMD$M3?(.'HC8]F;AK"X.AKXF!|3C
MXDC@HZ[P]K&R^]D,DVJL5';ZB?4C(V8;;WH<>'4^1K2RXIX-NHYFCCTAIXJO M-Y:>G/R_XS-S|NJS/DKB9EU2U9A20G6K/'(RUF3)9I0I5(EKVM M+U3-W%=E6Y.Q3)M1V'_?
FW;7$^^0,(EMFD|/?;<=1B'AY['/@)Z>I|3WMC4> M0DNH9("("("("("("("("("("("("("("*X[X&OO=|CZ&>A4?=Q.EAI'>;/8R)O3:RW MANH_1T7;6W-
&^ICI'1CT=%/6O3!VBZW=K_MUTOFIG=5]!CQ93?7>98/=9]3O MX4C(62D^/F5X5H-O1I1200$0$0$0$0$7E,ZS;&N-|.R7/O9A065.K2RWJ2I$N0HB;8:3JMYY:4)(U*
(AW&GL!E=4YRUT[A(C-EKV=L4 M3!XN>:"I|&CX3G'@UH+C0 K'M6:IP>B-,WVKM2SMML#CK9|||A^I9&*D T]Y:QH+B J:'DYY Y/Y,=)*=^TKS-
I]ML3M3HBTTCBZ/EC'7<34H;BY>!YLI| M:$@,C!)+(F1L)/34^9'??>+/;Z;E7VOLWU1PRN|JTM^KJ;:V<9=Y$#3RJ 2^ M5P $D|DL@:WKH-?
QLA:>0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$69 M^,?';G/F5QHN,>*LUR^*ZM396]=22FL=:<2K:I$G)IR8F/0UDKIH[*0?0_M& M,%U9N=M]H9I.K,Q864H%?+?

*TS$>EL#.J9P_S8RMG:$V6W8W->T:#T_E,E X MT\Z.!PM@1PHZZDZ+=A]3Y6^/H*W^X^]'CR7R8F).<7O'O&D19%\1$F7$G*LA M8,R(R)$'&XLB@?)/4E"\U3UTTU+J4<-2]
[NU6*+HL!;Y/*S#DYL;;>$_\>=S M9AZOO<^NBF%HWYM3?/.AD^J[O#8.V/PF/F==W#?H1VS'6[O7]]CU5YC;_$O1 M1XWB$T>=\WYO?JT(WD8EC=#B!:FX2C2TYP%A;#P-S/-
<^'B(A:^/&E> X5/PE)+3GS6^B;<-.K=596\/U0L[:WL_ M'D#,Z^\.%2.)]J@'LK/M'Z1_A_4H2F?6; M(R4@U^ZDBW+/^KM26N 'C4G;^)^ M;F[;<,]\YI/ #C[M';#F"> '$GPH!
[YGTO_!YIEMMSA=V2M"$I M5(>Y)Y82\\HBT-QQ,?.8[!+5[3V(0G[1$,X"A<[)Y:KO6>F_:VI]30/0 OQ*]+WP@D,+9:X; MD07%[=LJ+R1RHM]K:M*CV)FYM,C'O2DTGN;5T,]-
#T,O[#W;;_1R![\XV1H^ MI=8X\ \/'IM6NX<^#AQ'&HX+\W'83VJS1&./3+XGFGMLR65+AQ!X!]\]O'D: MM/ FE#0C'M[Z17B';DZ5?&Y)Q@R7']Z>]5D0;E^*NZ?SMK2O&O'R)(?H<*7
MD7W5T*H;GES]JO'GPX+7O+O1.PF2E:\#YURFE61K4VQEV)5.3I<+:7;: M7+IK+$39/>1ZN$RYT/HCIUV7A>_3/1$#46GK.<<*FVN)(*>DALK+FO#D.H?Y
MWHTUJ/YK72TX+M(ZMR%JX5HV\M(;JO#@"^&6SZ>/-W0[A]3PXZ<\A>D+Y38F MAV3B#^!@R$Z&Z4E.NO=@Y?&I*Q*S3U)+F M.\;!$#Z V=Y/+FM
N2.$.8.'Y7PG)W&N980I3G:8E7]#/AU*<74:ZXMY&1//_)S4,,H]<;W"M17@L6#+E@" B B B B MB B B B B B B B B B B B B B BVQ\-/)RY\6>9Z;-FE2I>&6_:Q_D:A8] M_P":XM)?
0IV7%84I#:KFA>TEPU:H-2T*9-1-O.:Z;WSVGL=WM"SX!_0S.P5F MLICP\NX:#1KCQ/E3#XN4<: AX!BOZR!=4MK"<)Z'95 M5G%:FU\Z*Z71R/+BO(6@_LI40I#R./O<3?SXO)1/AR-
M*^*6-PHYDD;BU['# MP+7 @^L+TLXG+8W/8JVS>&FCN<1>01SP2L-62Q2M#XY&'Q:]C@X'T%=J.&NP M0$0$0$0$0$0$5<_UI.1EVG*7$_%D=]1Q@.?<$'TF M,5Y!4I_.@:U=?
Z^T[H"%Y-OC<9)>2 'AYM[+Y;0X>+F16@2G/IQ96 \9W*,3I+%L1^'6HT")B6]P4?YVV MVHM%HK6YCR=>J-!J'7F^^UFW/7#J/+0'*,J/=8/OBYJ/J71Q=7E$^!G,33]< MM_[7=KV^&
[YCN-(8*Z&%DH??;H>ZV?2>'4R:;I\\ \Q;-F>/K5+YPGZ,^#4O MPEKSWR!89I.0:'7<2P0GL=QE*TK+=&FY#-:5D=Q$=;(]3CM5#J3/HKIUA1KW MOFU!?]=GMUC8K"W-0+B[I-
/2GPFPM/D1N!\'NN6GT<>%D>UGS8^E,7Y>0W>S M,V4NQ0FTL*VUK4'BU]R\&YF81XQLLW@G@>'&6CC+A?BCAFI*EXMX_P 8PB"; M3;4A5)6,,6%@EK38NWN'"=M[E\MI??);
[SAZ=5"&FK-=ZQUU>>_ZNR5W?W%2 M1YLA+&5YB.(4CB"\&-C6^I6):$VOV\VQQWY+T!A[#%6G2 [R(FMDDIR,TQK- M,[^%+(]WK63AB:SQ 1 1 1 1 1 1 1 1 1 1 1 1 1 1
1>>R;$<5S6K=I,PQJ MARJF?_M:O(JF!]+_@W-T2[#CJ9;\47SI+<:8@N.Y#B3CZM5'WZ.TDE814N*Z$428T'D/*F8QOA&: *7^WG M?)NCIAT=GK&.WS^*;0%SP+>[#>7LSQ-\MQ
XDRPO>X\Y!4E1(\Y>%'/7!!3+ M.^Q@\FPZ*IQ7YZX<;US3-1DZ**1;QDLMVU A*5$2URX[UHDO^Z=83]^6E9H0WZZ5M!+ *4J96-9U<&O?S-@NUW?Z)S4>U':
'W6/U%XL,+6V[:UH8I'-/3)QD3$O%#M 1 1 1 1 14) M1Z+%Y#T!$!$!$!$!$!$!$!$!$!$!$!$!%^/_@*)_?IXH[[B?UW: MD_.+O]!B],?:+_AKT=^:&?=)%MR-+J1J B B B B B B B BP)Y">-
G%/DQA MCN"\F4+ EF-E.*3GDI(YM#:J:=<82XIM'?C.$Y%DDA).MKVIV[M&VUW3UAM3G1F]*7!8'$":!]76]PP?4S1U -*GI>*21U)8YM374.\NQ^WN^FF M'::UU:"1S
XV]U"TMNK20_5V\I!+0:#KC<'12@ 2,=TMI4O\H/&7/O%CDJ5@ M6:-IG5\MMVRP[+H;+C53EV/]]3+,NJVELO.W+; M2[KZTJS46")CN6$,N;9Q!DMIJ5+'OV!U.?P]MJ'!7N
O16SOK2:WD_S)HW1N_]UQ7?:5U!>:3U/C=5 M8XTR&,O[>[B/*DEO*R9AK_G,"O0T]K"O:BKO*UWO5US70;6]T+NPK&,U+BN
MZ$:B^^,/)/H9^T>?.^LY\=>S8^Z'3=02OC>/0YCBUP^D05ZQ<;D+7+8ZWRMB M[JLKJ!DL;O2R1H>P_3:05V(XJYJ B BBL]87ZIM;]+N'?D3+A+_LD_7)+^9;
MG[K;*OSYRG_#Q!^D=G]PO%5X%MJH20$0$0$0$0$0$0$0$0$0$0$0$6?/%3ZT M/C=]/?#W_,/'1KK>#]4FJ?TB/TOPW_*C;*Z*&%ZDD!$!
M$!$!$!$!%\9$>/+COQ93#,F+)9=CR8TAI#T>1'>0IMYA]EQ*FW676U&E25 M$:5),R,M!^XI9(9&S0N1I M:YK@'-18[&0DU(Q%]Y\T28J>E6K:MO_
$52DQ+/>USN6GU9)%MSN#.#J,-# M;*Z?P-T&MXPS./.Y %62'C<"K7?' &:E/O<[-+;0<4V[VT]J6Z0+W/R-BP5% MBY[N%S;-
'$6;G.I+$.%J>ES/O=SA;PMB=BJ_0$0$0$0$0$0$0$0$0$0$0$0$ M0$0$5C_T6\W7:\-\K\?NO$ZO#>0*_(8Z#5JN/ S>C3&:9).A;6#GX?*<2>IF M:W%_:%7??;@&V>N<-J1C:-OL:^$GP+
[67J)^CT7,;3Z@U7;?-?ZJ=D-L]0Z. MD=U.QF9CN&BO%L=] &AM/!OF6[MK_&##K$_E5 N!DG*C\1[W)]\XVW-QK$WC;TWL4D5Q%A);,UMKE/QM22Y%,A9 M5V4[1-LK"7=K.1??
ER'P8\.'%D();/<"O(RN!A8>!$;)>;90J;/G(=_G9+*P M[#::G_[OLS' :T$D\ %* M7X_^DMSQR>B%>\J2XG"F*/FAWX.WBG<9_-CGHHNSBS$B-&I2=)*D*.QEQY+" MC)7PKB>AQ$W)[S-
N]).DQVD&/SV8;4=4;O+LVGUW!#G2TX$>1&^-PJ/.:5/S M9WYNS=S7C8LMN!)'I;3SZ'HF9YV0>WGPM6N:V&O%I-S+'*PT=[N\ATH<;AX(^$UTQ8>-& $A6;;7=E';
M]M>V.YAP[,SG6<[K*=-V[JYU9 YK;2(M/%CF6XD;PK(X@%;RL,,QF68T9EJ/ M'CM-L,,,-H:989:03;3++39)0VTVA))2E)$1$6A"/TDDDLCI97%TKB2234DG
MB22>))/$D\U*^***")L$#6LA8T-:UH :UH% !P X #@!P"^H_"^B B B B M B B B BX<^O@6L*36VD&'95TUE<>9 GQF9D*7'<+1QB3%D(<8?9670TK2:3 M^R0^]M!!JN-
>6=GD+62QOXHY[*5I: M^.1K7L>T\VN8X%K@?$$$%:!F3XK\OHES:W$%\49.^2E(O.-%,TD$W?ND? M%XBXU(Q1Q@UZFY\/%BR'",_OQ'H92.T'W7[OZ*FY!
M%P#3EUR2,;3X!X@P^W1[$NW_'(;)=6.-.GLZ_B)\86P1U\.NS(=:%M?A>7% M%(ZI^,' B%[R!]++R+X=*9# M0Y5@[Q=@.]6V@ER>F(VZITRPDB2R8X7C6CQEL"7R5/'A;270
%7%O)1J/L/1 MGGHTEEV/(CNN,/L/MK:>8>:6;;K+S3A)6VZVM)I4E1$9&6AB5,D+Y3+MZFR\8N5DV)(>4HMRJ>0X<^&WHI9QWI):DW';25:_>MM"+*\BW9P4 M0%M<.;!D
WDV6@;!<$?\J!Y,AX#K;$:%TCB;D?FWM_G9+'S[#:GG+KVT:^YQ M+GFI=!4NNK0$GCY+C[Q"WB?+?.*AD+&B<+)+I.1J/*&L'BMI,S;CE@E7 Q2:TC4S,C7;5,AU9:_VCBM-"T(KN.VG3
MXTYLAI^U(I+<6ANW'Q=[W(^X83]".1C1_! ^BO-;WEZK.K^Y;5=\UU8+2_%B MP#DWW"*.T>!]&:&1SOX3GHQC5&M=(Z*L_?\ 5F1L\?;4J#-(MUCGT\(V$]A,1D,K>5
<+>%\C8Z\C+(!Y<3?X4 MKV-]:E2X7]&WEC)#BV?-N:T?&M:HT+>QS'.SF.6K21EW(TB:P^SBU4M1'[KS M,FS(C+JV(?Z[[X]&XH/M- V%QE;KD)YZVUL/0YK2#<2#TMV'S9NX M>
<,=]NGE+3!V)H76UMTWMX?2USVN;:1$^#V2W0]+%+CPMZ?_(M<'?"3:#CF M%E62Q-BDY=R&;67W9/MZ&B5#CSF$8_32D'KHY!A17.O51B%^N^Y'=W<#K@R.
M4DL\4^OWM95MHJ'FUSF$S2M/BV660>I6,[7]G>P.U/EW6(PD60SL=#[YD:7D M_4.3V->T6\+AX.@@B=Z25N@-%*3Z B B B B B B B B B B B B B B B B M B B
B_AD2B,C(C(R,C(RU(R/H9&1]#(R'\(!%#R7]!(-1S4?OD1Z>'#O,J9 M]_A[#'%?(#^]_P":4$)!XQ<2="/2]Q=IR-$;6^HCW2H1QGS<6;CI2#+8<3]W M>T7;S<5LN5T\QN"U8ZKO-
@8/=I7?\O; M8"[C66'RW]1+WB4CI,N-GN\+<;; M=T6)U$]V>TDRC?*G>?>86_\ (71#GD-X4BF\QG2 R,P@]0@CYP\=>5O'R^^2 M\C8ZY$B27G6Z;)ZY2Y^+9
VV:_OE5;);;3WC;1O5&?0Q,:09&XR@C+6KCTN5_)NL+,QP/<1#Q7Y2 MT;>"2X8T&:VDI'=6Y-.$L52:5-!)&7PN-0R1Q!I@X:Q6T5M'X><$O_\X8SB MTN(Z]B%,ZG)\[D$E?
91C=4\TXNN<=3H3;N03%-04:'O23ZG"(R;5IO#MYVNE MW7W-LL'/&YVG[9WO-ZZAH+>(@F,GP,[^F$<:@/<\<&%:*[B]U(MI-K[[.V\C M6ZBN6^[6+:CJ-Q*"!
(!XBW9U3GA0EC6'B*U4TTVRVVRRVAIEI"&FFFD);;: M;;22$-MH01)0A"2(B(B(B(A>HQC(V".,!L;0 !0 #@ . '(*AE[WRO,DA M+I'$DDFI)/$DD\22>))7['Z7Y0$0$0$0$0$5"4>BQ>0] 1
1 1 1 1 1 1 1 M 1 1 1 1 17(? OZGOC_ /X"B?WZ>*.^XG]=VI/SB[_08O3'VB_X:]'?FAGW M21;&UG%.S(ON-KR1L: M75Y5%9W-0799D:F:C(VV_@IA&2DI;<2]M-
QELRW+L7NO?;1Z\M\Z'/. G<(; MZ(<1);N/%X;XR0$^;%R)(+*ALCJQV[GMBL;OYM==Z8+(VZKMFNN,9.Z@,5VU MM1&7_4PW('DS\MX[NT>V2UE8U['M(+7,< YKFD<"'
M@@C@0:KS0WEG=8^[EL+Z-\-[!(Z.2-X+7L>QQ:]CFGB'-<"' \0005PQ]EQD M!$!$!$!$!$!$!$!$!$!$!$!%Y:M35U,Q1MW!X-NG=Z=1XUC0UCLD^< <@+MK;H M#A04F% . '
<%Z:>TW4SM7=N&C\Q(XOD;AX[5SCS+K![[%Q)]:DFV-234GB> M)*VP&G%(= 1 116>L+]4VM^EW#OR)EPE_P!DGZY)?S+<_=;95^?.4_X>(/TC ML_N%XJO MM5"2 B B B B B B B
B B B B BSYXJ?6A\;OI[X>_YAXZ-=;P M?JDU3^CF2_J4RV]V^_K[T1^E^&_]1ME=>%#"]22 B B B B B B B BX=A7P M;:!.JK2'%L:RSAR:^QKYK#2MF1%E1W%(<;61I6A1D9&1C
M[VUS<6=S'>6CWQ7<3VO8]A+7,>TAS7-<*%KFD @@U! (7&O+.TR-G+C[^*.: MQGC=')&]H<7C:YXQ<^9%AEF8W8L/P5J6LW76V6WUDGO$0NY[?]TF[L[8Y[]G[UE27$DN?;2-?
XEQ>]K&2N \T!:?#=BC8@(@(@(@(@(@ M(@(@(@(@(@(@(@(IF/19R@X7-O+&'*3'RUY1$6ON$HSZ$(,]]V)$^@L-FP*NMLL8:^AMQ;R//TJV[14^) \59O\U[MGC:
[HZBTT749>X%MQ3A0NM+J*,#TD]-V\@#P#CX*R$*N5=R@(@(@(@(L">3? M.E-XY<*9MRM;)9DR*2 43&ZIU>T[S++190L?JDI)1.J9=G.$[)-&JFH;3SNF
MB#&QMI]OK[=#7MAHZSZFQ7$G5/(!]JMXQU32>BH8"UE>#I',9]4%J'?;=C&; M)[6Y7<+(AKY[6'HMHB:>?=RGHMXO209"'2%M2V%DCZ4852ZR3(KK+L@O,JR2
MQDV^09);6%Y=VDQ9N2K&UM9;LV?,?6?W3LB4^I9_8U/IT%[&+QEAA<;;X?%Q M-AQMK"R**-HHUD<;0QC0/0UH "\P.;S64U'F;O4&;F?G3S'Y M,%
RJR0OC/B=\T/)S6^@/.3\BC:GN+"J!2XSURA1D1?&/.1X!%NV.O.(4R<: MMY.YW0^U/F8BU(RNLFU'NL+P&0N_^JFHX1'_))H?,>'4QC7!ZF5V\=E>YF^
MGDZ@O@<%MXZCO?;B,F2Y;X^XVY+73 \O.>Z.W''IDD>PQFQIX]>('!/C/7-M M<<8A&5DBV.S8Y[D!,W&;6>]M+3Z3N76$?*H4A*2WQ(#<6(HRU-LU:J.L' MS9875)V=&IEOA 1 1 1
1 1 1 1 1 M 1 1 1 1 1:<>2?@OP'Y,Q94W*,<1C&>.(,XO(^(,Q:S)>\DB[97:>RJ!D\3 MW4I4B>.DQW3. !$[7/#:B*2(MGJ5<'RG\$N:O%F6_97L LQXV:IO[)XW$))
M$A2XKKBMC$E\TJTM#VA[AM![O0MM)HUMU'5S[25U0 V0NBZ\PXM"M4J,AT6IM.8K5 MVGKS3.;C\W%7UN^&1OCTO%.H^I>TT X<0%D^B]7YS0.K,?K334ODY MW&7<=Q"
[F.J-U>EX^JC>*LD8>#XW.:>!*NJ<)\M8WSGQ7A7*V*.:T^8TS-@4 M92TN/U=DTXY"NJ26I)$DYE+;QGXKID6U2VC-/NF1BA_7NC,IM]J^_P!'YD?? MMC.6=5*"1A =%*W^#+&YDC?
$!U#Q!7J*VLW$P>[&W^+W"T\?^[1]7!,U\3CR)82.!!64QB"S] 1 1 1 1?AQQMEM;KJT---(4XXXXI*& MVVT)-2UK6HR2A"$D9F9GH1#]-:Y[@Q@)>30 <22>0 \25^7O9&PR2$-C:"22
M: <223P YE4;[=&5\R4?)-U#N9KK(7V"LKS(9O*Y"YN1#;POFF<9YG2FD4+7.)]_B&MH": M+?;AOTG?)WDDHEAFD:CX#KB4-!:?KH63A2[VS^;QWXUOY=[
MJB.TTSAGT/5>/\RZ+3XLM("YS7#Q9/NQJKKML$^# M!XQW"ELWKG(K7VKF4%P=R]J%D)X>LUL/VR^;RV(T/Y=YJB.ZU-F6<2Z\=Y=J M'4I[-G 6M+>?
L7$ER*GU"DD./8WCN)5,2@Q2@I<9HH".W!I<>JX-+4PV^GN1 M*ZM8C0XZ.GL0@B$7,EE,GF;Q^1S%S/=Y"0U?+-(^61Q]+GO+G./T25-S#8/" MZ(T]9VMAB812."WBC@A8/0R.-K6-
'J#0NZ' 7:("("("("("("("("(" M("("("("("("("("("("("("("("("("+S67X;BN?X]8XGFE!69+CELR;,^HMHJ) M41Y/M0XDE%O8DL+T6T\V:'67"):%)41&72Z@T[@M5XB; ZDM8+W#W#:/BE:'
M-/H/'BUS3Q:]I#F. TEF(<_I][GLLS;NZHY8G%KF^D<.#FN' M!S' L>TEKFEI(4#?EMZ=.1<7-VG(7"S=CE_'K!/3K?&%;YN5X=%(U..O1]A&
M]DF/PT]5.I(YD9KWGDNMH=DE5GO[V@9C0[)]6[;B;(:2;5\ML:ONK1O,N;3C M<0,'-P'G1MXR->UKYA:SV^]XV&UT^#2&Y9AQVKW]+(KD49:WCN0:ZO"VN'GD
MTGR97<(W,>YD)D-].S@;_*#@V'DUS"^'S3E?X+*[;NM[),"NPY^:%,O4DK3 MVZZ4N:XA1)6V_/6VK^S+27/:'M9_=[MC'FLC'T:DSW1=2U%',M^D^Z0GQ%(W
M&9P(#FOGFL!UVL5#5K[CJ'O^/_\ @*)_?IXH[[B?UW:D_.+O]!B],?:+_AKT=^:&?=)%MR-+J1J MB B B B B B B B B BJB>J9PXSQ7Y4W]W5PTQ,?Y:JH?(D)++>V,U=S'9%9
MES!*_K2I-_7.6#I?U?F"?L:"XKM$UP_5^T%M87;R_)8:9UDZI]HQ- DMC_FM MA>V%OI\DKSU=_NVD6W_<#>96PB$>&U%;LR+ T4:)WET5XVOBYUQ&ZX=Z/>&^ M%%')1*$B B B
B B B B B B B B B B BM+>D/D:[OQ%;K%.;RP_DW-<<; M3M,NTB4S1Y:;>IM-DK5>4J7J1N%[VF[IM345WJ8L6&])NP*&^Q-K.?7TF6VK MS/A;@)OY^;@S;LKVXBQ<:C&YV]M@/0'-
@O**KP M+;50D@(@(@(@(@(@(@(@(@(@(@(@(@(L^>*GUH?&[Z>^'O^8>.C76\'ZI-4_HY MDOZE,MO=OOZ^]$?I?AO_%&V5UX4,+U)("("("("("("("("("*)_P!7OAYC M-_'.NY/B1M]
[PYDL.8Z^@B4XK$LRE0<=NXQ((NXO;=*JI!J(S)MJ.X9EH9J3 M,?LIUO)@-SY=)S/IC\Y:N:!X>\6S7S1.KR'Q7O#*?5.>T UH#7E\Y#MK%JK9
M6'7ELRN6TS?,>7#G[I>OCMIVTYFDYM)*\FLC>2*$D5A1;*J'$!$!$!$!$!$! M$!$!$!$!$!$!%))Z4%V=5YEX?!)PD%DN)9]2*2;QMF\3&.2LC[9(T/X@R5 M0$O9TT)&
[^J(M]XU@+S8R^N"*^ZWMG+RK2L[8*U\/MU*^NGBIO?-YY0X_N;Q MEH'4%]CLA!2M.KIMGW-*?5?[/6GJZOJ5:V%.Z]"2 B B B BK5>KUY#N9URQ M3\$4,W?
B_$[:+/)28>);%CR#=P4.&ATD*6VY^:]!)1'0?NK:DS)C:B]TA:CV M5;9MT]HV?>8=^K-P[; M:3$2UP.G0);GI-6R9&=@-#0D'W6W<(VG@YLLURQPX!0]";:K70$0$0$0$0$0
M$0$0$0$0$0$0$0$0$0$0$7:T=%MJ*>JBO3K&RGRW$LQH M<*)'0X](D/.J(DI21F9CAY#(6.)L9%?I7X]@[M51R;Y*08.4YKHQ/IN,7#9GXGBSFJ7FG(*XUY9V>1M); M#(11SV,T;F21R-
:^.1C@6N8]C@6N:X$AS7 @@D$44#/FMZ5),,W'*/B[7.K0 MTA^QON&VNX^\:$D;LF5QXZXM;SZR21J^3N&I:NJ8BS,VHIV);#=X)D?!I'=N M4 DAD.3- /0UMZ /#WD4 X&8 =
(MG$^7;J!V1'D1)#\64P]&E1GG8\F-(:6S(CR&5J;>8?9< M2EQIYIQ)I4E1$I*B,C+46(12QS1MFA!7Q'[7S0$0$0$0$0$0$0$0$0$0
M$0$0$0$0$4XGHY>0ZZG)\L\;\AG$5;E#4O../BD.Z$SDE;&9;RFBBDHU*4 M=O1QT3FVT[6VSKI"NJWCU@#WP;9MO,39[I8R/[ZM"VTO.D"*Y@?;3CJ@D86N'I:X4(X<>(-
M."\3@/%O&W%=7\EXWP3%,'K#)'>C8Q15U/\ %J01$3T]Z":?L))Z=77U..* M/J:C,=]J/5VJ=7W?O^J9"[\'3RODZ:^# XD,;Z&L :/ +%M'Z T/M_8?D MO1&)QV)L32K;6".'K(\9"QH=
([TN>7./B2O>C'5ER B B B B B B B B B MB BX-G:5M+ EVMQ8P:FK@,JD3K*SEQX$"'1]V_+F2G&H\=E.O52U$DOMCBW MM[98VUDO\C-
%;V,3>I\DCVL8QHYN<]Q#6@>DD!1W$'+N8Y)A/&V5,Y?98G7,V5W8U,:0YC[3;\ MTX+;,*Y=0U%MG%.EN)<0WHYHZDX9]!KO1V\.WVX&HKW36C;]N0O+"$2321-< M8 '/Z
&3$!LIKQZHNN.G)]>"V/K+9K<3;W3EEJ?6E@['660F,<,;*<5G(;.6KD!$!$!$!$!$!$!$!$!$!$!$!$!$!$ M!$!$!$!$!%0E'HL7D/0$0$0$0$0$0$0$0$0$0$0$0$0$5R'P+^I[X_\ ^ HG
M]^GBCON)_7=J3\XN_P!!B],?:+_AKT=^:&?=)%MR-+J1J B B B B B B B MB B BA0]:K"&YW&'#7(R&4]_&\ZN<->?06CAQLRH57+27MO5;+3^$'L-6I-J M=,BT-P]9Y]AV?
=;ZMSNF'./EW6/BN0/#JMIO*-/02+KC3F&BM>D4JV^=%TJR MZT'IC6K6CSK'+363G#GTWMN9A7T@.L>%>#2X@4+S6NH+.52P@(@(@(@(@(@(M@(@(@(@(@(@(K%WHI7'?
XKYJQ_>1_+.0**X[>Q9&GYYCGP6\W#/MJ)?YNZ M$1%N3MU/H9"L7ORL?+U?@=SY&O#D5=3\UQDO-V_U M3AZ_;Q!-2AX>?;=%:\C7W;D.(IQYA36"!JM'0$0$45GK"_5-K?
I=P[\B9<) M?]DGZY)?S+<_=;95^?.4_P'"B#](I/[A>*KP+;50D@(@(@(@(@(@(@(@(@(@ M(@(@(L^>*GUH?&[Z>^'O^8>.C76\'ZI-4_HYDOZE,MO=OOZ^]$?I?AO_%&V M5UX4,+U)
("("("("("("("("("+#OD-AS/(/_,>%/,)D'DG&F:5D1"BU[=D M[C\]53)06BOOT.S0R\CH9;T%J1^P9OMGG'Z:W#P>>8XM%KE;61Q]+!,SS&GU M.CZFGU$\0M:;S::BUEM)J;2\C \WV"O8F
^$IMY/)W@?:..!Y*D.+ M]5Y6D!$!$!$!$!$!$!$!$!$!$!$!%O'Z;S M8\=Y?7R#(B-/ODQ*5M/["M#Z^P: [I8&7&PNH8Y*](AMG1N^GTN-/0:'BK>XI27I$0$0$0$6)N=>5ZC
M@[B#D'E:Z[*XN%XU/M(L1]PVT6ERI)1,?I26DR4ERZO9,>(DR]BGB/H1:C,M MO='7NX&ML;HZPZA-?W3(W. J8XOA32T]$437R'TAM%KO=G<+';4[;YG<+*=)
M@Q=C)*UCC02S4Z+>"O@9YW1Q_^!?54F6LC8USWN:QI(M5>$?@9A7BO0L9)>I@9;S7<0D M%>98MA#T/&42&5)DX[A!OLID0X!)=4W)F&2)-AU-1-M;&$4_;^=Q.>W?R+L7
MCS)9:#@D/E6]2'3D'V9KJAHY_.9%Q9#X=3ZR.]!':OVC:6[?\0S-Y80Y'=& MYB'GW9:';M0YI#K:QZFAS(Z$MDF-);CFX,CZ8FR""-BF.@(@(@(@(@(@(@(@
M(@(@(@(@(@(@(@(@(@(@(@(HJ_/3TZ:+R!BV/*/$D.MQSFR,TY*M(9K3!I>3 M66&/=B61ZE$KYW(;;31:1UH^6ZT$XAL;O
MARV))^$SZI]OQK)#Q+/APBO5'+7WW=]E>)WCMY]?;B6&L==TEQC5Q:8]D-7.I;VEG2JRWJ+.*]"L:VQA M/+8EPIL1]"'H\F.\@TK0HB,C(6PV%_8Y6QAR6-
FCGQ\\;9(Y(W!S'L<*M2GPV9@FMUXXSV_XNS[#^1<7?*/?X5D55D=6 MI>O9IOH1=$\.Z'#Q8\ ML>WDYCG-/ J[AQOGE%RC@&&\BXR\3]#FN-U&25I[TK<:CVL)J7\))VD7;FP7
M'%,OH,B4V\VI*B(R,BH/U1IW(:1U'?:8RK>G(V%U)_A0$QN+>IOI:\ .8>3 MFD$$@U7J@T1J[$Z^T?C-:X)W7B
MU'0K*$!$!$!$!$!$!$!$!$!$!$!$!$!$!%C3DGF/B[A^L^;\EYQ08C%4@W M([5E,W6<]*3,E%54D1,FYMEIVGJF+'=46A].AC#-9;B:'V]LORAK/)VF/@(J MT2/^,?\ ZJ%@=-*>?".-
YX'AP6:Z+VXUUN)??D_16+N\A.#1QC9\5'_K9GEL M,0Y<99&#B./%19]WU6L]%8[:-W6X'FUTLL9%* M.A-:*=VV_8)>3=&0W4R@ACX'W.PHY_II)=2-Z&D>^7^ M;)YS>2\
[N\D;0]WXM0X^B#CM>YMV)578[7(B4L-PF_=-Q#!.K(M5J4>IG!+7 M6ZNX.Y5U[SK3*7-XP.JV(D,MXSR^+MXPV%AIPZ@SJ/U3B>*GMH+:?;O;*U]U MT3BK6R>6]+I0TON)!SI)
<2%\SQ7CTE_2/J6@4"W?]*7*&*GGW*<0,'U MTL,T,@%/]5YSJ^'3RX\(P=^^#ER&TUAF86]1Q^9B+S];%-#-&37_%ODMIX] M0X\.-A(6V*H5 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
14)1Z M+%Y#T!$!$!$!$!$!$!$!$!$!$!$!$!%^/_P#@*)_?IXH[[B?UW:D_ M.+O]!B],?:+_(:]'?FAGW21;$ MI[[TVYP_*8CFHNBWD\G,RGD)^Z/8]=6KG>P#AWM;ZR,H'N_XK ?
H!3TBNM6ZH"("**S MUA?JFUOTNX=^1,N$O^R3][? M?U]Z(_2_#?\ J-LKKPH87J20$0$0$0$0$0$0$0$0$0$7X<;;>;6TZA#K3J%-N- MN)2MMQM:32M"T*
(TK0M)F1D9:&0_37.8X/82'@U!' @CD0? A?E[&2,,<@#H MW @@BH(/ @@\"".85#>T@G66=C6J<)Y5?.EP3=))H)TXDAQ@W"09J-)+-O73 M4]-1Z(K2X%W:170'2)8VOISIU &E?
55>1R_M38WTUD7=1AE>RM*5Z'%M:>%: M5HN .0N(@(@(@(@(@(@(@(@(@(@(@(@(MT_3M4\GS0X&-AM#JSR2Y2I*W392 M3*\/R-
,APEDV[JME@U+2G0MZDDG5.NXM$=S88=B=1"0D-]UBY"O'WF"@YC@3 M0$^ -:&E#*'LN,C>Y_2)B:'.]^FX$TX&SN0XUH>+6U(%/:(#:BM1<'%)2])Z M B B B@Q]9WFM5?0<;<
U,M2'[^0YR/F#3;A(4=/6.RJ;$H3R4J-3T6?;E/D M*2HB)+M>RHMQ_'P>S^/D(FO'G)7@!I\3$7PVC' 'BV2;WB0@@ .MXR*GE7S%D
MZIP0$0$0$0$0$0$0$0$0$0$0$0$0$7<8]C]WEE[3XQC57-N\@R"RA4]+45 MS*I$ZSM+&0W%A0HC""-3C\B0ZE*2^V?VAPLEDK##8^?+96:.WQMM$Z661YZ6 M,C8"YSG$\@T
DKLL-A\KJ'+6V!P=O+=9F\G9#!#&TNDEED<&,8QHYN9P.0RM3;S#[+B4N-/-.)-*DJ(E)41D9:BV>*6. M:-LT+FOA>T.:YI!!!%001P((X@C@0J&IH9K>9]O<,=*/&XMNK(\J8]HI9%
[J#ZF7VQU^4R^*PEF[(YJZM[/'L^%+/ M(R*-OT7R%K1R/,KML)@<[J7(,Q&G+*[R&5D^!#;0R3RNY#V8XFN>[F.33S"D M$XF]*_ROY+1%G7F.TW%%)
(]3GQG(5G\+;+CK+\CRFRZ=J5K%HT+>K(RBP;$WNI*6T[#J9,W)G2(RVDM%LR2DZF:",RVQ-UEWP;B9@/ MM]'V5EA[4U D=]]W]!#I&M@'IH;=U#]5PXSRV[^;0VCT\8[O<#(Y'4-
ZVA= MT^X6CO@LA<^Z/HJ+ME16K03PE1P?!L1XUQ2GP?!*&#C&)X^P]'IZ.M0M$. M"U(E2)T@F^ZMUU:Y$V4XZXM:E+6XXI2C,S,Q$#4&H,UJK,3Z@U#<27>9N7!T
MLKZ%SRUH8VM !1K6M: &@ "@5@.E-)Z0& 5)/ #F2? !?IK M7/<&,!+R: #B23R 'B2M+>8//OQRXC^)@_G9_F!DC&Y'YO\ 'Q1[WMNEN3MG M7WQ#&.0^VZG:XCXI7<'HNOR?\
DC"NH?>+_J@J/2R#I=4V- MW\X%%3S%ZG7.6?%)K./8U;Q)0.J4E+M4I-YESS!I-)MOY%8Q6XL/?T42H4** M^V?0GE%KK!7"M-28 M*43XB]@9+$\>+'BHJ/J7-
XM>T\6N!::$%>?/4FGLOI//7>FL]$8,Q8SOAE8? M![#0T/U37<',<.#FD.%005Z4=TND0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$ M0$0$0$0$0$5"4>BQ>0] 1 1 1 1 1 1 1 1 1 1 1 1
17(? OZGOC__("B M?WZ>*.^XG]=VI/SB[_08O3'VB_X:]'?FAGW21;JC8NA7G+0$0$0$0$0$0$0$0$0$0$0$0$4YWHD_^*/(7_Z!QW^4_Z%LK8/FL?_!_6?

_4\=]TO%8,%:ZN00$0$45GK"_5-K?I= MP[\B9<)?]DGZY)?S+<_=;95^?.4_X>(/TCL_N%XJO MM5"2 B B B B B B MB B B B B BSYXJ?6A\;OI[X>_YAXZ-=;P?
JDU3^CF2_J4RV]V^_K[T1^E^& M_P#4;977A0PO4D@(@(@(@(@(@(@(@(@(@(J(&2NM/Y'?OL.-O,/7=JZR\TM+ MC3K3DY];;C;B#-#C;B#(TJ(S(R/4AZ'<4Q\>+MHY 6R-
MXP010@A@!!!X@@\ MPO)'G)(YLU>2Q.#HG74I!!!!!D<001P((X@C@0ND'/75H"("("("("("(" M("("("("+>'TW8C\WS8X*9CI);B+;*Y:B-24D3$#C[+9TE6JC(C-$:.LR+VF M9:%U,:!
[HYHX-A=0OD-&F&W;]-]Y;;;_)7.]7-2K[(K>6Z[I-)1PBKQ<7; M^=/9CQUY(X\?0UI-/'D.*M\BE%>D5 1 1 14S_-CE[_.[R=Y9S>-*^+HV\C> MQ?%5H=[L96,XBA./56;BGUTKCXK54;?4?
D!$!$!$!$!$!$!$!$!$!$!$!$!%9*]+7PL9X MWQ>!Y%\DU1?YA9E6FY@%3.8(W<-PZRCZ)NEMNH)4?(LLANF9&7O1ZU:4:DJ0 M^VFK7NZWW?JG+2;8Z6F_^VK&6EY(P\+FY8?
M50?:AMW#Z#YP74(BC<;O^P/M M>CT1@8=ZM;V__P!Y9."N/AD;QLK.5O"<@CV;F[821XQVS@VH=-*QLR @ZK,4 M!$!%7_
/57*FZQR=Y M1<7U"6X,N0T7,5!7,[419LIU+,;D*)&;+:3,Z0XEBV)!%H^IN4:5=R6ZFR'L M]WX==MCVCU;,3<,:?R;,\|7-:*NLW./BP OMZ\V!T((Z86&GCYP;M<98/EW\ MT%;!MI(\?
EFWC% Q[B&MR+&CATR.(9=AM*2%EP6GKN)&P2BPM5+("("("("(M"("("("+(6 <3-N/\PSF8AQ#;Z,7QZSN&H9KV[5V$J%&=BUS)$HC M-
Q];:$D>IF1#&M2:RTGH^W]ZU3DK''P$$@SS1Q%U/K&N<'//J8'$^ 69:/V[MUYN#=^XZ'PV2RUR" X6MO+,&5\9';.61CCQ=(YK0.)
("DRO*.&)PY@A3HV]^;EV'TGY=SJPY'4F2::!U>\2FWM>H<>IEO:F-]/2R:X MG:1P((4C.$\1^8N+N(J[YIR3G6.XA'4V;K#-I/05G.01K M(_EE+')^XM5$;:O=C,.J]T^G0QAFL=P]#[?V?
ONLLI9X^$BK1*\>8\ MJ64\#PC8X\#PX+-=&;'VV9W3#$.(XR/:.(X M\5&1R_ZL&+UARJOA/!I>32DDMMK*\V4[3T:7",MC\/"83AW5I&6DS_UB16.)
M47W!E[85;@]^6$LC)8[:XN2]G%0+J\K##7P-/-@^B'9?Q$C3VN&(-;@;X[H;F/>S566N'X MUQ_V6(^1:@5J 88^EK^GP=+YC_2\J=NWNQ6UFV#&/TGB;=F2:/\ :I1Y]T32
MA(GEZG1]7BV+RX_0P+7T:F6W4!$!$!$!$!%(WX,>:\C@2R:XXY#?D3>(KRQ4 M\S,(GI,S +2:LN_:0F$;W)&/3'3WSHC:36A9G(9(W#=;D3"[8>Y.;:N\;H[5 MKGR[?
W,U0_BY]C*\^U*QHJ76[SQFB:*@UFC!?ULEAKW2]LT.Z]D[6>D&LBW# MM8:%G!K+^)@]F)[C0-N&#V8)7&CA2&4AGEOBL2U5M5WM9 NJ2Q@V]/:Q&)]9 M:5DMB=76$&4VEV-
,A3(RW8\J,^THE(6A2DJ2>I&+>;"_LQ[26N:X&H<"01R5.]_87V*O9<;DX9;?(P2.CDBE8YDD;VFC MF/8X!S7-(H6N (/ A=@.6N(@
M(@(J$H]%B\AZ B B B B B B B B B B B B BN0^!?U/?'_/P%$_OT\4=] MQ/Z[M2?G%W^@Q>F/M%_PUZ._-#/NDBVY&EU(U 1 1 1 1 1 1 1 1 1 1:"> MJ \RUX/[&-:#]4?RM8.H/2>E
MKC] $^"J0"YY><] 1 1 1 1 1 1 1 1 1 1 1 1 1 13M>B-"=L+]4VM^EW#OR)EPE_V2?KDE_,MS]UME7Y\Y3_AX@_2. MS^X7BJ\"VU4)("("("("("("("("("("("("+/GBI]:'QN^GOA[_)AXZ-=;
MP?JDU3^CF2_J4RV]V^_K[T1^E^&_]1ME=>%#"]22 B B B B B B B B B\K MG>1MX?A&99<\I*&<6Q7(Q;LWG[' M"L!+[R\A@ 'B99&QC_26/ZMS;--:5R>HY2!'C\?/0HO
M)>@(@(@(@(@(@(@(@(@(@(@(@(@(I)/2@HCM_,O#[FR66+XEGUZI1H-1M%(MQR5C/<)6Y/;,U9$2==%=%::==2BWWC9 66QE];$T][O;.+GSZ9VST]?VFM.' M*OA0S>^;SQ)R/?
#_::5X\Z4XU%K84[KT)("("+ M7/RXY2/AGQMYBY#8?*-9U&&6,''W]QD;63Y(;6,XR\22+]MX[BDEH9H0 M?5)>\6S]E](C76Z>#TS(WKM)[YCYAZ8(*SSCU5BC>T'P)' \CI3N,U\=L=C]
M2ZSB?T7UMC)(]=WHNKFEK:GTGIGFC<0*5 /$>9.7/3M<0<-CLN$GXEM0B[W3[QG;'1!Q&%EZ-8Y=KHH"TT=!#RFN?4 MX ^7":@^8_S&U\IP4V^QWMY&].Y8U!J.#S-O-
/O9/>PJUR1$DB2DB2E)$1$1$1$1%H1$1="(B%.Q))]>:]"@ H. M"_H_B_J B B B B B B B B B B B B B B B B B B B B B B B B B BZ^WJ:R^ MJK*CNH$2UI[B#+K+6LGL-
R85A73F%Q9D*7'=)3;\:3'=4A:%$9*29D8Y-E>7 M>.O(LA82/AOH)&R1R,):YCV$.:YKAQ#FN ((Y$+A9''6&7Q\^*RD,=QC;F%\ M4L4C0YDD,<_Q;YONL.CMR7L$OR=R;C:T?4M
MY4C%YDEU":F5*4:N];8U*2]'(-1DXZE#<@TI2^@A=QL)NQ;[NZ @SJU>X@0O<>@(@(@(@(MG^+_##R@YA.,YA' M#.8O5DHT&U?Y!!1B&.K9,SWR&+O*G:>OG-,I29J*,MYP]-
J4J49)/4VK=]=I M=$A[,_G;%MVSG#"\W,P/@TQ6XE>PGPZPT>)( )&^=!=L._6Y18_2NF,FZQDI M2XN&"SMBWQ[,,<@ J2(W/=X!I<0#)!Q;Z+6;V'8F\Q\M4&,L>XXY18%62
M\FL7$*W;F'KRY*AKZV0WT,U-Q9[9GJ1'_6$7-7=]N MNJ#0^&N;N3B!+>2-@ M8#Z1%%YSW@^ATD)\?4IMZ ^:^U5>]%UN9J*SL(N!,&/B?=2$>+73S>[QQ.'# MBV*X;S]*DDXK]-
+Q$XM^%D_Y=?YAW,7:?SGD^>K*^\:=#U>QWM0<+5[Q:D? MRS<7LUT$6M8=U6].KNN+\J?DRQ?_"5@SW>GT)JONO\ ]_3U*<&W_8SVXZ \ MN?\
(OY:RNB4D6HC[>7MYD+EUY?RRSW;S5SY'.>]Q]+G.)< M3]$J5^/QV/Q-FS'XJ"&VL(Q1D43&QQL'H:Q@#6CU !=@.,N:@(@(@(@(@(M@(@(@(@(@(@(@(N#9VE;2P)-I<6,&IK(3?
>F6-G+CP($1K<2>[)ERG&H[#>Y M1%N6HBU,<6]O;+&VK[[(S10648J^21[6,8/2Y[B&M'K) 7*LK&]R5TRQQT,M MQ?2FC(XV.>]YYT:QH+G'U $K0SESU(_';C&(3\A;>))
M*1\5EDXFJMV.X1_VD K TGT-)"+.O^\C:'1W7:X:>7/99M1T68'D ^'5=/I$ M6GZZ 3T\0I6[>]E^\6L^BZS4$6 Q#J'KO"?/(\>FT964.'ULYMZ^!47W+GJ6 M^0G(A2:_$9-;Q-
0/]QLF,52KV*Y9:%_3K"+< M#O.W:U?UVFGWPX#%.J*6OMW!:?!UU(.H.'@^!EN[A]&LYMO>RG:'1W1=ZA9/ MJ#+-H>JZ/1;!P\6VL9#2T^++A]PWC]"F@=O>Z;\ZUMYTJ
MRLIKZONGI[TO>\E MSCZR25+/'8W'8BRCQN)MX;7'1-Z610L;'&QOH8Q@:UH]0 "ZT<->-/F;RKXW2T5]8^66\>OR.[8X#>2WTP6S6LUORL;GDE][&[)W M[H%35SK=_M&WD/&
MI:UT;B:R1/(:1'G>OMMT'O1;F\OF?D_5[&4COX&-ZS04:VXC]D7,8X4#G-D: M!2.5@+@9[N!O,3A'R CQ(N,9(U29B\TDY.!Y.MFKR-#Y)U=16$MPX60L),C,
MEPG'E$WH;B&C,TE:GM9W#;9[L0QP82\;;:BW6[<]S]I)I)\Y9.NM.-=[-];!TMN6^!DH.NW<> +9FL!=4,<\>T M=IAO):)0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$5"4>BQ>0] 1
1 1 M 1 1 1 1 1 1 1 1 1 1 17(? OZGOC_\ X"B?WZ>*.^XG]=VI/SB[_08O3'VB M_P"&O1WYH9]TD6W(TNI&H"("("("("("("("("("*+OU>,D;I/$=RI4Z2',P MY*PR@;;T2I3Q0V[C*E]#:
<4E"/S;(S41MZ'H6[WMJI;]E>+=?[T"\ JVQQ5U M,3Z.HQ6X\1Q/G\N/B:<*B _SC^<9BNW,X\NH_)9RRMP/$] FNSX&@'NP)-6\
M:"O'I=5I%NJH'0$0$0$0$0$0$0$0$0$0$0$0$0$0$4_P#Z(L FZ?R/L]RS5,LN M+(!H-)=M)5T7D"02DJ]IK6=H9*+[!)+[8K?[^;@NO=+VE!1D60?7Q]MUF/\ M)\7P^B5<-\U=:!F-UM?U-
9)\5'3P^+;D'5!])\WCZ*#TJ=L5YJVI 1 116>L M+]4VM^EW#OR)EPE_V2?KDE_,MS]UME7Y\Y3_ (>(/TCL_N%XJO MM5"2 B B M B B B B B B B B B BSYXJ?6A\;OI[X>_YAXZ-=;P?
JDU3^CF2_J4RV]V^ M_K[T1^E^&_\ 4;977A0PO4D@(@(@(@(@(@(@(@(@(M%/4CY.9XQ\0>4G"?[5
MIGL2+QC2M;^W\4]F3BXMVQO(]WN8?'LWMI$>_M;3T29F4A>UO2;]6;UXAI;6 MTQSW7\H7I%L Z(_3N3 VOAU5'$ &)G>]KR+0?;=GWA_3?Y>-F+@%:=;KTED
M[:^JS;=/IQKT])H"2*B NG7G"0$0$0$0$0$0$0$0$0$0$0$0$4SWHL8FJ= MS+R[FQL[VL:XV@XV3IH)269.89+"L&32H_[-Y'.,N,8S_;E9YG$S(9S: M%>\[28-6=M<=Y!?
FY<;I[%"L102-/H$G'F%6/\YYK;\E[9X'0D#^FXR^5?ATUU"\5 MYF+AR*K>BT94CH"("("("("("("("("("("("("+L*JJL;RTK:2GA2+&VN)\ M.JJZ^(V;L]?
8V$AN)"A1FD^\Y(E27DH0DNIJ41#CWEY:X^TEO[V1L5E!&Z21 M[C1K&,:7/&BXS>SC^]\YS:U99=OIO=]KT:.ZA,2*9 MZ&4.,T1]2,SHLWDW'O-T]P+[5\|BO3
MMV\;/X[8[:C&:%M6L.49$)KZ5O\ +7TK6FX?7Q:T@0Q>B&*,'B"MD!JY;N0$ M0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$6B/J'>-;?D;X M^WC-/ .5R+QRB9FN
J8:2N9.D0XNM]BS6B#=<1D]2R;;325()5@S$6H]K9D< MANV?=1VV&Y-N^^DZ-,90MM;RIHUC7.^)N#QH#!(:N<0:0NF %75$2>\[8YF] M>SEW'C(?,UKA ^^QY:*OD*ZI
M[:XM[,;]F;;''-1$9QZ/%6[Y],K0]2:EN0SZ=5)Z:QPU9WD[.:>ZHL3+>9B\ M;P MH2V.OKEN#".G^%&V7U J8.A/F[^X75I9/G8,?I_'NH2;VX#YNG^#!:"X M<'>(9,Z'UD<*R)
<9>C+PQ0%&E\I9 Y*1?C#Q;\> M.&?AG.-N(,)QN?$V?#WORE%QD[?;VFC_.Z[Y=IDB]%()7O2C]XMWMZB,6K= MW-S-<]3=4YN_NK9]>J+S/*@->?WO"(X/&G"/EPY*:N@]@MF-
L>A^A]-XJOO(MZ=,_E":Z%*4^^[@RW)Y \93QX\^*SV-0ZVVO(^Y)XQAQIRF][R24KX:0W6N+KZI\R3])TB M*74NO4AH[7G<;M!MX'PYG+PW&39_T:T^^9Z_6N$9,
<3O]=)&.7'B%O70/;;O M'N+T387#SV^+?_TF\^]8*?7-,@$DK>/\C'*>?#@5&3RSZL&:VWQ%=PU@M;B, M-6]MO(\P6G(+]2#W])$6FBJ8HZR06]?=>79-
]#]NI:0KU[WY:DO^NTVZQ<./ MMS4"XNSY\].-'-A:6PQNY<'FX;S]/";N@.P33./Z+ST!MX** MM=,X.GE;SXL%L[EZ.,:G(W,G*?+D_P"9OL$,M8;BZYU_=>^:RRMYD) :M;+(?*83_#
<+>F&(>J-C M1ZE-71NW&A-O;3W/1>*LL?$6T:\#^^-XDC);(T@@@T((X@@CB"#R*_+V,D88Y '1N!!!%00>!!!X$$

W3+C$V&1YXND*E'XI]3K@#.OA8.;M MW?$]V\24K^>,JO,8-]:R2AF/DE,P;Z$Z'JIV;!@LITZJ$X="=[&T^J.BUU,+ MG Y)W/SQYUMU$\ VXA;U >)=-
#"P>+E!;7W8_NWI7KNM,&US^,;Q'D'R+GI MXEUM,[I)\ V&>=Y\&K?W&@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(KD/@7]3WQ_P#\ M!1/[]/%'?<3^N[4GYQ=_H,7IC[S[1[1?
>COS0S[I(MN1I=2-0$0$0$0$0$0$ M0$0$0$4 /K6

"

9QW%W#(NJ7$E66VI'_5 M6D__&V0=ANEI([//:TF;\7+)#90N_U8,UP/H?&6_P!,%4]?.CZWBER&E]N+ M9_QL,5QD;AO^MB3<+#X[A6+#>9R-?C;F=O/E3XG@!Q'&O,*
[SYKW&F+:;4.8X],^HO) MYBGQ%G;/X#F#]\"I)H>%*$&LR8@VK-$!$!%%9ZPOU3:WZ7<._(F7"7_9)^N2 M7\RW/W6V5?GSE/\ AX@_2.S^X7BJ\"VU4)("("("("("("("("("("("("("+/
MGBI]:'QN^GOA[_F'CHUUO!^J35/Z.9+^I3+;W;[^OO1'Z7X;_P!1ME=>%#"] M22 B B B B B B B B B BK3>KSY#Q>0>6*'A'&K!,K'^(FY,G*%QU[H\GD*Z: M:*1"4HMS;ZL7I4-
L;DGJU*ERF5EN;,BM3[*MLYM-Z.N=?96(LR6:+6VX=\)M MG$3TN](]XE+GT/PHXX7C@Y4:?.0;SV^L=P[/:O!S"3#Z<:YUT6GV79&<#J83 MR=[K"&LJ#5DLUQ&X=3#2'X395;2 B B
B B B B B B B B B BLI>C+@9 MTG!'(F?OM&W)SOD0JR,HR/1^EPNFC-1'R/=I\XO[!O30C(V]=3U+2K#OHU$ M+_+\V-I$XO:3-:PE;TSY?->4W^%!9 M0M#'?\]
<7#>7U/KX3$"$2LK0$0$587UA<\)/)VHPUEXU1..>.Z*O?C[C,F[MO)9,[)IKQ%N,DF_33JY)EH1_>]>I::6S=DFG1B]H\Y(WX[*9.5X/IB@:R!H M^E*R<_\
&^BJ&_G*=7'.;\6VF8G5ML)A8(W-]$]RY]T\^KJADMARK[/T%$^) MC*O- 1 1 1 1 1 1 1 1 1 1 1 1 12N^DEP*WR5SW.Y2NX??QKA: Q:PB>9 M[D:5G5Z4]'C2-
5Z(4JGB1YE@2DF:V9+$8S(B41B'?>=N*[2NW4>D;!_3E<](M8W4-'-M(NETYX!5A7S=.T3-<[O2Z_RL77@]+PME9U-JU]_M/ULMAQX'R6-FN 14LEC@)'M
JSZ*EU?,@(@(@(@(@(@(@(@(@(@(@(@(@(M@(@(@(@(@(@(@(@(@(@(@(@(@(M0:+P*\2*'KK-$<*8M6=_,0[BMY\CAX,$[/7D&-M M[>.%H@Z()"V-H8"^>)K9WN(
ZG.E/4:D\S6-V)[1.W/$:@NM3MTMC[G,7=W+ MO@16D_7>0N'7E_+)/=O-7/DZF5\0Y5=3HAE;-/1HZ7$*FJDK,EZ[NHI&WUW!S(9GQLZHX@SS06M#@9C(>-:J\O87:#:+#:(PFL=-
X6T&6OL7: MW)N)A[S.V2:%DC^F28O\HASBTB$1MX4HM,A')220$0$0$0$0$0$0$0$0$0 M$0$0$0$0$0$0$7HL9R_**LVKK#LFO\5MV3(V[/';>?33T::Z$4JND1WMO
M4R,MVAD9D?M';X74&=TW>MR6GKVZL<@WE);ROA>/^-&YHZJT73YO3V U-9. MQNH[*TO\>[G%<0QS1G_BR-I?Y)X/\-$R*QH.3*EDR0IG+:M$> MW)C4E&EB^H55-*'A2+>M.R?
9;5'7<8>&[PE^[B#:2ET/5Z703B5H;_87 M0\JU'&L@7&WJK<*9)\/$Y&QG*N-9SAI)Z>PV69XTP6B24MT>^6XY5)?$UMQS\!;.X>->"B-K3L+ MW,PO7<;-
OK#-6HY1N/N=R[G0!DKG6_+Q-TWCX4XK?OC_)DXJY4C_$<=\@XI MEVB$N.Q*>XB/V<5"D[T_'4ZG&[6 HTD9Z/,MGT/IT$K=)[BZ$UU%YVD,M89#
MA4MAF8Z1HY^W%42Q_0>QI43-6[<:]T'-Y.L<1?X_C0.FA>V)QY>Q, 8I./BQ M[@LEC,UA2 B B B B B B B B B B B B BH2CT6+R'H"("("("("("("(M"("("("("*Y#X%_4]\?_/
43^_3Q1WW$_KNU)^<7?Z#%Z8^T7_#7H[\T,^Z M2+;D:74C4!$!$!$!$!$!$!$!$!%P["P@U,"=:6<-+;;>.PVI:U*B2DC,Q][:VN+RYCL[1CI+J5[6,8T$N<]Q#6M:!Q M)<2
.))7&O+RUQUG+D+Z1D-C!&Z221Y#6,8QI<]]G'@&M:"7$\ 252_P#+ M/G)[R*Y^Y"Y13WT4MK:%68C$?):%P\/HFD56/I6POK&DS848IV.W&-
TB>DW\,/F7+AQ#KF4F2:A'PFM<[RV.\8V,7F$[B-UY=Z= MX,SKX=8Q=Q<>59L=4%EG !%;@M/P7/8WSI&\A+))SYK7$;06DT!$!$!$!$ M!$!$!$!$!$!$!%:O\ 2:QTZ3PXQJR-
!I++\USO(DF>NCA1KD\3WE_02L7- M/_M(4^=Y63%_OA=VH-?\?_,^OTUZ"_F[L*<7VSV-\109+*7]S M]'IF]TK_-EI])25B*RG*@(@(HK/6%^J;6_2[AWY$RX2_P"R3]#4[4FJ?
TB/TOPW_J-LKKPH87J20$0$0$0$ M0$0$0$0$6A'GCYG4/BOQX]74DN'8\S9C DQ\'H=S,A5*RZ3L=S-KZ*I>K516 M.I449"TG\=,0324FVB0MJ1?;OL7D=W]3-
NK]CXM#6,C3=S<6^:11PM87>,D@ MIYA!^*B/62'.B:^(?=QW.XCM_P!&.LL5)'-N=DX7-L;?V7>0TU:;ZX:3PAB(M/E-'VK[]\4+A MR,-
L!;PN'H#HXFO^BXGF5Z>NV70AVWV%TOI29ACOH\7'/.TCVFW-X77=PUWI M+)9WQ_0:!R 6S0U0M[("("*F7YN9@K.O+3GZ_-Y4A#?(]YCD9]2R<)R%A2V\
M,@*:61F2HYPJ!OM__#VB_8/"#3VS.F\:&AKCBXIW"E*.NJW3ZCT]4QZO75> M8WNGU*=6=Q.L,P7%[1FY[9KJUJRR(LHR#];T6[>G^#1:LC;JT"@(@(@(@(@(
M@(@(@(@(@(@(@(K;GIG\/(XD\3L&D2X?PV0\G*D==,B(U*UIB[K-;G6>\F0CA?UXS$@6$5.58"3.?14W+IAU M>+6LXT 7HN[%]M6[==O&)FN(^C,YXNRDY/,BY#1:BO,-
%FRW=TG@U[Y#0%QK MO\(X*82 B B B B B B B B B B B B B B B B B B B B B B B B B B B B B B B B B B B B B B MB B B B B B B B B B B B B B\Q)S;#H>2UV&2LJQV/E]NB0Y5XJ[<
MUR,BGM183UC)?BTIR/F3S$>#'6ZMPFS0E!:F?4ATDVI=.V^9ATY/?6;-07 < M8[8S1BX>&L,CBV'J\PM:QI<7!M !4GDN\ATSJ.YPLVI(+"\?IVW+1+="&0V\ M9<\1M:Z;I\L.
<]P:&EU230!>G'=KHT!$!$!%6=]1_"',/I\NGI8-F#G51CN M9P/=T0OXBN11VBTJT(E*J, M0RD?1F@D)^BKL^S+4[-1;$8^T+@ZZQ5Q<6-H^@M$1%Q2J0$
M0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$0$7WBRI4&0S,A27XD&J^4\$%U"ZWN6,DMW@AS7 .:X'F'--00?$$46V_&OG;Y.\9?#1X'(\W*JB M,2$%29\RG+(BVFNC3'S&ZE$>"
M>;O+8/=W.)XDR0/-:GQ-9!N,?5JQ^6F-"Y?XSL*A\]J'[_9C5K 6M1Z=U6. MWC*=!CM^U6R?-,O8DSZ'+317?QB9PRVW!PLUO+R=/8O$L9)\3;S.8]C1XT MGF=3D">"B+K?
YOW+P%]SMWFX;B+FV"_88I !X"X@:]CW'PK!"VO,@<1([Q=Y M(("\RH93QWR1CEW8O(WEC[TI51DZ"2DE.;L;N$0+E:&==%.(96UJ719EU$Q- M#[Q[9;C-:W2.9L[F\
<*^07>5\H9,0.1<&%OH<5#/76S&Z&V[G.UAA; MRULVFGO ;YML>-!]\0E\()YAI>'^EH6;QLQ:P0$0$0$0$0$0$0$0$0$0$5"4 M>BQ>0] 1 1 1 1 1 1 1 1 1 1 1 1 17(? OZGOC_\ X"B?
WZ>*.^XG]=VI M/SB[_08O3'VB_P"&O1WYH9]TD6W(TNI&H"("("("("("("("*"3U3?-^N; MJ[;QAXHNFIEA.62GHS%S$[A$QIXXYCV\#(\@>^4)#& VSJN?,R. 60*GE 1 M 1 1 1 1 1
1 1 1 1 1 1 17//"W$3P;Q0X!Q];?9>_RTQV]E,F;AJ9FY M;&/+)S+A.$2DO-3+M:5E]RE9&2>A$*+-]\T-0;QZCR33U1_E6:)IX<6VSO=V M$4\"V($'F10GC5>G?
M>TX=*=O6C\.YO3+^0K:=[>-6OO&^]R UXU#YW!PY U M X46SPU,M\H"("**SUA?JFUOTNX=^1,N$O\ LD_7)+^9;G[]&[K;*OSYRG_ \0 M?
I'9_<+Q5>!;:J$D!$!$!$!$!$!$!$!$!$!$!$!%GSQ4^M#XW?3WP]_S#QT: MZW@_5)JG]',E_4IEM[M]_7WHC]+\-_ZC;*Z*&%ZDD!$!$!$!$!%_#,DD:
ME&24I(S,S,B(B(M3,S/H1$0_H!)H.:_A(J> "BK\O?5!XRX5C6N%\.2:KE+ ME5'Q$%V7$?.7@>&RTI4A;UQ:Q'$HR*SBO&1?+X+II2M*TR)#"T=I!U X.;--$YOEOK5Y_P @9GRE
MEMSG?(&0V&497?R2DVEQ9NDX^^I*$M,,M-H2VQ$AQ&&TM,,,H0RPTA*&TI2D MB*U'3FF\%I'"P:>TW;16F&MF],<3!0#C4DDU+G.)+GO<2Y[B7.)))5'&L-8Z
MGU]J.ZU;K"]FO]0WC^J6:4U M)Z0PD#F>A[Q[0-0/J6.-0 2-Y=MFVYW8WOT]HR6,R8R6_;-=BG#W2UK<7(<3P; MYD4;HFD\.N1@H20#=$%$Z]/R B
BX\N4Q!BR9LI?:C0X[TJ0[M6OML1VU.O+ MV-I6XO8V@ST21F?V",Q](89+B9D$(K*]P:T"^-Q<16MN^ZN M#TP1L<]QH31K0230 DT / GT!41\DNY.39%?9)-
U*9D%U:7P>AK%V$6*QEMBX/M%M!'$WA3V8V!@X5-. Y5/T5Y* M+CQH*^@+I1SEU: B B B B B B B M B B B B B]OQIA4SDCD7 ^/8"EMS,XS'&L2CO(1W#CN9#<0ZHI)IT,MD8I7
M<49]"2DS/H1CH-5YZ#2VF,CJ6Y ,&/L9[AP)I40Q.DZ?HNZ:#QJ>"RK0VE[G M6^M<1HVS);AO7U'P !)X*\I55<"DJZVEJXS<.LJ($ M.KKHC1;6HL"OCMQ(<9I/V&V([24I+
[1#S]WEW<9"[EO[QQ?=SR.D>X\W/>XN MKK'V%IBK"#%X]@BL+:%D4;!R9'&T,8T>IK0 /4%SQQES$!$!$!$! M$!
M$!$!$!$!$!%@_DSR3X*X?)Y'()N,4D]@S2Y1LRU7.2$KKINQNB:LKQ"#,M- MZHZ6R/VJ(:RUIO+M?MZ'-U;FK*VNF\X0\S7'X/))@/"I8&^DK:&B=EMT]Q" MUVD,)?75H[E.6"&V_"9S'
3XT$A=3D"H\>3O5GQ"N6_!XDXXMLF=2;C:+[,Y MC6/59+3J3O%0)[QX@ MCKX.;#'YDDC3Z'O@=Z0%,#1'S?\ J*\:RZW!S-O91FA,%FPW$M/%KH/+BC< M/2QD[?
02HZN4/.OR8Y4^(C6/(4O$Z602DJH./FU8G")M9GW&5V$-YS))D=Q/ MNJ;DSWD&DM#+JK6(.M^Z'>G777#>9>2PQS_Y"P!M64/,&1A-P]IY%LD[VD<* M<368VANUC9+0?
1/9XB/(9)G\O?D73ZCD1&\"V8X'B'1P,<#QKP%//>'^62%;Z3,?7)L.0*ZCDRWGGG'WU9F3^*R%/OGW'7#D)O%$LU'H9*/<9%J8ZCM M\STV)WTTWE9I'F:7+1PN>22X^^=5J[J=Q)ZO.
(<3SJ>HTJ5W'<3@(

VJ$4!$!$!%$'ZL_&:K+ M#.-^684=2GL8N9N'7KC:34KY7D3)6%1(D'U)N/ LZIYI)]-7)Y$>NI:5]]^^ MBW7FG,-KVV83)97+[2<@?R5P/,B<[T-9)$YH/UTX'B*6'_-_ZV;9:DS6@+IX
M$=];,O(3_*VY\N9K?2Z2*5CR/K8"? U@K%7JM.0$0$0$0$0$0$0$0$0$0$0 M$0$0$0$0$0$0$0$0$0$0$0$0$7Z0M;2T.-K4VXVI*VW$*-"T+09*0M"TF2
MDJ2HM2,NI&/ZUSF.#V$AX-01P((Y$'P(7Y0.]D*.P2BU9AWKCS>2P";:U2TA$LX[?3[THB)(MD9M_W4[Q: ,=NW(G*X9A%;>_K..GT,G)%PR@X- E,;>'Q9 HHW;A]I^S.X(D
MN78UN*S+P:7%A2W/5Z7P &VDJ>+B8A(]C\8":J5WA;U-N$>0SB5/(;$SB/(W MB)LW;=[YMATA[4R(F,EBQV'8!+2G<9SHL9EO7;WEGU.>&V_>KMGJXQV&KFR: M?
S#N%93YMHYWJN6M:8Z\SY\4;&\O,<>)@-N7V1;GZ/$E_H]\>H<,WC2(>5>- M;_"MG.<)*V5YC;N2PR,,L%]$XM?'(US)&.'-KV. XAK>9("QG5NM-):#P[_
MK/)66+PT?.6YE9$TFA/0WJ(+WD],; Y[N36D\% SY@^K+.RF':<>>,/S*@I MI2%Q+3EFP8>K,D!9+EY&F*YD:>#A91.H^W:X?](E N*$]$4#@)#" XXXZXMUU:W775J<<<
M<4I;CCBU&I:UK49J6M:C,S,SU,Q/QK6L:&, # * #@ !R 'H553WOD>9)"72 M.)))-22>)))XDD\ROP/ZOR@(@(@(@(@(@(@(@(@(@(@(@(@(@(O5X)BDW.\WPW M!ZTE'8YEE6/8I
)"36HYN0V\.HBDE)$HU*-^8G0B(]3'3ZAS$&GL!?9^ZI[K M8V0M[2.G$]=Q,R%E!X^T*]% M75\.IKX%57L(C0*R%%KX,9LM&X\.$PB-&801="0TRVE)?T$//E=7,]

@M(H*#4[(LYS;,'#=RW,NIZ%]H:%S&I]2ZA?UY_(WU\|FM;B>68UX<:R/=QX#CZ M@M_X;2VF=.L\O3^.L+&,"E+>WBA%!X4C8T4XGAZUY8=&N]0$0$0$0$0$0$0$
M0$0$0$0$0$794UQ:8];U=_23I%7@JU-XH>0U3Y'\35.7MKC1LLK";I,] MI6-4?*\DCM)-R0PRLU*3573.DJ(9&M*4+-HU&XTX17I;#[N6&\6@K?4#"QF> M@I#?0MX>7<-
'%S0>/E3"DL1J0 XQEQ?&^E#>_NT&0V9W N-//#WX">LUC,[C MYMNX\&N(X>;":Q2B@)+1(&ADC"=F!NA:30$0$0$0$0$0$0$0$0$0$0$0$0
M$0$0$0$0$0$0$0$0$0$4>'J&^33?"_&+F 8Q/-KDGDVOEP(:HSIHDXYB+AKA MW>0J6VHG8TN:DUPH"B-"N\;KR%;HQI.
(O=SO4S;C11TGA)>G6>:B?!8IS>JSAO!=S>CRK0>\$._@R.8R+UF0#A6HT9W)ZQ;H?93/Y9K^F]G MLW6D/UWFWA]W!;_"C;(^7U",FAI0VKQ>NJ%4!$!$!$!$!$!$!$!$!$!$!$!$
M!$!$!$!$!$!$!$!$!$!$!$!$!%IMY9^'>%>2N.O3V&X>-\J54-:<:S)#)H1, M[9$IJBRI,=!NV-*^:=J'32N1!4HW&=R3<9>CKOYV\Z;WFQ#KJ)L=GKJ",^[7 M8% ^G$07/2*R0NY-
=0O@)ZHZ@OCDDAV_]QFI=EZ#N) ;FS)J65X& M>UZC2.9M:N;5L5, M[HC^SFZ\>I[=G389VS;*3R'O-OTP3@#_ %8MY''Q=(2>-2;B^QG7/]I-I9-+
M7+^K(8&\=$!S(MK@NG@)/^L-Q&T>#8@!PH!&P(:J:2 B B B B B B B B B M B B B B B B B B BV5\5O(V_\ &OD^#EL(I-ABMJ3-3GF-M.%MNJ!3VXWXS;BT,%=T MRUF_"<,T&2]
[2EI:>=)6Y]B]X.YUC5)F&)VL6[QO(JZ/:4]I#4:F)<.2C1@<]B-48:VU#@9V7.'O(6RQ2LY.8X5' T+7#B'-< YC@6 MN <"!1+J# 9C2V:NM.Z@MY+7,V/$5#FG@YKVDM>TA["6N!/H
M1VZZ= 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 18FYMYDQ#@?CJ] MY%S*22(-6R;5;6-.(189%>/H7\LH*M"B5OF3W4'JK0T,,I6\YHVVM18%N7N+
MI_:W2%UJ_4;Z6T#:1Q@@27$S@?+@B!YO>1SH0Q@=(^C&.(S_ &RVXU#NKK&U MT=IME;J=U9)2"8[>!I'F3RD6QLJ][0:J'+?*>5\T<@Y'R/FTUN*6XM:U43Z_USGMR-6W
MFL-1R=>2NY*](KT11CA'#&#RCB8 UO,FAYSC?7M]H3 ;:Z1L]&Z;CZ,; M9QTZC3KED/&2:4BE9)7DO<10"H:P-8UK1C<8Y9 M'[!9#V"Z)/5F]Q+EGLT9CX'>GX-Q<^OA2U
(]+@JTOG]<#IP>W-L_VJOR%P MWT#VK>U]7'[Z)!]#2IJQ9*JST!$!$!$!$!$!$!$!$!$!$!$!$! M$!$!$!$!$!$!$!$!%%9ZG'CG#S+
$\A>A'\&Z_O,R;:),%N];9^WU'I0;H8>,#/XA@;<](XS69=3J=Z7 M6SW=8/\ -.EZB0Q@$\NR#>2YTWJT[69F4G3^7>YUKU'A!>M;7I;Z&73&]!'\ M\V+I +WDP!"J)6UH"("("("("("("(
("("("("("+NJ#_7G_P#Z+DG^[MH. MRQ7^U._ZM5=;EO\ 96?]9MOZQ$KFP]&B\VB B B B B B B B B B B B B B B MB B B B B B B B B B B B B B B B B B B B B B B B B B B B B
MB B B B B B B B B B B B B B B B B B B B B B B B B B BX%A:U M=0P$P26D&XZHW9+C;9);;(U*/7H74QQ;N^LK"+SK^:* M"&A/5(]K&\!4\7$#@.)]
7+L["^RODV,L\U0.F-CGNJ30<&@GB>])X+%E MUY#<"XZ:T7?-'%E<\A6U461GN,%-U)9-J(H2+-W[.@P;);N;5X M*SO&;/[KY@!V,TUGIHR.#FV-STFZLD*6EM#U103(J5+V:$I
M;B$$HRW*+4:_R7=1L'BP?/U%!(\#@(8+J>IH30&*![>-*5+@*TJ0MA8SM0[@ M) M%?OB> T\>(K0\JU V+C.Q3>Z_ -V_"V51Q$UU(XC@#3[WMYQ7PX&E1SI0G#M
MYZNV&1]WYM<+9/;:'[OSS+:K'M2U:ZJ^ J,GVGH:_9K]RG_I'MUYD_G -.15 M_(VF[VX]'G745OZ/K(KFGU7IY#TGIV-B_F]-234_+6I;&W]/D6DMQZ?YR6VK M]3Z.9] ZL-
7OJW\H2-_YM<48#4F?]G\]LLAR+9T+[LH$G%^Y[VI]-O3I_2-= M9/O\UO+7\C8'%6Y\/.DN+BGT?+=;5_X/_:MCXOYOG0T-/RWG\M<>GR(]>WK] M#S&W-/\ A6&K[U-
O*JW)95]YAV+&HC))T.&UL@V]=^AH_.=>1D9IW%IN)1>Z M6NO777.4[U=],@#[I=8ZQK_,6<;J<^7O)N/3XUY#UUV3BNR+8;'$&[M7/W86_H*VUYUY>[-AIS*4X4Y"FR\3VV[
M$X6GN>E\6_I_GV.NN5.?O3IJ\O&M>->9KU_%_E+S-QKR30\C'G66Y7)K)6EK M593D]U_P"&">EU"8W],C?::%S-<[$[;:UT7=Z-&*Q] MA!/'\5+:VT,+[>9H^*EC\MC/@$#J94-
D9U1N]EQ5H'BGE#$^9,"Q[D3"IR9M M'D$-+R6U*1\963F_O<^GLV4*5\-95DHE-.HU,M2W)-2%)4=W&A-;X'<72MIJ M[3.$D4@!/3)&ZK7#TBH):031KKW0VH-N-
5WFC]2Q&+*6DE* MBO1(P\8YHB0.J.5M',/.AHX!PL/0$0$0$0$0$0$0$0$0$0$4?'J4\4 M+Y$\=9^35\UT#?7/],5MA3:KHD!$!$!$!$!$!$!$!$!$!$!$!$! M$!$!%(?
X+^9DG@&^3@6>S),KA_(YW<=WDM2:%[K*9W#SHP#7R7?](C:">'F MQ@O#FRP^[INVZ'=K%'5>DXV1[BV<5 *AC;Z%O'R)"13SF_\ 1Y'$#CY4A#"U
M\5C6NL:^WKX5K538EE5V42//KK&!(:EP9T&6TA^+,ARF%N,28TEAQ*T+0HTJ M29&1F1BX2SO+3(6D5_82QS6,T;7QR,<'L>QX#FO8YI(.NY;"_BD@OH)'1R1R-
+'L>PEKF/:X!S7-<"'-(!!!!"Y@Y*XR B B B B B M B B B B B B B B B B B B B\KF^;8QQSB=YF^9VS%)C6.07+"UL9&]2 M664&E"&VF6DK?
E2Y3ZTM,LMI4X\ZM*$)-2B(=%J;4N$T?@;K4VHYV6V%LXC) M+(ZO #@ *ESW$AK&-!<]Q#6@D@+OM,:9SFLL_:Z8TW;ONLW>2B.*-M!4GB2 M2:-:QK07/>XAK& N<0
2JP_EIY29)Y-9\NT64RGP"@6_$P;%'72_T.(LR2]= M6S;3BXSN0VY()3RDFI+#9(80I24&XY2;OYOCF=Z=5&]=YEOI2T+FV5J3\!IY MS2@$M-
Q+0%Y%0QO3$TN#2]UX?;]L5AMD=)BQ;Y=QJV[#7WMT!\-XY0Q$@.%O M%4A@-"]Q=*X-+@QFJ(T0M^("("("("("("("("("("("("("+^D1J,B(C, MS,B(B+4S,^A$1%U,S,
"30"H"W[U__>7NQF-4POZ\8ZY,-J:\/=K?XJ$M MXD 2-;YI)'5(X^*V'&W5I] 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 M1 1 1 1 1 1 1 1
1=1D%%6910W>-74=,NGR*HLJ*VBJTVR:RWA/5\^.K<2D[7 MHLA:3U(RZCK\MB[+-XJYPN28),=>6\D$K3]5'*PQO;]-KB/IKL<1E+W!Y:US M>->8\C9W$<\3AS;)$]LC'?2
MPD5[ZD_]53L=W.8J;!9N\PER0;BSNI8'$>+HI'1N_P"%I7HWP66ASV#L M\Y; BWO;2&=@/,-FC;(W_@<%T0ZM=J@(@(@(@(@(@(@(@(@(@(@(@(O98)#*
M==SF%,*D$C#>1IG;0E:C2==Q[D]@E\R;]XDQ512=4?W))09GTU&1:6MQ=9.6 M(M+P,=D'T%?Y.PN9.KAX-Z>H^ J>%5C>JKDVN,BE#PPG)8YE30?;,A;1]/' MQ=U=
(\230<:*X\/1(O.,@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(@(M@(
M@(@(@(@(@(@(@(@(NBD91C,.='K)>1446RF22A1*^1;U[$Z5,-QMDHD>([(2 M^_)-YY".VE)JW*(M-3(=7-G,+;W++*XO+5EY(_H;&Z6-KW/J!TM:7!SG5('2 M
34@4J5VL."S=Q:OO;>SNI+*-G6^1L4CF-90GK<\-+6MH">HD"@)K0%=Z.T7 M5("("+07R,\]==%MJJW:FTM?0WM;+9,D2ZR6M^9*4A
MBP:=BO$MA"VW65'HHMNZ*>\'=1B=GM3NTME\%DY[OR6RQ2A\,<$\;QP=&\N> MXAL@=&\%@+7,/ BE99[-]J&7WETLS5>'SV,@M/.=%+$6323P2,/%DC UC071
MELK"'D.:]O$&M-2;?U>Y2C6B@X(CM$1'VY-OR$Y(-1FT6AKA0L/C;";>,_9(M5O27]4SZ:#R'S@DYJW%:68T>#I;\NKP\6,M&TH?^4-1]:3PD#COF\8!1V6U4 M]Q\6PX\-
IQ\'ONW5J/\ DQ0_7 <<7W/JSXFCX_XNJ4+2I*5SXN57,AG< MT2=[;C62U,)P=NTC@9&W,SAPI4$7$ M3:@\15I'($'F MCOO>U]VO;&SK7[39PNIP\//$_+F*UXGC44
SO&]DVP=C3WJRO[RE/MUY,VO& MO'W5M[O\ CN:\J8[AK-7R9JEQS3>M*SV?F]55?:(C M26A)T)):D6A&9'@N1[F-]\I7WG4M^VM?M(AM^9KP\B*.G+A2E!P' E9YC>V'
M83%4]UTS8.I3[<9KCD*)9:\^-:U/$\0%BFXYSYKR%2EWO+_)]P:C(]MEG MF4S&TD3BW4H;:?M%M--MN.*-*4D24ZGH1#!,CN?N5EW%V4U#F[BO\Y?7+QS) M =*0 "20 !7@
L^QVUNV>':&XK3N#MZ?S=C:L/(DEL0)))))-.)*QG) ME2ICRI$R2_+?6224_)>422)*24XZI2S)*2T+KT(87-//^24\W.) M<33EQ-2LVA@@MHQ#;L9'$.36@-
KSX"@7P'R7U0$0$0$0$0$0$0$6]'@UY7R MO'7/2H\FF2'.)[R&C67C&BIJP4;.UHK)#QZ7OBB"BS MW1[!0;Q:3_*F$C8-P,9&YUJ[@TW$0JY]F]QH*/-70.<:1S&G4QDLKE9ABRHL
MZ+&G09+$R%,89E1)<5YN1%E19#:7H\F-(94MI]A]I9*0M)FE23(R,R,7103P M74#+FV>R2VD8',>TAS7-<*MQP/I:X MCUA5$>:^,[+ASE;.N-+0G3>Q/()<&)
(>1L784SVV;06NPNB4VM)*CR2+[!.Z M?8'G[W)T5>;=Z[RFC+[J\RPNWL8XBADA-'P2T_Y6%T+XQS=; MN)+I86U+366$%Y?'+#/N;[7+/=:!^L=%MAMMPXF>VTT9'?
L:.#)#R9<- #89 MG4:X4BF(8&20V':*]IA]1;IB\ICM=L.>N @(@(@(@(@(@(@(@(@(@(@(@(@ M(@(@(@(@(@(@(O#\CPM",RQC6&L=-Z"T_/]?5=U':8>W;5SG'BYU"6QQM'M22OI
M1D; 7./(<"LHT;HS4NO]0P:7TG:R7>9N'4:QHX-;4=4DCC[,<3*U?(\AK1S/ M$5K7>6WF#F/DQD2H37Q..\6TE@Z]BN($X279*TI-AN_R=;*U-3KQYHU&A!&I MF"AQ331J,W7GJ:-
_>X34.]&8-LSKM-#VTI-K:5XN-.D3W)!H^8BO2*ED+7%D M9)+Y)+I^WWMVTYLGAQ=/Z+S75U"&W5W3@T$]1@M@X L@!IU.H'SN:'R ,CC MTX$=U(Y 1 1 1 1 1 1 1 1 1 1 1 1
1 1 1;@>#'#A\R^16&UTV"\5C.'. M_G[E1+2E4===CLB.Y7P7T.%L>:ML@>B1G&ONE,..&1:)/20G;!MV=Q=WL=9W M,?7A<<[WZZK3I,=NYIC8X'@1+.8HW-
YECGGDTTCMW2[C#;?9W)7EM)Y>;R+? M<;6A(<)+AKA(]I'%IB@$LC7<@]K!S<*VD!>$J*T!$!$!$!$!$!$!$!%&%YM> M:)+K M/;B&?<9==97"7N5[G,EM-
J_%:8TBV"XO83[SD8Y "UT+VEL-KUT+HGO!=.7M MHYG3;GVXWR1NG%VR=KF,W?J9& FK7 M4/ERM)C> :'J:]K8X[L[.ZTV2((Y$>^S4I3A2G)>A39EKV[/Z4;(")!IK& @\P?
89*1DHV8'"_D)9O&E:4*24/@KD14<_>U MWI.P'$$*@?05N@7_*\]B B B B B B MB B B B B B B B B B B B B B B B B B B B B B B B B B B MB B B B B B B B B
BZ*PRC&:GNG:Y%15A,*)#YV%O7P^RM1DE*'?B9#?;4 MHU1>AF9CJ[O.86PZO?KRUAZ31WF2QLH?0>IPH?HKM;3!9O(=/N%G=3]8JW MRXI'U'I'2TU'T%XNQYQX5J.
[\VY@XNK.PI"7_F/(&)PNRIS;L2[\3;-=M2]Q M:$>FNI#&[O<[;;']7O\ J'!P=) /F7]JRA/*O5**5KPJLEL]KMS,AT^X:=SL M_4"6^7873ZTYTZ8C6E#6GH7B;'RU\9:KN%)YUXR=
[2DH5\NRNLN-361&1MG4 M/3B=21'U4CBCW).IQF:2V=$']\+5O70M>I:XS=]U6P%E7SM1P.H[I^+M[R7CQ_FK9]1P^ M$/9Y<>
(64V?:=W"7U/)TW.VK>KXRXLHN'#^=N64/'X)]KGPX%>#L?4O\487^ MK91E%O\ VO\ V=A5ZU_9Z;/^UF*O_6-?<^UI[VWIKBMWWH;#VWVF^OKCG]KL
MYQRY?;6Q_"\/_>HLKL^R??RY^W6-C;\OME[>?/[4Z7X/C_[O4O V7JN^.\0 ME)K\4Y:M7>VE:#10XK#B[S6:5-.O2LS3)0I*"W:I96D]2+7773%+WOOVA@!%
MI89^>2E12"V8VM>1+KP.!IQX,(X@5YTRRR[!MX;@@W=_I^".M#6>Z>ZE.8#; M,M(KPXO:>!-.5? 67JYX$THRJ.'FC63<:^%:>OP66V7S>VK)!_WCJ/'1
M.I_)V\TO'T5<^'A3QI7U>*QW9>KW=NI,J?@BJ@K[>B567(4NU23NX_?-,7#Z M8S;V]-NI'KUW?8&(WGS@F3>/^[]+01.I_*7[Y>/IHVTAX>JM?7X+,++YO'&1
MG_O'54\K;_R>/9%P]%77/!UK*:$<*!U?X2QO:>ISY3S]?A+;"J M379I\KPZ&[MVZ[M/G4BW_M/ZVNO]&@PZ][U]\[O[1<8VVY?:[1AY?ZYTO/Q_ MX*+,['L@V(M/]HM\G=<_MMX\
<_\ 4MAY>'_#58WM?/CRWN-Y2>8[2.E:=A)J ML>PREV(]G<(D.5..0WB41]-YJ-9IZ&9D,-O^ZK?[(U$VHIV-(I2*WLX:"M>! MBMV'Z=:TX$D+-+#M.
[?,=0PZ<@>X&M9;B\FJ:4XB6X>/I4Z:\0 5C.W\GO(R M\[A6/.?*RVW3=-V/%SK(JZ(X3RR6M"X=;81(JFR47NI-&U!=$D1=!A>0WMW@ MR=1>:GSI8ZM6MO;B-IJ:D%DVE'.L;>1X
MH* A\D;W ^DUJ>9)*QE;YOFF0;_GV79/=]SO=SYO?VMEW/B-O?W_!LM[=W] MA;]?NM"UUT&%9#4VH\M7\JY"^N:UKYL\LE>KX5>MQKU4%?33BLWQVF--8BGY M)QUC:]-
>3!%'3I^#3H8VG34T]%>"R'XV?6+X"^FKBS_ 'YHAEVS7ZW]?I) MC/Z[L/WI_4YJS]&J39[(*O&CDCF MC;+$X.B<
6N!!!!%001P((X@C@0OF/POV@(@(@(@(@(@(@(@(@(@(@(@(@(I MIO39\N=%0/'/D:T4>[5'%5W/>U(C(C6Y@DF0ZK4M2U75;NG1<4CU.,V=D79K
MO_0Q;/ZPG/'ABYGGZ9LG./V5K7A* '[2Q5I=Z7;W42[R:-@'#CE(6#Z0OFM M_XMU3C\&$U*3AW/5-$,R0 M36"9LIEM1[4FJ3-
Q6VD$@S2E!+5)ANNJ(NJHK>OW)"M[OOVU)&.W4QT?*EE> M4'A[3[65U/"OF0N<1S,#*\@K+>P;7,U@\! M.^G,J%45M*S! 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1;@^+7F3R)XTVJ8$=
M3N5\:V$HGKO!9TM;;+#CBB[UKC,I:7ODEN:?N]J3CRBT)Y!J)MQN0NQO<5J[M9B^%K$77^C)7UFLGN( )^%+;.-?)E]- 8Y>4C20Q[(Z[[=N&C]Z[W.J-]"8WO
JJ1GECQ5XW4RWHL II##F062EDLH\F<2C6BBI5.H,ES)!:&E M*NRA]Q/;/2>\&_6A=F\<7YR;WG4+V5@L87-,\E:]+G\Q!#4<99!R!\MLCQT' M>&S>P.O-
Z,D&8*'W;3K'TGOYFN%O'2G4UG(SS 'A#&>9;YCHF'K%TC)%O;M/@UI-72.'VR5]7O/#V6!C&W);1;+ MZ*V9P/Y)TO"77\H!N;N0 W%R\>+W 49&TU\N%E&,''VGE[W8 &J%MM 1
1 1 M 1 1 1 1 1 1 1 1 1 1 1 1 16+/3,X25QUPF]R)<0U,9+RY(CW#/?;V/Q< M,K/B&,8:3J:C2BU.1(L"4DR)UB2QJ6J"%OW99MH='[:NU?D(RW-:@>V85%'- MLX^IML/H2]3YZB@!I
M4 CCZTT1I?<+3\VF-76D=YB)AQ:X4\HY32==BGT M)4X5NNP_=%I;=J*+ YKR\9KWIH8":0W) XNM'N)))YF!Y\UHKTF5K2\4][^] MJVJ]H99<_A/,RFWY<2)PVLUJ">#;MC0
.0N& 1./PA$YS6'?42H444!$!$! M$!$!$!$!$!$!$!$!$!$!$!$!%P[&PAU-?/M;!]$:!60Y5A.DN?<1X<-A1L;&CFY[W!K6CUDD!4VLKOG\JRG)Z_<6,FP=3TZ>ZY
M(,NG0>=?/967.YR]S7!!CSW#906-OHVR!]N]W!P45/$M9G]3FK/T9RG]1 MG5N87^KSW("("("*O_ZEWC*> 9HCG'#Z[MX=G\];671HC)]B@SATE/+GN$GH
MS"RY"5O$>FU,YM[<9=YE)U0=Y^RO]E-1C>UG9L2B45T!$!$!$!$!$!$!$!$!%C_E7CNFY:XYS+C?("(JO+Z*94.O]I#RX$IQ
M).UMJPVY[BI=19M,RF=>A.LI,8GKK2&.U[H_(Z.RW^PY"U?$74!+'$5CE:#P MZHI R5G\)@67:"UCDMO]98W6>(_V['73)0VI D:#22)Q'$,FC+XGT^I>549S MG#+_
([S#),&RB&J#D&*W$VEM(ZB62?B(3RFN_'4M*#>ARVR2\PZ1;765I6G M5*B,4!:GTYE=(:AO-,9R,Q9:QN'PRMXTZF&G4TD"K'BCV.Y.8YKAP(7H1TOJ M3$ZPT[9:IP4@EQ-
_;,FB=PKTO%>EP!/2]AJQ[>;'MRJI':<4TH MR-R++863D6P@O[2)R.^VZPZ71:%$,ATOJS4FBLQ'G]*7L]CEXO@R1.H:'FUS M35LC'?51O:YCAP+7 J:OQW]4;%\A3
QGG^N;Q&Z,D1T9[21Y,G%I[I]2VVNYJ&4R;''WG-2 MWNL_$Q=VJE%';+0K)MHN]_!Y8187=>$8_(\&B^A:YUM(>0,T0#I("?%S/,BK
M5Q\EHX5G;P]B^=Q!ES>TDSLCC>+C8SN:VZC',B&4],=P!X-?Y:F5^ MDO:7):J%>8[;UE]2V+)2*^WII\6SK9S"M2)Z).ANO1I#9F1EJA1EJ0GCC,IC M1S;/L*XVH9&3Y[E%
M)B=#%U)RRNY[$)EQW:I:(L5+JB>G37B2?;892X\X?1"3/H,?U+JO3>C<6_-: MJOK:PQ;._4L8'/<>#6DK(=,:3U-K3*LP>E+&YR&5?RC@C< M\@5H7.(%&,%?:>\M8T<7.
4./D9ZI,RP:G8MXZUC]4PXE<=_DG)(31V2RW&2 MEXOC#OBN+MDN#VAA=!$06NR-PP>8?7 M;6[JM97PDGZG4)'D1N >K'-F^Q2VM'Q9W>*=L\H(<5 MOTMJ
?/D:2Q0_P!U=W.26L^]R&UL;RZM)"Y=E;6TR186,^4YIO?ES)3CLB0Z MHB(MRE&>A$7L%>^2R>1S-_+E,M/-^9<.XZC)?163I6.53F",CK,3JC1*O)?<(C2R^
M['(HT=2O=.6^TD_NAM+9G;BZW5W%QVCX0X64LOF73V_R=K%1TSJ^#BWXN,GA MYKV#Q6JMZMR;3:?;?(ZRF+3?11>7:L=_*W]Q]R9
MDLV(:Z*E=)&FK=)4RCDN),U(6],;U2E]\F[!R>:MMI\1)]Y6!; M#[A[*P0FGA#$[S' D@OF94!T2M/[$MI!B\)<[MYB/[^R =;6(<.++9CZ3S"O MC-*WRVD $,A?
0ELRB%%?:L.0$7U8?>C/,R8SSL>1'=;?CR&'%M/,/-+)QIYE MULTK:=:6DE)4DR-)EJ0_<4LD$C9H7.9,QP8D=+ M(\@T%UQ$.0]Y8.-PP"E96CW@
N[G<*]]]^R;'9QTVJ=H!%99<]3Y,9]U>>%L\FM(G'W5F1X];L)DUUQ43&9T&4 MT9F1]M]A2DDXTLC0XA6BVUI-*R)1&16883.8?4F+AS> N8+S$W#.J.6)X>QP
M]3@3Q!X.:::X%K@""%6'G,#F=,Y6;!Z@M9[/+V[^F2&9A8]I];7 <".+7"K M7-(T$243> M5\K(DX/2,(61/(J)32#S&R-&I*.-'HGE1#4D]R)$]@^I:B+?=WN1#H3:2ZQ5
MO)TYW.AUE"T'B(G >]R4Y]+8"8]CBV2>,\JJ5?9[MI-K[=ZURUQ'U8' %M[. MXC@9FD^YQUY=3IP):'@Z."4F MA:S1[8\(7;6;H:CD:0&:6N+9CJ<^NTO990#_?+A)'CU
^'&$W=%G W=;:S M3<;@2_5=O'$#U T6 M\+CMSV,NG!\FE\0"!3V(1&/IB,M!/K(JN5^^CY3_+;LU_"HGXF.1^TAOG\I
MLE]DS^(N/^S5L1\F,9]B_P#CKN_W\/+7]L]W_P!R8C^KP[+]J7?WY1W/_,VG MXNNL_94[?ODU:_\ /7?XPG[^'EK^V>[_ .Y,1_5X/VI=_?E'<_\ ,VGXNG[* MG;]\FK7_)Z[_&%S(?
G]Y>05+6SS)/6:TDE13,4P&P21$>ON(GXK)0VK^E)$ M9CD6_==W VQ+H]12DD?5VMC)_D#[5P'T11<:X[2NWFZ:&R:;B !^HNK^,_3, M=TTGZ!J%S_YB'F)^U_\ ]/\
B[]21ROVN^X;Y0_]@QGXFN+^Q[VY_)W_ +?D M_P =3^8AYB?M?_\ 3_B[]20_:[[AOE#_ -@QGXFG['O;G\G?^WY/\=3^8AYB M?M?_ /3_ (N_4D/VN^X;Y0_]@QGXFG['O;G\G?\
M^3_ !U/YB'F)^U__P!/ M^+OU)#]KON&^4/\ V#&?B:?L>]N?R=_[?D_QU/YB'F)^U_\ ]/\ B[]20_:[M[AOE#_V#&?B:?L>]N?R=_P"WY/\ '4_F(>8G[7__$_XN_4D/VN^X;Y0_P#8
M,9^)I^Q[VY_)W_M^3_'4_F(>8G[7_P#T_P"+OU)#]KON&^4/_8,9^)I^Q[VY M_)W_ +?D_P =72?OX>6O[9[O_N3$?U>'6_M2[^_*.Y_YFT_%UV?[*G;]\FK7
M_GKO\83]_#RU_;/=_P#,A1H;(M$(273 MV"W+8_/Y?5.TN!U#GYW7.9N[%KY92&M+WESA4A@:T< .30%3_OKI_#Z5W=S^ MG=/P-ML+:7[HX8FES@Q@:T]
(+RYQXD\W$K/HVJM3("("("("("("("("("(" M("("("("("("("("("("("("("("("("("("*-OU3_*LU?]*&*_DC*!#? MOF_4M%^>[7[E.%6D\62,)K22)X;)&ZGLO:T M^"R?1FKLUH/5-
CJ_3TABR]A.V1AXT0-_W42RA+2LB(S-I>YM6BT*(J%] MQ]!9G;/6=]HS.#[[M):-> 0V:)WM13,K]3(PAWCTNZF.]IK@+_-M=?X7<_15 MCK7!'[TO(JNC)!?#,WV98)*?
5QO!;R'4WI>WV7-)Q:,'6=("("("("("("(" M("("("("("("+(?%7)^5\.9[CO(F%S3AWF/34R$(6:SB6,-PC:L*BR:0I)R* MZSB+4R\C4CVJW)-*TI467:$UMGMN]56>K]-R^7D[23J -
>B1AX212 4ZHY&$ MM>.=#4$. (P_7NA\!N/I.\T=J6+S,7>1])(IUQO'&.6,FO3)$\![#RJ*.!:2 M#:KX(YKQ/G[C:CY%Q)Y*69Z#B75.MY#L[&\BBMM':4-B220HGXBW4K:6:4%(
MC.-/)(D.)%ZNUNY.!W7T;:ZPP#@(Y1TS1$@OM[AH'FP24IQ:2"TD#S(W,D Z M7A4,;J[9Z@VEUI=:-U TF6(]<,P!#+FW<3Y4\=:^R\ AP!/ER-?$X]3"LQ#8
M:UR@(@(@(@(@(@(@(@(H5O5/\ 'M1KIO(C&H*E$:86*\D)80DTIV;8V*Y* M^1)WZJ295DAQ1F1$F&DB+WC.MOOFVE)=;;O86(G@RUR/2/11MK<.\?\ Z=[B M:<+<
#VB;+^Q#=X!MSL]FY0#5]UCNH\ZU==6S?#_ .IC:!7CK)UI9[31WI>*W M,Q#C1;B)3BV)[FNJMC!:$DYU[?\ ?K"X,LMS,26NX W5@:@^%7VLSP1X%SF3 MNYGIBX!I@7N%V S-
+[W;#+AS>)%KD!0CQHRZA80?$-:^!O(=4IJ7"27C3RBX M!Y=3'1@W*&+S[*2E.S'[&;^;^2FLR+>VC'[Y%=:R>RL]JELM.M:Z:+,C29S) MT7O?M3N &-TQF[&6\>!2"1_D7%?$""
<1RNH>!+&N;6E'$$$POUML7NUMZY[M M4X*^BLF$UN(V>\6U/ FX@,D3:CB&O)*U;Y-\T?&SBE,AF_Y-I+>WCJ6V>/X8Y^=]Q\0
MV:B7$D(I3DP*J0G:>J9K\8BZ$9ZF6NC]:]R&S6A ^/*YNVN,@PD>19GWN7J' M-KA#U,B=PY3/C^CQ"WIHCMJWIUZ628G!W-OCW@'WB\'ND/2>3VF;I?*TUYPQ MR?
0X&D:','JOY;;IE5?">$Q<2B.)=::RK,SCW>0DE9:-28=!%6N@K)31]=)# MMHTK[*1"_<+OQS]^)+';7&,L(""!=7G3-/0\G,@:?(CE)B-
NJ):XU;$,TPJN%N(C)B,VTRG3HDA"'56L]5ZXR1R^KLA=9# M(&M'3/+@P$U+8V? B9Z&1M:P>#0ISZ3T5I/0N,&'T?C[7'8X4JV&,-+R!0.D M?\.5].;Y'.>?%Q7B!C*R= 1 1 1 1 1 1
1 1 1 1 1 1 1 1 1 1 1 16*O M37\>U\6\3N\F9%!5'S+EAB%81FI#9%(J<'C]Q['XR==RF5WO>.P=T,M[2XR5 MD2VM"M]]--I7:'T&[6F7B+-19YK)&AP]J*R;4P-]1GZC.ZAXM,(<
YBIS[T] MWFZZU\W1.'E#]-Z?<^-Q:?9EO74%P[UB#I]W;4<'B8M);(I)A,E0N0$0$0$0 M$0$0$0$6'.?N8*C@GB;,.2[8F'W*.N4W25CSAM_.LDG'\)15"=JB>-$JP<0; MQMD:FHR''--
$&-=[K[A8_:[060UG?]+GVL-(8R:>= M^E&E;'VEVZR&ZFX&.T3C^IK+J:LT@%?)MF>W/+QX5;&#T!U Z0L96K@JE619 M!;Y7?W>47\UVRO,BMK"[N+!\R-
V;9VDIV;.DN:$224])>4K0B(BUT+H*#LOE MLAGLK;Y)7%[W'Z+B3Z!X+T"8?$X_8FUP>)B;#B[.WCA MAC;R9'$T,8T?0:T#TGQ73CKEV2 B B BSEPCY&SML]X->
[2Y+W_1]ZZ.V> MX&:VDJ^UGI3[;"2!U4%!(PLE:*ALC0375VY^S>@-W<9^3]9639;EC2(;F.D= MU!6OVJ8 GIJ:F)X?"XT+HW$"DZGCSZBW#O+Z(-#F[['%.=NH;:5#OY[18E;2





*(7T?_*3_P"@ MFMBL?Q+_,A?1\Kl/_*":V* "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH *S?&/_"+%[_UP-;59OC'_)%B]_ZX&@"YIW_(/@_ZXK_(5-4. MG?\ (/@_ZXK_"%34 %%% !1110 4444 %%% !1110 45SOQ&^+7PW^$FD M_P!M?$3Q?9Z7"03$D\F99L=HXUR[GV4&O-O^%N_M"?&W!Q\"_AX/#&BR=/%W MC&'; (Z_WK>T&2WJK/E3WQ7S^9<2\Y7EN(^]W=6ONJ5-<[3U;6D%_>FXQ_O'-5 MQ=&E+DWEV6K_.:]ZNR/5?&7COP;\/-&?Q#XX\366E62=9[V<(&/]U0>6;T49 M)*\K;H?XJ? &%C8_R_+SM_X3/Q6CVMB[_>AB_UD_U &'%!=/UE/&GO2U:^\=>(AS_ &GXD?S(H3UQ#;\QOKGD##>B*145510B* H& . M *_ZMQ3G7^\5%@Z3^S3:G6:_O5&G"'FH1F_Y:J9ER8S$?& 9Q[+67S>R^5_ M4\AT']DK2=5IUJWI%:I\F.QW9!Z[0.^?_P!J M[!CXC]^/_CYKOBOX:_#.*?0[A+-+"2'4K.!- L=1#&P$;RJ5 9&&,#IQQBOM^ MBO(XB\!+>%>(\H67U8SIQYU4I4C4E/23^*[VUMH88K)L%BZ'L MG=:WNMVI-;MW;W/S< X8& .S_P"B4?\ E=1/_C]0V/[" W[5&I0F>R^%N]%? WK_Y$^/:?U4PAO^T?X>]<^.?4[ATJQ^U_:KK^UK279OM)H MU^6.5F.6=1P#USTKI:HHK!IXJ\RDK@/*IY?E\YSA.;J-U"%NIG&-ERQBK6M PEIWU/8R_+Z.6T72I-M- WUMV2Z)=@HHHK[[PHHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "O"_VI/-2V? __+'N7_TF:O=* M\+_;P_Y+9\#_ /L>Y?\ TF:@#W2BBB@ HHHH ***** "BBB@ K'\# P#((E_Z M_9O_ $*MBL?P/_R")?\ K[F_]"H V***** "BBB@ HHHH ***** "BBB@ HHHH M **** "BBB@ HHHH O[+_ D=[W_KRB_F:V*O[+_ D=[W_KRB_F:V* "BBB@ HH MHH ***** "BBB@ HHHH ***** "BBB@ HHHH *Q_$O_(7T?_K]/_H)K8K\!2_|MA?1_^OT_^@F@#8HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB M@#\]_(7T?_K]/_H)K8K\!2_|(7T?_K]/_H)K8K\!2_|(7T?_K]/_H)K8H ***** "BBB@ HHHH * M*** "BBB@ HHHH ***** "BBB@ K-\@_\BO>_]<#6E6;XQ_Y%B]_ZX&@"YIW_M *#X/^N*_P A4U0Z=_R#X/\ KBO\A4U !1110 4444 %%% \17!?%!H3X3 M_B[7!1-9UM!0UJ4[;;PIHL)NKZ9CT41IITGMO*@]]Y^9^U?\=^\ 6/#\+O#L MO*$7.LW"'?7A+?(^C[? 6OFL;Q3E]#RPFC+$UUO3I)2<7_?DVH4_P#M^46^ MB9R5,92C-P@G.79=/5[+YL[OXI?'GX5?!RW5_'?BR"WN90/LVF09ENYR> $B M3+')XR0!GJ17"?\ "7? M2?'/WX#\,I\,/#\O36O$, FU29#WCM?NQ"!\>X M;NP^%W[- P) A+<-K&@Z"UYK,1+7/B#6)3;?#G] MEGX8>]6_P"$OU;&Z)>(V(:7Q%KEQ-U<;O5-WRQXI;1D#C)KTFBBO? RW*Y?\ TF:@#W2BBB@ HHHH ***** "BBB@ K'\# M_P#((E_Z_9O_ $*MBL?P/_R")?\ K[F_]"H V***** "BBB@ HHHH ***** "BBB@ HHHH O[+_ D= [W_KRB_F:V*O[+_ D=[W_KRB_F:V* M"BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH *Q_$O_(7T?_K]/_H) MK8K\!2_\A?1_^OT_^@F@#8HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH * M*** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB M@ HHHH ***** "BBB@ K-\@_\BO>_]<#6E6;XQ_Y%B]_Z MX&@"YIW_M "#X/^N*_P A4U0Z=_R#X/\ KBO\A4U !112.Z1(9)"]HRS,< # MUHV 6BO*/%_[6W@BTUE_!?PFT:^\>>(5X.G^'5#P0GIF:Y_U<:YX)&[!Z@5E M_P#"G/C_ /&S_2/CU\1O^$=T:3D^$/!LI0NO[VXNCEG[&5Q%?*5N+,.7[MRH933>*!)V?)94XO^_5?N*W6,7.:_D.*6-A*7+07._+9>LMODKOR.@^(G[5/ MPQ\$:N?!^A/=^*? CK%X>]<P?:IPPI.5^6,#ON.0.<&N?!_^$+_&NDH_P"$W_E"\[_C%?_M.7I(OC[Q.\4/>2*WCGQS]WVI5;I[7]PNO6EBIW(EH]W+N:-?EC55&%11P!TSUK\Q M*_1'1A;7- 1L_V5_"UM!X;N;A%^W8FC9<-_IUP>_Y?A7!CX.\2\IYSQC7H9AC M:M:"P\FHU*DYI/VE)72DVKV:5!]-ISZ+AG%XO$8^4:M24ERO1MOK!N>YT5C_M /"'2ZO\ |"A>_P#?2T? \)+]_ 0H7O_?2U_7A]R;%%8__DNK_\ 0H7O_?2T M?!)+]_\ T*%[_P!]+0!L45C_/"2ZO\ ]"A>_P#?2T?!)+]_ 0H7O_?2T ;%% M%8__DNK_\ 0H7O_?2T?!)+]_\ T*%[_P!]+0!L45C_/"2ZO\ ]"A>_P#? M2T?!)+]_ 0H7O_?2T ;%%8__DNK_\ 0H7O_?2T M?!)+]_\ T*%[_P!]+0!L M45C_/"2ZO\ ]"A>_P#?2T?!)+]_ 0H7O_?2T ;%%8__DNK_\ 0H7O_?2T M?!)+]_\ T*%[_P!]+0 >)?!_D+Z/_P!?I_\036Q7*:YKFHSZCILDGANYC,=_MR61&9_P#?2T ;%%8__"2ZO_T*%[_WTM'_DNK_\M0H7O_?2T ;%%8_\PDNK_P#0H7O_'TM'_"2ZO\ ]"A>_P#?2T ;%%8__"2ZMQ_T*%[_WTM'_DNK_\0H7O_?2T ;%%8_\PDNK_P#0H7O_'TM'_"2ZO\ M]"A>_P#?2T ;%%8__"2ZQ_T*%[_WTM'_DNK_\0H7O_?2T ;%%8_\PDNK_P#0H7O_'TM'_"2ZO\ ]"A>_P#?2T ;%%8__"2ZO_T*%[_WTM'_DNK_\M0H7O_?2T ;%%8_\PDNK_P#0H7O_'TM'_"2ZO\ ]"A>_P#?2T ;%%8__"2ZO_T*%[_WTM'_DNK_\

W;8_OR0-^]B4=23Z\"OSCK]A M*_'NOY7^D/E^.R[^S(5L5*M#]]R\ZCS1_A73E%1YEM:\>96=Y2OI\9Q32J4O M8J4W)>]:]KKX>JM?[K^;"BBBOYJ/DCZ._P""?WQO\/\ P@'BZQO?
#VM:SJFL M?8!I6D:%IS7$]P8_M.\|850/,3))_BX!P:^CMO[87QA^\VE_#'1I.PVZAJKK M^D4>1]&4GO7DO_!* #/CTXY_XE?/_@97V%7]O^$&1XS-/#K!/$8R<:'[RU.G
M^[O^^J7YZB?M'=WMR2IJSLT[7?Z)D6'J5LJI\TVHZZ+3[3W>_P!S1YCX(_9(M^#_A75!XH\0.?=^*]=)!DUOQ7_1H4:$;4XI>G]:A117I&H44 M44 %%%% !1110 45SOB_XM_"
[P"&'C3XA:-ICKUAO-1C20_1"=Q_5P=Q^VI M*-1F:S^&^A>)_&,ZG;L\-^'I]%#>[2! ![C- 'KU%>/?\+0_:U\8\>"?V>] M,\/PM_JK[Q?KH;/NT$ WK],T?*>_:?\8?-
X^_:6728&^_I_@_1BQ_NWG[MP?E0!ZW?:A8:7:M?:G>PV*#+S3R!%4>Y/ K\Y_VU?C>GQJ^,]U)H]\)M%T0 M&QTEHWRDH4_O)AC@[WS@]U5*]G_; ^#_,&_@C*9-
>UR_USQ1XHU23[)HUY MXFUV6Y>-R,R3[054[5SU4CH?LG_'_5O@!\2#JUKI;ZC9:I;_&2] MTY;E8O-8G,3!F^52K]SQM9O6OLS_(3_/;*\2\>'_@+X;\.JWW)/$?B7[3Q MZE;8
CZ5^<=?H[^Q/\;/^%R_!6T_M2[\S6-"VV&J;FRS[5_=2GUWIC)[LKT M)_PKK]L3Q+SXA_:#T'0%;[\/ASPP)_P#W!##Z]:/^&2#K9W_!"_: ^(&MY^ M_;#7/LULW_;.-
>/SKV"B@#S#0?V,_P!FGP_+]HB^%EG>3$Y>;5)Y;LN?4B5V M'Z5W?A_P/X*\)((_"O@_2],4# 73]/CA_[X45J44 %%%% !1110 4444 %% M%% !1110 4444 %8_@?_)!$O_7[-
_Z%6Q6/X'_Y!$O_%^S?^A4 ;%%%% ! M1110 4444 %%%% !1110 4444 %%%% !7F/[2'[:?])?['T>CR_M2_M$^$? M">(#.-$;Q7K<5F+XP>7YPB,A&_9YL><=-Z^M>G5R?
Q*^!/P8^,M_HVI_%KX7 M:%XEF\/7$T^BG6]-CN1:22Q&*1E60$?,A((((X!Z@$ 'Y@^//BW^P)\3_B%X MD^(VK_\ !T/XT\)->)-0OK+PUX'^6BVVEZ59R7,C6UK!'/:2NHCA,:G+
MD%@V,# K[#_X)*:#^QOOH7P)\7-^QA^T/K_Q_#WIGO_@@9#X_T#_A M*]5\.>'_!C/@OXS\3?+\^6P6K?6K%%%8SWEI&%Z^Q$PQ&:PQ7&R)8B% MP)$ACF&5F4D
^FJ*** "BBB@ HHHH **** "O"_VL/\ DMGP/_['N7_TF:O= M*\+_ &L/^2V?_\ ['N7_P!)FH]THHHH **** "BBB@ HHHH *Q_ __ "") M?^OV;_T*MBL?P/\ \@B7_K]F_P#0J -BBBB@
HHHH **** "BBB@ HH) &2: MXCQM^TE\"/AWOC\5_%+2(9H_OVL%S]HF'UCBW./RH [>BOG?QI_P44\ Z.7@ M\'^]4U"0+NCFU>XBTR"4>]-*2]?
@E<(_P"UY^TU\66\GX:Z.T%O)D))X3* M3ZC+&?226Z\N(#_: KP<=Q1P[EM7V.(Q4%4_D4E*?RA&\W\D *X3QK^T[\ OA\S1>)?BGI2SH<-:V<_VF8'T,<(9 M@?J!7SNO[.'[5?
Q:83^/=+GDCDY9?'/C*26#']Y+6P"^6?\ 9+$>M=WX*_87 MU[255M9^,KZ4,?-#X(T*WTV11_=^U8:5_JW-D:%X:\.>%K M,:=X9\/V6G6XZ06%HD*#_@* "C_C-L9_SXPR_P"WZ\O_
'!%/_P)+S#_(4* MG\L/OD__&U?F?#?'QYT#Q_JWPHU7PCK_(*^)M]!;^OSZ_XZUN.UCM-T\: Q MZ>N22=Q;;C<=N_=VKYV0,%^8\U^CO]>Y_9-\5DC/_'AQ_P!O]O7YO^?_+'Z
MU\!F7$&1<$|:^VXDS>.HZ4WS_P#8_6CS_P#8_6EGOBMX M1\0Y/7RW%8Z].K%%Q?[JMI?9K]WNG9KS2#$YUD>*H2I3J:25OAE_D?H_^P-R_R M:9X3_P"W_WW_P#]+[+BBO8:.\
_8(((/]OA0@8_P"/_C_M_N*]@K]&X++ITZ7!V6PIS M4XK#T46(+I+ MX(KRWO/^R"'\-;K57\4_#Z#_Q4_K%]&9EZ*_NK@M=^]T/_[@:(#_=8%'I@'_8_>*^
N>YKU6B@# MQG_A)?VM*?AP*E(XNT>GRUOOH-GR_GM@=ZJIIPSE+Q?)H[H&V^)D:E_@(?0#&@\"_E_T[*?@#3Z0(<*)VO!AWD=V9^&T>R}_8@+=VK.^P&HWGR$
/X)YE:-6EN<*::I0J/&O(67IMIWH$KDJ3OI@R<>IVW[&@#K>. [9X^*NZD+:1O\$;+[LAUSDK'\$G"O!6_Z*;\'+,G)F3SJ>"\W3DN=)Y*W_,O%M8*Y*&
[M ML?W8YU_>1+Z >O)I\'[5FH^!)TTS]H_X4ZMX1%O&/A3QQI2:YX.\266J6;_=N+&Y65<^A*DX/L>17F'_# MW[)G_1*/_*[?_P*OJQ\|0?J/G5*UYO:.2OS^SM;EA/\ D=[V
MZ6OT^>SW*<3FGL_9-+EO>]^MNR?8_RBBOKK]K+X5_LC?2X:X5TRS^%%*S2ZA MJ2S:M;C6[YF73U(5R,S\Q/RG_8;TKV/3OV%%OV/M6T^#5=-^^&*3VUS"LMO-'
MK]^5D1@"K^?R""#7XI_Q+Q;PQQ_T$Q\3]_TQ? M/_\ ,_?]PK_V/V\KLKI]"KC_A/_#OM___J[PG_9?]]>5]N_T^>S?+W]/\ M72-MQYC],,9SG
KL*_J'PZX;QW"/!N%%RG&2C*I2Y[N#;C[U2TE>Z6M M_4^QRK"5%#,/4+KHVEQ@5V_VY>NH]C_?PIZTR:\#P_8-W-:4;E*6VL%E*@_P+9^[M;&^3^
^,N/!_P'T/PU"W^KN_%NN^<2/4P%%VPWH*?8T >PU!]6Z7HUHVH:QJ M5O:0)^>YF6-%I8Y.)?Z?M=R'C)^&(J$>\#M-:Q*}%G4Z:Y@D\A^)?5(M'M?VVH2=^Z:L~^Y[Y6
6\4WJ]+SQ/K4URY]<@%4/XK0!?N4M@?LY^%9L<_Q. MLK^Y)VQVNBHZ[M_='-'\U'A-S%GZZZU3H*Y^M:D\)&@@^'&MTDP\O(^_K^3YN=S(/E3A(Z'U%Y^%2C"=\#^]E>J99^%KH%V^I9CT3-`d2J
\&Z7I28P5TZPCAR/?8!G\:UZ /'OL'[;?C3_ M (^=>\%^"[=^GV.UDU&[C^OF8B/X4?\#)VH>)?WGQ:_:!\^(<_ZRSM[\6% MH_UAA'\FKV&B@#S_,(?LL?L]>!RLF@_";2#*IRMQ?P&
[D!]0\Y<@_0UWMO; MV]I"MM:P)%&@PD<:A54>@ Z4^B@ HHHH \(_:9_8SUO]I'QK;^)K[XP?V79V M5F(+'3%T'SA%DY=R_GKEF/?:%%4?F>2F[9_PC M.,_C]K[\K-\8 (L7O_7 T
?*%O_P2L^T6\<__O?&] V/^$7Z9&?^?JO M2OV9OV,]_9N\W'B:Q^,']J6=[9F"^TQM!\D2X.4LUYG^T5U3^RY^RF-(\5?U-3^RY^RF-(\5?SPQX(
MM;]+N+2==\5ZC#9P%XXUEEMTFE('F.B[A&IW/Y9P"5 H \GT;]AS]GWXXX^&? M&_Q"^#'[6WC^\|/_!*U2+Q!X8O?"/Q"AO-,\(ZPL\IQ)JN@.J2"VEGGN)GG MOO+#-YDB-'Y?
L,_L7Z+^^Q%\|+]:\#V_QA\8?$#6_%7BZJ\3>5=ZN8\15=3N(H(6D/EHB1QK%;01I&J@*L8Z\U^??Q0_;+T?]M[Q[]>L?\$+/V(/ M'FM^-+VZ9-0_;:/TF[D\$>$Q< [3/=//'Y?
B)HR.8+BVEXP4W<5^C'[&OAW]L M3PO\|!]*TC]NKXD^"?%7Q"CS_&EJG@'0I["Q*;5 4B:1C-)D,3*L<"$, (5V MDL >J4444 %%<5X,_:/^ GQ&^*OB+X\?#'#XO^'M<\|7>$+$:+/&?
Q5H&D:I'<7&D M+,SK&+E8R?)=C&^$?#8&<8()J?&+]];]G[X ZE;Z+\|6_B=8Z1>W.GS:B+(QR MSS0V$) FOIDA1V@M(RRB2YD"PQEAN=@45SGC/XP?"OX=_#:;XQ>-_B'H
M^F>%8+2*Z?Q#=:A&MH8I2HB99,[7\PNBH%%)+LZA%_M8?\EL^!__&/Z5X7^UA_R6SX'_8]R_&ZR_|I,U 'NE%%%% ! M1110 4444 %,X-=A7Q[_P5@@_YD'_N*_|MG7Q/B+)Q)CNY#\L>#
<5FV#C&52ER64TW'WJ MD(.Z3B]H.UFM;>AY^:XNI@"^^*.QVN9'_L.^.5+9!X@K\|T7>V*DF3*Y Z5^0\/> M)GB;Q#PAC\|HX;#*WW0'MRQY*OOVUJ6_??8@T_-Z'AX7-\WQ6!JXF,
(^[MH]>_MVNB/T>_X;Y_9,_Z*O_Y0K_|_^,5[#7X]U^JOC?X^_!;X<&2/QI\3='LIHO\ M66AO%DG'_;),O_X[7U'@]XD9YX@_7O[1ITX>QJER^S4WF+ERZE^S4E?G]|I>_-.?\BM:W6]M~G7D6;8C-
/:>U27+:UK];V|V^QU]%>!:I_P % O 6IW4FE?!_X;^*?&5XIPHT M[362)CVY(:0?]^ZHS>/__/@H)\3/D\(?"G1/!=G)]R[UBX62=/J&)/YPU^NU M,TP--GS-=(IS:]8Q3:^X]QUJ2=KW]-
?R/HNN,\;_M##_!#X<[T\8?$$_2+66 M/[]JET)IQ_VRCW/^E>.2.2_L6?3XD_J5U$P_M#KM,TA'$'[\$+<;BB#_OU M74^#O^"?]Y$<7&-C:@'6HB\T\^"?2:L^/'|A3;)?
>&KW6Y4Z2ZQJ+L,^Z1;$/T*FN6689E5TPV%?DZDHPB_MNYYKT=-$.K5E\$/O=K:\ YSQC_P4P4E}'1_]?(U%U/EfJ JVF/E;L\2*ET?\LOA*DAL\. DZ@ZKR)J^|EI~TT8J
?R/HNN,\;_M#_!#X<[T\8?$_2+66#HX0QVE@B:KGDD2J)|TWU@KEQ-G-G+7$3Z..
W4LIS:P)|AK0V:%3R.5>!S5GO]YKB+E8W:!J/+-$U+2A(FD0%_^/:6?&O$%-Y4TSP$+[/R0Z6X=LQ[$V+^L4!JUZ6%;/PF:$S7R4!QWQ$)YL<-R&:VGZ&DA"-\\$$X&*GX,*;6X[PM5.G9K?Z%0\B%)VH_
%%Y<:=M)![^;>%48#V2OIGPI\._M /@2'[/X+\%:5I*XP1IVGQPD_4J 3^-;-_GNS$>Y M$,?E0C\":[+P9_P3A^^{A}3^)_%^NZK*4"RQ6TJ6,$@]TA7W@R_Y'>]_Z\HOYFMB
ML>R_Y'>]_P"O*+^9K8H **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ K'\2_|A?1_P#K]/\ Z":V*Q_$O_(7T?\ Z_3_.@F@#8HHHH **** "BB MB@ HHHH **** "BBB@
HHHH *9<6\%U]M=0))'(I62.1058'J"#U%/HH \K M\4_LA_#*_P!5?Q5\.KG4/!&MGD:EX5N3;JY]'A'[MESU SW-9%]XM_:L^!U ME-?^-M%TOX@Z!9Q-)<:MI;+8:A#$HRTDD+?
NWP!G"<]237M=?./_4;^-G_M A'PTA^%FBW>W4?$V?M>QOFBLE/S?3>V$]U#B@#Y%_:!^+]_P#'+XKZI\0; MI9(X+B3RM-I2,P6R<1H<9 ./F..-S-7TA^QQ^VAX&\)??"*/X?|
Q0U2_M# M1Y_)T>*UL);B6[MFRRHNQ2 4.Y>2!MV =#7QW7: L_%R]^"/Q;TGQ];LYMH M9O*U.%/^6UJ_$BX[D#YA_M*M 'W-_P -)_%%++Q7|OPJ_9;\4WB-R|R[\22Q:5$
M1_>'F%BP^F":/[&_;9\:?EQ-|%V[_=&EZ?)]%T@_VO.(C)^E>MZ=]%EJ MVGP:KIMTD]MX((-34 >/?\,C+XE_>?%KXY>?-?F%KY?$-?$V[_669 MU7[|'9MZ_N80,?@U=-X/_&&8_V?\|P)L?
PW\)M&21/N3W5K]HE4^H>;

#-1_:2^&6E^,;#P+JT^]Z+H.O6:7-BU\|/DK-+ M"X*3;$:3:K@KE]V,JI'JU% $&F:9INB:=!H^C:=!:6EK"L5K:VL*QQPQ]J,*B MJH 50 . !4]?GO\|=_^"V<7]'GQ |3?L_?$;PIH?
Q5^(5YKVK/\.M$^%_BF MU8Q60U5[6VMO$+S^6FA-%OBC>YDWPD1N21(I1_I;]@K2/VY;+X;^)-=_X*:=MEX3;QEKOC&74M,TOP1=S3:9HVE/96:0V$33*KEHI$G#L

Y4444 M ?#G[,NE:9I/_!>7]IF/2].@MEE^"_@%Y%@B"!F\W4UR0.IPJCZ 5G?\$T-< MU'XQ?\%,/VZ?B#X^07=UIGCKP[X*TNWNT#K::/8:9(Z0(&SMCDEN9IF4<,\K M$YKU/X/?LI??
M#>"/^"G?Q3_;;\2IX,/A#XA>"=#\/6EA8Z_=R:E9_P!F--'%OPM%%%X@U22>29] M7BQ/*$*#0#!?K=7*=DH&@S"0)1#L?U+X$$?LB^,K/ ;+9_"++C9\[DHA&PG^#
S7EGX>T"UGDNY(A=306[W,MS=RM,[&&-4$<2*&VM(X!]#4444 M >7_!6^//Q*^'WBY_#GA?|9E\4>*;18$D&K:3/"L+,PY3#G.1WKQ+XN_&] MXA^/_CE\'HO$P_P"SGXE\K9^-
"\#ZK-"PNBT)4JFP]0#N.>PKZ]KPO\ :P_Y M+9\#_P#L>>Y?Z_ $F:@#US_A)=7_Z%6"]_[Z6C_(275_\H4+W_OI:V**,M MX275_P#H5:H_!#P$ZM7Z /<&R(LW
+Z6C_A)=7_Z%6"]_[Z6MBB@#@_$T8B_.($C"'\EH_P"$U^R?^KY_@"K_EKY)_P""(+L[~UB8L-T.]\P0^|B@ZD>F5T
;.OS7Q>P&*S7P^Q>#PT>:I4E M0C%=W*O22)/SRE.MEDZ<%=MQ2 \ D?(,*X7<>]/Z]:.G2BOI^%>&\'PMPYA M\IHI.J?[%?)ZSD_P#%)M_M.QV8/"%_-"|Q/EX8T(])?
>^K^9$Q,;850/>ON#X'3_M /!//76B'PITOPCKMVX&(KW7(;RY)['R;B0LA^B"OB&9B&@OB[VFPY_P+!*9KT]U[IIWHX%T~G
<5&Z<7[MW>ZM\S/#\08;&U4U88)4Y05GRU.:*L[VVOXO[|MU:.QU:YTR|U3QTWP'/;PQC$<,"HBJ/8V#@5-.PDNK]"A>_]]+7]`MA`#MOP5X0_>_
/]H#XG_#\I_J;'1O%DD]B/0-!/K>/[EMXY*/I\I7^[YEB3N;_&FZGDU^W1R+)*\4L'F$%VC5A.D_M_)54IKYU$;+/,ZPNF+RV=N]*<*L5\FZ=1_*FSW;_(275_|H4+W_OI:/^$E MU?\
Z%"]_P"^EKPC_AJ3]2H#@SVZ~..3Z4AK_CGI-/F"2KJ2{4}ABLJ|9RRP~-H-LHV;
Z%"]_P"^EKPC_AJ3]L_X?#9\8/V#[0@DHL7\R6ZB-|Z8;55=M72|(EN{M*LWG>DKC84j-MNL+A?AF*0XUOOUn
M?;KO1E"M^%.4FOFE;J./&?#D6HXBM[!]JT9T?QJQBG\FT^A[=_PDNK_]"A>_\^_FALQJ!:^'G+
/7\HW%O~Q*"5K.T?~W4H@Zz-@@Q{i-O*Gi

M'_);/@?_-CW+_Z3-7NE>%_M8?\ );/@?_V/_]>47\S6Q6/9?\ MCO>_]>47\S6Q0 4444 %%%% !1110 5SWQ(^$GPP^,.AGPW\4O &DZ_9$';!

MJMBDPC)_B0L,HW~TI!"K70T5K1KUL-556E)QDMFFTUZ-:HRKT.)I.E6BI1> MC32:?JGHSYLF_8#\0?":5]4_8S_;:+\2_#_#%U\,:E*=7T1SUVBWN"6BST+AF*

M('0<4W_AJ'IKOX#_.C_ ~+47[+LNO:5#0)XR~%,K7L6T?QR64I$T8 Y9L@=< M#BOI6BOI?],J^,]W-;,,2OY1+EJ_^#86E)]?,=>$\P^%&#[*;T* Y8OF MI>GLIWA%?]>_9OS/-?*

@K^UO~SQ3X#+$;*Q6TS4+S!\S2)9#;WT9'4-,RA9. M:0@%(XZFO1!Q^-7$]-G!0$AU#XD_"S3¥M3R&CUVP!M+^-QIUA<0E7:/K¥M¥J0S>\'_%?

A'XKPFX</X8]0AQ+G'"]P"CC M-']G<-YEK@L2Z$_Y*ZNO15H*S_[?ITUYA_:/$V6:8W"]O!?;H.TO5T9NZ_[< MJ5'Y'TK17S=:?\%"'^&=U'H?[8WP"\4?#2X+B/*

*MT6YU31)6Z#;=VX.">=#M M*G:#R:]U\|_$OX>?%70D\]3_#7QOI6O:> ^,7>DWTTXVE3?\ AJ1;@_E(]/+>(:?80:EXLUTR1>'M+G8^6NP#?<38Y\M-R_* M""[$ $#HRN;?0-&TZRL$;HL;VZW+8_X'-_/M[5\KU_;-A+P M3E&2<,8,,'3C+$5X*HYM)M*2O&,,_"EW¥]IMW=OHE_"]8OOG&><4XG+U5E'#M4)NFID)M\=M*4K?$W).U!E9+]WW?*

*P=_,:^/GP#U]'6_A1+8-8TEHG#-:1W;/:M:S8_AD@?,<@]F4^V*_73_@GU^W+HG[:?UN+O4,"#3?%NA&./Q#I<#'RV#@[M+F'//EOM;Y2248$$D;6;\4*^I_\ @C?*

*XNUCPY^W'HNAZ=*XM}?T?4;*_4=&C M2W:Y7\ P.W3G_&CQ:X*RC.^&,3CU3C'$4(.HH)-J*O*,K?$G%.U!G9KJF> M$/'&<9'O3ALO=64L/7G&FX-MI.;M&4,_ M2:O;=73Z-?*

L31117\0']T!111 M0 4444 %%%% !1110 4444 %%%% !1110 5C^!_^01+_ ?LW_H5;%8_@?\ MY!$O_7[-_P"A4 ;%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !7A?[6' "6SX']CW+_ .DS5[H7 MA?[6'];/@S?_-CW+_Z3-0!H1110 4444 %%%% !1110 5C^!_^01+_ -?LW_H5;%8_M@?\ Y!$O_7[-_P"A4 ;%%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 8]E_R.I[_ ->47\S6Q6/9?\CO>_ !7E%_,UL4 %%%% !1110 4444 M %%%% !1110 4444 !W=G:;A:R6-

:QSP3(4EAF0,KJ>""#P0?2O"O'W!;G M]GKQ#KK^./AA#]WPU\3')37OA]J+:."H" MDY->\T5Z679QFF4 M5'/!U14[!V>DEVDMI+R:;/-S+\)LJSBFH8VC&I;9M:Q?

>+WB_,+3/FK_C8_\ ML^?]"W\;_#\/^]HNNJ@-.WEP/]ID=B;V_?_48_9XU_6U\$_%%X7X:>)< M8DT+XA:>VG-GIE9G_"ZO@X,OFC#PQ M"RHI4E3ER<[5^03XM\5MJX\0-XFU

*WX?>+TWLGG;LYSOSNSGOFL^BO[DR#A M?(^&LOC@\!1C&*5F[+FD^KD]Y-^?HK*R/X2X@XISWB?,98W,*TI2;NE=|L>R*

*MBMHI>7JJNI/LW1A/_@K#\4_A+XML/A_^T1XKO/$G@Z[F6!M4U*1IKW2,G E$ MIR\T0S\R.6(490C&UOU@M[BWN[=+NTG26*5 \4L.!E=2,@@C@@CO7\Z5?MM_ MP3-^)*

(^(_P"O3X#N.)6X+K4=/TE[ZA6=6EA2WGEMX@Z@DJ3%&A&>H(/>OYV M\=^"K7O)QI;K.R7O5%%%?S8?TP%%%%/+OACQXS_9\U!E9+JWW?

%^G_P!!-;%8_B7_)"^C_\ 7Z?_ $$U ML4 %%%% !1110 4444 %%%% !1110 44C.]I68@ #))}5X[\5OV^/V4_A%?? MV#K7Q6M-

*5UEGV1:#X91M2O))/^>>>RW#!&]G*UW8#+,QS6M[+!T95)=HQ^~7[K]G[]DZ/ MPCITO^J\2_%]^-LP!['_8(,S XY!)(H_X87^<*7Q;_ _) ;V_:\V\5>)H).9?"_ MA3;HNE$?*

*\\W6'YYU'IXE6KV_J6Z.#US/%TZ/IV+IK4_\!IMQ3\IU(.\+_6;:O MC=,KP=2M,2DO8T__*HE-KSA3FCO/B_^W!^RS\$+AM+\|<'_PU3^UU\9OW/I-/(C%XI-A+_JO%/Q6N_I.A-/1*

MA9QDSR>H93TI[,]\57&K,MIXAN/#^B?9;?2 M&152W3J6D1AE1*P!RJ[>67/QI7]$NO.:H?BG1;KPWXETBVU#3[Z!H;RRQ(5D MBGC889'5@0P([&OB3X[_\$2?*

@'K\UYXL^$_CW6/"(.9&TMX%OI6/VC#LDBCV M:1O; XK]V\/?&W*\+ELS<-(3A#W.7I%P@KQY5HN6+32UL]7^ ^(G@=F MN*S.689 _:*IK.$Y^_S=9.%CVR+IL=NNGVLG&*

*<2!'>1A[+(DOGI7VKH&@:'X5T6U\- M^&=`MM/T^Q@6&SLK.!8XH(U&%%%%?S8?TP%%%%/+OACQXS_9\"M*2<.8GE0$;*_^C^*

MWQ#N/V9O^"S'B+_@G_X/=X/ASXY^ UK\1/#6@&5C;^'M6MM4?3;RWLT)Q!;W M$1@G:)<()8Y'55:5RP!]LT444 %>%_M8?\EL^!__ &/$OB)\5-+TC4DA25K.[D8.$;E6X!X->

(?'+]I#X&?%/XX_!N#X>_$S3= M6>P\;-)>+:2,?*1H"BDY X+$"@#ZKHK-_P"$Q\,?]!J#_OJC_A,?#'_0:@_[MZH TJ*S?^$Q\,?\ 0:@_[ZH_X3'PQ_T&H/\ OJ@#2HK-_P"$Q\,?]!J#_OJC

*M_A,?#'_0:@_[ZH TJ*S?^$Q\,?\ 0:@_[ZH_X3'PQ_T&H/\ OJ@#2K\#'_I M((E_Z_9O_0JF_P"$Q\,?]!J#_OLDIOPEXET&QTR2&UJ*-C=2L%8IBWH#_Z;B WLW_A,?#'_0:@_P"^J/\ A,?*

*#'_0:@_[ZH TJ*S?^$Q\,?]!J#_OJC_A,?#'_ M $&H/^^J -*BLW_A,?#'_0:@_P"^J/\ A,?#'_0:@_[ZH TJ*S?^$Q\,?]!J#_OJC_A,?#'_ $&H/^^J -*BLW_A,?#'_0:@_P"^J/\ A,?#'_0:@_[ZH*

*TJ M*S?^$Q\,?]!J#_OJC_A,?#'_ $&H/^^J -*BLW_A,?#'_0:@_P"^J/\ A,?# M'_0:@_[ZH TJ*S?^$Q\,?]!J#_OJC_A,?#'_ $&H/^^J -*BLW_A,?#'_0:@ M_P"^J/\ A,?#'_0:@_[ZH*

*ALO^1WO?\ KRB_F:V*YFT\2Z"GBV!O7U2/!(;Q MJDF">03D5]?)\CX8_P"@U! WU0!45F_\)CX8_Z#4'_?5'_"8^&/^@U!_P!] M4 :5%9O_F/AC_H-0?]!4?)*

*\)CX8_P"@U!_WU0!45F_\)CX8_Z#4'_?5'_"M8^&/^@U!_P!]4 :5%9O_F/AC_H-0?]!4?)\CX8_P"@U!_W MU0!45F_\)CX8_Z#4'_?5'_"8^&/^@U!_P!]4 :5<=^'I%\(]/^//P2\3_!_4 MHUA3Q!H\UK%<,N1\,1F*4COLD"-COMK?_P"$Q\,?!]J#_OJC_A,?#'_0:@_[*

*MZK?"XFM@\)3#$47;<&I!?9WI3^3,,5AJ&-PT\/65X33C)=TU9KYIG_?Q%^'O MC#X4>.:-3^'/C(1)=.UC2+MK>^M)ARCCN#T92,,K#AE((R"*Q:,)K]|C]D/\ M96_:*

*[M(Y_B7#]EUFVB\NS\1Z/,(;R),Y"$E665,_PNK8R=NTDFOE.]_X(C_#M>=#7K=K;]J6]ETZ6?$L(\-()8TZY\SS]I/,.S\.U?V-D'CMPAC7+*46^\7%2T?:5FMM=W_&'$'@+QC@-*

*],^'7@'1)=1UC6+M;>QM(1R[GN3T50,LS'A5!)P ; 7[P MQ_P2G_93TOP#H&C;AX4NK7Q+I6DP6[UXL\/:Q7>>(]8F$UY*F3<95&]+M)_"EHHN](M MM;)?L?AMX/8+AS*

*U*N>4Z==05M!K2E&EF59-KXF]7)6M9*+W:\"_X8]_:>^\'M7S_?)O3Q8([_N:7\)0M-@<UQ"9/:<+)&ONID)P^/%@?\%+OACQXS_9\"M*2<.8GE0$;*_^C^*

MTCZW/@KQ(^FW!3^\T=Z"&;_93KT%>^_\)CX8_P"@U!_WU1_PF/AC_H-0?]!5 M^SFWYN3/TG_5/#8?7 8FM0\HU'./RA6]!'+R4 M4>)!_P %+/AGX286WI0?

P;^(WPWD!VR77B/PG-)99]4GM]^\>^T5ZA\-OVI_MV7&RR@U;-;GGUA8B0?BM=4_B[PK(ACDUBW96&&5CD$ M>E>7_$G]EC]B;XMF23QY\&O"=S/+GS+RUL1:7#?

*6:WV2'_OJCZQPAB_XE"K0 M?>$XU(_*$U"7WU6'U;C'!_PZ]*NNU2$]W45C:=\0_^KV::AI/BFRNK>09CGMYPZ./4,,@U/_P)CX8_Z#4'_?5?*

M:RC+LU9GTD91E%-.Z9I45F_)CX8_Z#4'_?5'_"8^&/^@U!_P!]4AFE16;_M ,)CX8_Z#4'_?5 &E16;_PF/AC_ *#4'_?5'_"8^&/^ M@U!_WU0!#XE_Y"^C_P#7Z?*

T$UL55.O>)=!N=3TR:#5(F6&Z+2L#]T;>]K4 M_P"$Q\,?!]J#_OJ@=#2HK-_X3'PQ_T&H/^^J/^$Q\,?\ 0:@_[ZH TJ*S?^$Q M\,?!]J#_

*+ZH_P"$Q\,?!]J#_OJ@=#2HK(N_'O@W3[62]O_$E!!#$I:6::4*J M*.I)/ %>-_$'_@11^RGX,U(^&_#'B^\\;ZX21%H?@337U*>0],!TQ%G/&"^?*

M:O1R[,TS:;A@]$JC6_+%M+S;V2\W9'FYCG&59134\;7C33VYD)-^26[?DBV M>]TV:;&VA>XN)5CCC4L[NV H'))ZU"OEU_C[+X9\,&\KX:?"?PM\+=(E^[K/ MCW4S?:@R?*

WX[2W&V-_\ 9ER.O-+#^P_X/^(TR:E^UO\ M0>+?B9+N#R:1+?G M2]'#=I^XI\ DZ=5^L:33[G;_$O_(%%_LJ?#?5/^$8M_B'_)3KK,5 M@\/^"K5M5NI7'5!Y.45O9G4US'-"

*[OV_/C;^[^"_I-.E_#W2I?N;_P#%'4"; MHKZK86_SQN!T$A*DUZU\-/!/[/WP:TO^QOA5X2\/^'[8:X M[&^SC_)0BH_)U)\\WZP5)GS^O[/B/XIL+S]KO\ .A\8>/%_X3'PQ_P!!J#_OJC_A,?*

*#'_0:@_P"^J9X947;<&I?9WI3^3,,5AJ&-PT\/65X33C)=TU9KYIG_?Q%^'O MC#X4>.:-3^'/C(1)=.UC2+MK>^M)ARCCN#T92,,K#AE((R"*Q:,)K]|C]D/\ M96_:*

OJ@=# M2K-\8+(L7Q_7 T?!)\CX8_Z#4'_'U6?XH\4>'[SP_=VMKJL3R/$0B>2:.M-S3O^0?!_P!<5_D*FK(L?%WAJ.RAC?680RQ*"">AQ4O_F/AC_H-0?]!4 -M5%9O_"8^&/\ H-0?]!4?)*

\)CX8_Z#4'_?5 &E7+_%/X)_"/XW:(?#WQ:_^'6D> M(+4 B-=2LUD>'/4QO]^:_P"TA!]ZUO\ A,?#'_0:@_[ZH_X3'PQ_T&H/^^]V MH8BOA:RJT9N,ELTVFO1K5&.

*(P^'Q=&5&O!3A+1J233\4]&>/C?L-_%#X*L;_M /8O_;8UOPQ;1G=']X+\6L=6T5A_5S0@5[EMJ9/=E+-Q2?\-G?'CX&_Z)^V/^5! MJ5A8Q<2^./A\6U32B.\DD7^NMD_W]S>U?0G_*

F/AC_H-0?]!4?)\CX8_P"@ MU!_WU7TG^M$L;[N;8>&(_OOWVOK[2.LGYU54]#Q%6_56.:]|[*,1/#?W%[I'TI ME/2*\J4J?J8'PA_:#^"?QITG^VO@_P#$W2-?

*B"]!8K*Z'GP@_P#/2%L21'V=-M0;[&O"/B]^QW^R#\7]6_X2VXT1/#?B1'+P>*?!UVVF7\4A_Y;;X@%D;WD5C7 M'?9OVY_V>?G^'WQ?!\/*

QE\/P_=T?O>1VM(@(?>)^/E;U>;GGI_9.0YEK ME^+!G+_GW7M'Y1JK\/_6:J@?VOG^6;9CA/:1_Y^4+R^&<8AXMYPZ2>ZLN01{BO(S+)<9*

M\9+SBVCV,LSO+4N+=7,=OJH9K&)1O, M4@O9+<*0PP1S7T!10!^<7B?_-O]_$C]EOX$?L8^._&D3^*=>_97\4O+XIT M308Y+]6?1=7@DMM8%@A DN3:^#]:T+P?X=^"EG\-*

*O 4/B7!,C3;S6)Y-2DU+4-0^R721W$$49,%LAE MC0R$2LH*1??[&HH ****,O5O!"@O7KPZAKGA#2IVX*A3/=Z'(Y Z#\"W8@';!GGFOH>O" VL/^2V? M_P#[\N7_-)FH*

*]N_L[3_P#GQA_[\"C^SM/_.?&'_OT*FHH A_L[3_^?&'_M +]"C^SM/_Y\8?\ OT*FHH A_L[3_P#GQA_[\"C^SM/_.?&'_OT*FHH A_L[3_P#GQA_[\"C^SM/_Y\8?\ OT*FHH A_L[3_P#GQA_[\"LCP79647\S6QO0!#_9VG_\/C#_-^A4U% $/\ 9VG_ //C#_WZ%']G:?\ ]^/_?H5 M-10!#_9VG_\/C#_-^A1_9VG_\/C#_-^A4U% $/\ 9VG_ //C#_WZ%']G M:?\ ]^/_?H5 M-10!#_9VG_\/C#_-^A1_9VG_\/C#_-^A4U% $/\ 9VG_M*

//C#_WZ%']G:?\ ]^/_?H5 M-10!#_9VG_\/C#_--^A61XCLK--5TE4M(@& MO"& C'(VFMVL?Q+_ ,A?1_\ K]/_":-+^SM/_.?&' OT*/[.T_\ Y\8? M^_0J:B@"'^SM/_Y\8?*

OT/[.T_ GQA_P" 0J:B@"'^SM/_.?&' OT*/[. MT_\ Y\8?^_0J:B@"'^SM/_Y\8?\ OT*/[.T_ GQA_P" 0J:B@"'^SM/_.?&*

*M'_OT*YWQW$/@U\4+AB:3IUH*47NFDT_D]#YVUG_@F!^S&E]X/PKD\5_ M#S4)#N:I\#^*:BU);1=CF1 /8*!5/_AFS]NKX;_/\)OVP-)\46]?ZG2/B3X2 MC?\ [/NI;]\V?*

H^E:*^BCQAG\THXFHJZ[5H1J_=*HI27_;LDSYN7!O#\&Y8 M6F\.^]&ZG(<+IWCOPC<63Y[@LJO&,> MI85]%U5UC1-%\1:>^D^(-(M;ZUE&);:\MUEC?ZJP(-/^U^'L7_O>7]+*

[T:DH M?/E]>VC\DHKT%_9'$>$_W3,7-=]_,_ES4_8R^;W&2/[XV5)]JU-V7_&_2=1OU]G$/[1XKPG^\ M8&-5=Z-57?\ VY55+T]I(^B?I.T_P"]U3?^_0KY_P#VY/V]A+^Q?*

H<&GWF MA1:[XLU.R:7X>@=8IL>2//G?!\N//(''!9R"._!F6M_PE'_!3WX8<:Y\/AS M\3K./IK^'J8ET>^D7U<7(.(V7BOR4_:-^-'B3]HF7OW>KG_E!+"_I*HXR(PC 9(#G"_MU\"T5_26/\,N!,?*

@7A98"G!6LI0BHS7GS+5M>=T^J9_,^\4./6P5XYXG4,K MJPX((((UBY\+^\M-FUG7[BPL;.W7=/=WCI%&OJS-@ ?4U^;W_ 2W\<_M MI_&7X/ZG\"_@S\6_#/A?0O"5ZC3:Y]FD/?

ZG:QW9D98;>)CY+(&BF;Y\$%\ MXX'U/H__3;^%.OZE%XF_:0^('B]X]ZK$Y\]3XMUJ064+_\ 3*TA*HB_[!+# MFOY X@X-ROA;,:^#S''+W):1IP,O\ @HE^R]I.M/X/^&$> MJ?

$G7UX7!OAYH;:BQ/0$RJ!#MSU(B:?']RRTFPCMX MA[!8P!GWK6KQ_P"VI[/\ 8N>X_7,.+:V/7/VH/BJ6X@?ZVY@?2O^ O'>BR^&_&W@K2=7T^*HISC\,S>_X_X:D6IQ

M^4D?,?\ PO#]LO\ 9_]W'I7[LUXIT2'[_(O^%8\V=4'\4NGRXD+8Y8H0 M@P<9KTGX)?M:?LP?M\L+'X:?$+2I?3!(FT^^C^RW\3#[RFWF"N<'(E05]Z]3 MKS;XV_LB?LZ?M#

*(9OBG\+=.O;\ >5K-LAMK^(C]H6XB*R<'!)*\=#?I_P!H M\-YGIC<,Z$_YZ'P^KHS=G_VY.FO[IY?]F\2Y9K@<2[\/Y*_Q>BK05U_V_3J-_M_P QZ'_9VG_\^,/_'Z%']G:?_SXP_\?H5\X?*

#.7[9WP_P!(_9[;37Q MAHT/>#?BLC7#*@_ABOXL2CCA58!1#Q9]I73_/@H7:?#J^B\.?MB?_O+\+K MUW$;ZQ/*

*=1T6=^@"7EN',D\X*X4$9;O2?"NJQ:\JJQQ2_EA=55ZTI6F_/D4 MX_WAKBS#81\F:4IX5_S32=)^E:-X+RYW"7]T^BOI.T__)\8?^_0H_L[3_\MGQA_[\"L_P*

*%>/:!'QCT&+O1\/O%^F:WILW^KOM*O4N(F/IN0D9)NHJWKVOZ M'X6T6Z(2>)=7MM/T^Q@:.\O;R98XH(U&6=V8@*_.YKYN5"M"M[*46I7M;SO? MM;>_D?*

*31KT9T?:QDG"U[W5K=[[6\R7^SM/\ ^2&'_OT*R/!=E9RZ5(TMI$Q^_MV2C+1@\;J^0/C%_P7'^_7@O6IM%^%'P\UCQBL#E6U%[E=/M9?>,NCR,/=HU] MLBJ7?P[_X+8_ 36[Y/#?*

*Q9\!:OX26YNF9=3CG6_M8MQS^\!**DBCW6-O? K[G_ M-(A=Q_+ 4?K?]GSY+7M]O-_X!S<_RY;GP?\ Q%7?]^O?5/!0ASWM?:WN3_P &-M-AE7!E)#*

*CN*MU\'*,H2<9*S6Z/OXRC.*E%W3V9#_9VG_\M/C#_-^A1_9VG_\/C#_-^A4U%?40_V=I__ #XP_P#?H4?V=I__ #XP_P#? MH5-10!#_ &=I_P#SXP_]^A1_9VG_ //C#_WZ%3441)8V4;IX[.)6'0K& 14 MM%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %>%_M8?\ );/@ M?_V/%_M8?\EL^!_\ V/ M47\S6Q0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !6/XE_Y"^C M_P#7Z?\ T$UL5C^)?^0OH_\ U^G_ -!-;%8_MB7_D+Z/__-?I_P#030\4444 %%%% !1110 4444 %>%_M8?\ );/@ M?_V/%_M8?\EL^!_\ V/ M47\S6Q0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !6/XE_Y"^C M_P#7Z?\ T$UL5C^)?^0OH_\ U^G_ -!-;%8_MB7_D+Z/__-?I_P#030\4444 %%%% !1110 4444 %%%% !1110 4444 %>%_M8?\ );/@ M?_V/%_M8?\EL^!_\ V/ M47\S6Q0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !6/XE_Y"^C M_P#7Z?\ T$UL5C^)?^0OH_\ U^G_ -!-;%8_MB7_D+Z/__-?I_P#030\4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7A?[6'];/@S?_-CW+_Z3-0!H1110 4444 %%%% !1110 5C^!_^01+_ -?LW_H5;%8_@?\ Y!$O_7[-_P"A4 ;%%%% !1110 4444 %%%% !1110 4444 %%%% !1110!CV7_(IWQ_ %Y1 M?$<-;%8]E_P CO>_]>47\S6Q0 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !6/XE_P"0OH__ ^^C_P!!-;%8_B7_)"^C_\ 7Z?_ $$T ;%%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 8_B7_D+Z/__-?I_P#0 M36Q6/XE_Y"^C_P#7Z?\ T$UL4 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 5F^,?\ D6+W_K@:TJS?&/\ R+%[_P!<#0!Y?\TF:@#W2BBB@ HHHH **** "B MBB@ K\'#_P#((E_Z_9O_*%MBL?P/_R")?\ K]F_]"H V**** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ Q[+_D=[W_KRB_F:V*Q[+_D=[W_K MRB_F:V* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *Q_$O_(7T M?_K]/_H)K8K\2_\A?*

*1_^OT_^@F@HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@#\2_\(7T?_K]/_H)K8K\2_\(7T?_K]/_H)K8H * M*** "BBB@ HHHH **** "BBB@ K-\8_\BQ>_]<#6E6;X MQ_Y%BI_ZX&@"YIW_ "#X/^N*_P A4U0Z=_R#X/\ KBQ\A4U !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %8_@?_D$2_P#7I-_Z%6Q6/X' .01 M+_U^S?\ H5 &Q1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 5X7^UA_P EL^!_8]R_P#I,U>Z5X7^UA_R6SX'*

M_P#8]R_^DS4 >Z4444 %%%% !1110 4444 %8_@?_D$2_P#7I-_Z%6Q6/X' M .01+_U^S?\ H5 &Q1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% &/9?

\CO>_P#7E% ,UL5CV7_(IWQ_ %Y1?S-;% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %8_B7_D+Z/__-?I_P#036Q6/XE_Y"^C_P#7 MZ?\ T$T ;%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 8_B M7_D+Z/\ ]?I_]!-;%8_B7_D+Z/\ ]?I_]!-;% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 8_B M7_D+Z/\ ]?I_]!-;%8_B7_D+Z/\ ]?I_]!-;% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %9OC' D6+W_ *X&M*LWQC_R+%[_-<#0!/V8_P!A+P?XAU#2+;X[_$ZZC\8WVE7LEM34I- M2U#4/LETD=Q!%&3!;(98T,A$K"@5W /L;BBB@#@_B#*^T\\ /A5XC;PE\1/B-MII>D:DD*2M9W*9;_7*

MIJ.9C]DM_L[+YA7&YAGLIH)]^1^6]$>"]>O#]&N>$-+O:@]9_]WI\ +V[_()T?]'2 M:+_X 7G _,9#P]"MW_I.C_HZ31?_ "1_P#C>>^L;O_7-PDK/_M .-4?\,O_LT_]&\>!?]*

PDK/_P"-4 >6?\;O^"=' 1TFB_^ %Y_\9H_X>W? M\$Z/^CI-%_"_^,UZG_PR_P#LT_ 1O'@7_PDK/\ ^-4?\,O__+-/_1O'M@7_PDK/_ .-4 >6?\;O^"=' 1TFB_\ @!>?

_&;/^MW!.C_HZ31?\ P O/ M_C->[\ +#+_[-/\ T;QX%_\ "2L__C5'_#+_ .S3_P!&\>!?_"2L_P#XU0!Y M9_PIN_X)T?\ 1TFB_P#@!>?_ !FC_A[=_P $Z/\ HZ31?_"\\ C->[_P##_M+_[-/_1O'@7_,)>O$]&N>$-+O:@]9_]WI\ +V[_()T?]'2 M:+_X 7G _,9#P]"MW_I.C_HZ31?_ "1_P#C5>*L;O_&\1_![5+!Q#\$O"-_GC75 MXDFO?#=K*ZQK<$*@+1DA0. .@H U_P#A[=_P3H_Z:DT7_P +S_XS1_P!N_X M)T?!\'2:+_P"_%Y_\9KU/_AE_!FG_*X\"_^$E9__&/!^&7_-FG_HWCP+_X*

M25G_/&J /+/^'MW_!.C_HZ31?\ P O/_C-'_#V[_@G1_P!'2:+_ . %Y_| M&:]3_P"&7_V:?^C>/ O_(25G_| &J/^&7_V:?\ HWCP+_X25G_|:H |L_X> MW?\ !.C_*.DT7_P O/_(S1_P /;O|
@G1_T=)HO_@!>?\ QFO4_P#AE_| M9I_Z-X\"_P#A)6?_,:H_P"&7_V:?^C>/ O_(25G_| &J /+/\ A[=_P3H_ MZ.DT7_P O/\ XS1_P]N_X)T?]'2:+_X 7G_QFO4_^&7_-FG_HWCP+_X25G_
M /&J/^&7_P!FG_HWCP+_ .$E9_| QJ@#RS_A[=_P3H_Z.DT7_P +S_XS1_P M]N_X)T?]'2:+_P" %Y_|9KU/_AE_]FG_*-X\"_^$E9__&J/^&7_-FG_HWC MP+_X25G_/&J
/+/^'MW_!.C_HZ31?\ P O/_C-'_#V[_@G1_P!'2:+_ . % MY_| &:]3_P"&7_V:?^C>/ O_(25G_| &J/^&7_V:?\ HWCP+_X25G_|:H | ML_X>W?\ !.C_*.DT7_P O/_(S1_P /;O|
@G1_T=)HO_@!>?\ QFO4_P#A ME_| 9I_Z-X\"_P#A)6?_,:H_P"&7_V:?^C>/ O_(25G_| &J /+/\ A[=_MP3H_Z.DT7_P O/\ XS1_P]N_X)T?]'2:+_X 7G_QFO4_^&7_-FG_HWCP+_X
M25G_/&J/^&7_P!FG_HWCP+_ .$E9_| QJ@#RS_A[=_P3H_Z.DT7_P +S_X MS1_P]N_X)T?]'2:+_P" %Y_|9KU/_AE_]FG_*-X\"_^$E9__&J/^&7_-FG M_HWCP+_X25G_/&J /%
[3_@K%_P3Q3Q;=WK_ +3NCB)[6-4D-A>8)!.1_J:U M?^'MW_!.C_HZ31?_ O/_C-9'@?]G_X#7'[=?CGPY/ O_ M (25G_| &J/^&7_V:?\ HWCP+_X25G_|:H |L_X>W?\ !.C_*.DT7_P O/_
M (S1_P /;O| @G1_T=)HO_@!>?\ QFO4_P#AE_| 9I_Z-X\"_P#A)6?_,:H M_P"&7_V:?^C>/ O_(25G_| &J /+/\ A[=_P3H_Z.DT7_P O/\ XS1_P]N_ MX)T?]'2:+_X 7G_QFO4_^&7_-
FG_HWCP+_X25G_/&J/^&7_P!FG_HWCP+_ M .$E9_| QJ@#RS_A[=_P3H_Z.DT7_P +S_XS1_P]N_X)T?]'2:+_P" %Y_| M9KU/_AE_]FG_*-X\"_^$E9__&J/^&7_-FG_HWCP+_X25G_
/&J /+/^'MW M_!.C_HZ31?\ P O/_C-'_#V[_@G1_P!'2:+_ . %Y_| &:]3_P"&7_V:?^C> M/ O_(25G_| &J/^&7_V:?\ HWCP+_X25G_|:H |L_X>W?\ !.C_*.DT7_P M O/_(S1_P /;O|
@G1_T=)HO_@!>?\ QFO4_P#AE_| 9I_Z-X\"_P#A)6?_ M ,:H_P"&7_V:?^C>/ O_(25G_| &J /+/\ A[=_P3H_Z.DT7_P O/\ XS1_ MP]N_X)T?]'2:+_X 7G_QFO4_^&7_-
FG_HWCP+_X25G_/&J/^&7_P!FG_HW MCP+_ .$E9_| QJ@#RS_A[=_P3H_Z.DT7_P +S_XS1_P]N_X)T?]'2:+_P" M%Y_|9KU/_AE_]FG_*-X\"_^$E9__&J/^&7_-FG_HWCP+_X25G_
/&J /+/ M^'MW_!.C_HZ31?\ P O/_C-96O?\%8O^">-SJ>ERP?M.Z.RPW1:5A87GRC;U M/[FO:/\ AE_]FG_HWCP+_P"$E9__!JO%?VG_P!G_P" VC_&'X-6.D_!+PC:
MP7_C66*^AMO#=JB7$?V=CLD"Q@.N><'(H U_^'MW_!.C_HZ31?\ P O/_C-' M_#V[_@G1_P!'2:+_ . %Y_| &:]3_P"&7_V:?^C>/ O_(25G_| &J/^&7_V M:?\ HWCP+_X25G_|:H
|L_X>W?\ !.C_*.DT7_P O/_(S1_P /;O| @G1_ MT=)HO_@!>?\ QFO4_P#AE_| 9I_Z-X\"_P#A)6?_,:H_P"&7_V:?^C>/ O_ M (25G_| &J /+/\ A[=_P3H_Z.DT7_P O/\
XS1_P]N_X)T?]'2:+_X 7G_Q MFO4_^&7_-FG_HWCP+_X25G_/&J/^&7_P!FG_HWCP+_ .$E9_| QJ@#RS_A M[=_P3H_Z.DT7_P +S_XS1_P]N_X)T?]'2:+_P" %Y_|9KU/_AE_]FG_*-X
M\"_^$E9__&J/^&7_-FG_HWCP+_X25G_/&J /+/^'MW_!.C_HZ31?\ P O/ M_C-'_#V[_@G1_P!'2:+_ . %Y_| &:]3_P"&7_V:?^C>/ O_(25G_| &J/^ M&7_V:?\ HWCP+_X25G_|:H
|L_X>W?\ !.C_*.DT7_P O/_(S1_P /;O| M@G1_T=)HO_@!>?\ QFO4_P#AE_| 9I_Z-X\"_P#A)6?_,:H_P"&7_V:?^C> M/ O_(25G_| &J /+/\ A[=_P3H_Z.DT7_P O/\
XS1_P]N_X)T?]'2:+_X M7G_QFO4_^&7_-FG_HWCP+_X25G_/&J/^&7_P!FG_HWCP+_ .$E9_| QJ@# MRS_A[=_P3H_Z.DT7_P +S_XS1_P]N_X)T?]'2:+_P" %Y_|9KU/_AE_]FG_M *-
X\"_^$E9__&J/^&7_-FG_HWCP+_X25G_/&J /+/^'MW_!.C_HZ31?\ MP O/_C-'_#V[_@G1_P!'2:+_ . %Y_| &:]3_P"&7_V:?^C>/ O_(25G_| M&J/^&7_V:?\ HWCP+_X25G_|:H |7U[_
(*Q?\$\;G4]+E@_:=T=EANBTK"P MO/E&WJ?W-:O_]N_P""='_1TFB_^ %Y_P#&:R/VG_V?_@-H_P 8?@U8Z3\$ MO"-K!?\ C66*^AMO#=JB7$?V=CLD"Q@.N><'(KVK_AE_]FG_*-
X\"_^$E9_M_&J /+/^'MW_3H_P"CI-%_| +S_P",T?\ #V[_ ()T?]'2:+_X 7G_,9K MU/\ X9?_&:?^C>/ O\ X25G_P#&J/\ AE_]FG_HWCP+_P"$E9__!J@#RS_M (>W?\$Z/^CI-%_| +S_
.,T?\/;O^"='_1TFB_^ %Y_|9KU/_AE_P#9I_Z- MX\"_^$E9_P#QJC_AE_| 9I_Z-X\"_P#A)6?_,:H |L_X>W?\$Z/^CI-%_| M "_^,T?\/;O^"='_1TFB_| @!>?_&:]3_X9?_9I_P"C>/ O_A)6?
_QJC_AE M_P#9I_Z-X\"_^$E9_P#QJ@#RS_A[=_P3H_Z.DT7_ , +S_XS1_P]N_X)T?\ M1TFB_P#@!>?_ !FO4_| AE_]FG_HWCP+_P"$E9__!JC_AE_]FG_*-X\"_^ M$E9__&J /+/^'MW_
3H_P"CI-%_| +S_P",T?\ #V[_ ()T?]'2:+_X 7G_ M ,9KU/\ X9?_&:?^C>/ O\ X25G_P#&J/\ AE_]FG_HWCP+_P"$E9__!J@ M#RS_ (>W?\$Z/^CI-%_| +S_ .,T?\/;O^"='_1TFB_^
%Y_|9KU/_AE_P#9 MI_Z-X\"_^$E9_P#QJC_AE_| 9I_Z-X\"_P#A)6?_,:H |L_X>W?\$Z/^CI- M%_| "_^,T?\/;O^"='_1TFB_| @!>?_&:]3_X9?_9I_P"C>/ O_A)6?_QJ MC_AE_P#9I_Z-
X\"_^$E9_P#QJ@#RS_A[=_P3H_Z.DT7_ , +S_XS1_P]N_X) MT?\ 1TFB_P#@!>?_ !FO4_| AE_]FG_HWCP+_P"$E9__!JC_AE_]FG_*-X M\"_^$E9__&J /+/^'MW_3H_P"CI-%_|
+S_P",UG^*/^"LO_!.^|\/W=M; M?M/Z.\CQ$(BV%YDG_OS7L?\ PR_^S3_T;QX%_P#"2L__(U7E_[:'[._[/\ MH'[+'C?6="^!G@@ZRO+?21'>WNK3PQ:1R1-
N7E66,%3[B@"O8_|%:_^"=4=E#& M_P"U%HP98E!!L+S@X_ZXU+_P]N_X)T?]'2:+_P" %Y_|9KN/AM^S/^SA=_#O M0+JZ_9^\$2RRZ+:O)))X4LV9V,*DDDQY))[UM_| #+_[-/\
T;QX%_| "2L_M_C5 'EG_]N_P""='_1TFB_^ %Y_P#&:/\ A[=_P3H_Z.DT7_P O/\ XS7J M?_#+_P"S3_T;QX%_|)*S_P#C5'_#+_[-/_ 1O'@7_ ,)*S_| C5 'EG_#V[_@ MG1_T=)HO_@!>?
_&:/^'MW_!.C_HZ31?_ O/_C->I_\,O\ [-/_ $;QX%_| M)*S_/C5' #+_P"S3_T;QX%_P#C5 'EG_#V[_@G1_T=)HO_ (7G_QF MC_A[=_P3H_Z.DT7_ , +S_XS7J?_ R_^S3_T;QX%_P#"2L__ (U7E_[:!?
DK/_XU1_PR_P#L MT_| 1O'@7_PDK/\ ^-4 >6?\/;O^"='_$=)HO| X 7G_P 9H_X>W?\ !.C_ M *.DT7_P O/_(S7J?\ PR_^S3_T;QX%_P#1O'@7 M_P)*S_^-4 >6?
| #V[_()T?]'2:+_X 7G_,9H_P"'MW_!.C_HZ31?_ "\| M_P#C->I_\,O_ +-/_ 1O'@7_PDK/_ .-4?\,O_LT_]&\>!?\ PDK/_^-4 >6 M?\/;O^"='_1TFB_^ %Y_|9H_X>W?\$Z/^CI-%_|
"_^,UZG_PR_P#LT_| M1O'@7_PDK/\ ^-4?\,O_ +-/_ 1O'@7_PDK/_ .-4 >6?\/;O^"='_1TFB_| M@!>?_&:/^CI-%_| C->I_| #+_[-/_ T;QX%_| "2L__C5' M_#+_P"S3_T;QX%_
.S3_P!&\>!?_"2L_P#XU0!Y9_P]N_X)T?\ 1TFB_P#@!>?_ !FC_A[= M_P $Z/ HZ31?_ "_| C->I_P##+_[-/_ 1O'@7_ ,)*S_| C5'_R_^S3_ M -&\>!?_DK/_XU0!Y9_P /;O|
@G1_T=)HO_@!>?\ QFLKPC_P5C_\$[_B!XIT[PQX1_:*LK[4]7OH;+3;*/0]0]Y<.(XHE+6X4%G8*"2 !R0.:_!W]F:QMK[XUV;72!O(T'6YH\\X=-+NF4_@0#^%=_P#\$SHV/[=/PO\'
#=K*ZQK<$*@+1DA0. .@H U_P#A[=_P3H_Z.DT7_P O/\ XS1_P]N_X)T?]'2:+_P" %Y_|9KU/_AE_]FG_*-X M\"_^$E9__&J/^&7_-FG_HWCP+_X25G_/&J /+/^'MW_!.C_HZ31?\ P
O/ M_C-'_#V[_@G1_P!'2:+_ . %Y_| &:]3_P"&7_V:?^C>/ O_(25G_| &J/^ M&7_V:?\ HWCP+_X25G_|:H |L_X>W?\ !.C_*.DT7_P O/_(S1_P /;O| M@G1_T=)HO_@!>?\ QFO4_P#AE_|
9I_Z-X\"_P#A)6?_,:H_P"&7_V:?^C> M/ O_(25G_| &J /+/\ A[=_P3H_Z.DT7_P O/\ XS1_P]N_X)T?]'2:+_X M7G_QFO4_^&7_-FG_HWCP+_X25G_/&J/^&7_P!FG_HWCP+_ .$E9_|
QJ@# M@_'!3#]&A;XI>-=,^'@@'HG2=2UK6;M+73+X'<;NG(+_W73Q-"(9D!3$!IH@ (%% M!1110!__V0$!.CX:M8IH7'1D=8P5/N#77T %%%%% ! M1110 4444 %%%% !1110 4444 %%%% !117A?[67^]E[!Y3OK
%%%% !1110 4444 %%%% !117A?[67?]E='A MK]DOXG?"7X8^)?A-XHU<_%WXA6/A#2=?TY;==.TZ]N1*ZBX>242;O+@F<+'& MX.S#,F1D
]THKR7]JS]IKQ3^S_IFD:'*/V=_$_Q6\=>)&N#X>\$^%[NTM&E MAMPAN+JYO+V6*WM+>,RPH9'?)>>)%5BW'(_L!_| !0[PI^W+'XZ\%ZE\(/$W MPV^(_P +==ATGXC_
X\7KUYI\T9EMI4E@9H[BWFC5VCE4@.$8@;2K, ?1 M%%>)^,/VN_$6F7'CO3?AK^S]KOCC4/"WBFV\-:%IGA_4+>.77-4?3XKZX!DN M3%;V=M;QSQJ]Q++@R)+$%,JI'+C?
L(_M]P_MDZM\1?ACXU^ WB3X7_$CX3:] M;:7X]\"^);JWNGLS=0?:+2XANK9FBN8)HLLKJ1G:3C:59@#Z%KF_A;*?"/P M>\.S^%_!<^Z6EQJ5Q?
2"XG,C>=,^]SD]L]!VKR_P%^W1X+_MX>+/V#$$^$W MBC2:\)>!>+?Q5>HVD]XUKXK;M0M-LVO/(55,4UW=W#/L;B"RM;N<++@@>8T2Q[D\S> M
#MJ*^'OB'_P6E/P/;?^>'/'/DD@%8#>'AKXDJ+ +?$-KHV@_ ':R:2YD$= MM>7&G1SM>V5C,Q4I/.B,RNA\L%%M2@?R:@I<[`Q2E\S0 $SQ3 #MH]/C. MVV7PC8N
M#5UXD.AG55L;32M%MY4@:^O;EDD,223R+!$J1R/))NX5(Y)$ /8Z*!Q2/[T^C M.K(ZL4<-6/J<[4C<*"'N5<.^L[+!E.$$S:*ZZ++K=54>$WV!!0RK5H.<&<&LN@WKM2TGYK/*+@T_FKV)D
^PE^VQ_C+H,%<= WKXCN<HJ\GDG+:K3,]AM+FT0&Z9:26R/DG:^N;WWFFUYPAI"'2GSN)R$PX[)"A2!1IDS^VX2"GAJ;!.!]@^=&"'U.#-1)"+'?'DT-E
E0WNGQ/_:%TWX:_%'2/AN_AFYU$ M7/A/6/$FM75EODDT^PL/LR?)!%&[W$TTUU"%"NUG"3%=QCV$]%HKY3^%'_M 4P\6ZS^V1H/[&?[2?[%?
CCX1ZQX\T/4=6^&.K:]K.F:E:^((;%5DNX';3Y MYEM+J.)UD:%F8 ?Q\IO[C]JK]NCPU^RI\7?A)\(O$?PF\4:L_P 7O'=MX5TG MQ!8+;KING7Z9I!?PZT&PMD34]"I5XW<
]OHKXLM_^"P6N>"OCSX#^'/[M4/[WQ2^$W@OXL^)8?#_,,_B/XIN=-FM[_4Y_9;6^M+6XDGT]J2?&(XYQYF M?O*@5RGL?Q*_;*ETW]H+4?V6?@-
|*+CX@>./#WA.+Q+XML8=:AT^UT>QFD>. MUADN) P-[3Y<\|TB_L;_LW>+OVE_$OP[\1^*-+\&Z)%H8'NA:V\|+S2R_ MOY8D"(B,S$MG X#'"D],HKR\?M4>%+7G1_P!K??
5?"FLO8:UX4TS6++PYI M%K]LU&YFOXX?LNGP(N!+<237$4"#*J7<9*C)'BW[\P5-_[P5-U[Q[!]"4< M5_[%_CGX&X&^/#1M@.Z._P_VH[K]/3EHYK+5>U((X;P[H"?BS7H+K+RZQ?ZR1T;/@5--1++"3X=AK%@K=_X6?Z0:YDO2V.Z)-3<^O7^Q@?PK=M0L(Y)0D'V=?O<=&Y:>9+)]<A7+5^-E=
26 M!*A@#ZYHKSKXG_M"Z;|-?BCI'PW?PS*/$<,[7?A;4FOM),,Y15F*%"6'|0P>E>7_ +57[='AK]E3XN_"3X1> M(_A-XHU9_B]X[MO"ND"ND^(+!;==-TZ[F264"X=Y1*6\N&1PL<;
[2"R\9]4^+' MQ*\-?!GX6^)/B]XSF>/2/"V@W>K:H\2;G%O;PO-)M'=MJ' [G H Z"BOD7]H M+_@I5|>O@WI5Q=^ ?^";Q@%^$OA'0;2_P#BW+0UW3EMO#%S+9QWQNO\
@IU^S1=_L:^!?VUO]UJGB'0OBA>Z9I? MPZT&PMD34]L:;-J@O;.[\/2^:HU2TN%CC::%)()H90T2 M/'+'@J5>-W\;M_| @L%KG@KX\^_AS^U^#^P-\4OA-X+^*^B/B6'P_-B'P_|,_B/XIN= M-
FM[_4Y_9;6^M+6XDGTJ2?&(XYQYF?O*@5R@!I5X7^V[_ P " MZCXJ^$WBCQ%!X[^(FC>$+6^T1;=;73O4KI;>&2Z>657'_AIX@|)KX.^).L>#-0TGQ.;?
[8MYISI'<,ZV M\DD:?O&90%D?[F<|X ![917P\/^"U_ MCSN=.:Q'VB%VSSFV@!K@E3AQ^M?1YIM%6X.]N@VY#2HFP!6Z7_M*JLPm|
DM;F#-D-HQ#-4EEK](4)DUX^Y&!"FHYMA#_"T+($Q0P@=A6.XRG:;RC(XX*2/#6GP;<Z"[Q5>%Q@2;/3L[2PHM-LI?2:Q=%LYKSI!8#-E%U`&I?V/"@E#^J'J)R^+X75$`2T2I)U;#`D,Z?A@A
(8_&OQ#_8G^(,WP6M%?%-MX?U_XS6]]IZV^G7,UTMHMS_9 MIF^VR60N'6+[28T#GYHUD5XFE]K_&S?VI-$_8N_9]\6_M-^^)_ASXD\4Z7X. MT:XU/4],\+0P/ M'+'5X;.60]"7-
NDPC9A@$J'P2.N*\.^(7[?_C#2M'O(/@?^R9XH^)WB6\|8 MZWHW@SPSX:UBSMCJEKI$L5KJ.I75U?-!;Z?!%?&6U4,\C2E8F0-YK+& ?2E% M?-/[&G_!3OXV?M4?#/XC^*O1'G@@?77?
A1XC^#%_/9_%[P;X[$27'AHQ0-1)E.&6-CC&"8_AQ_P %*O#?BF;X5>>*/B#'M8\'>"?CM>+:?"7Q M5J\!$?[$Y?&\$6I!S@$]S+E@3+*=O+2.G^UK7ZH^((AU?Y?:[%Y2UOR'Y-
MV9+KQ/XX*?\$_?BC\0_A9\/IY8OB'\3_#=WIL-OIQ@_X^VM+.XN$$NM12V(= M9I8T6*-XI5+_+MR/1?2BQ^W?T(Z3\)? GC_| 92^!7B7XVV\ZQ\3]!!77/ OAWPI
M=VE@MUI1A@F:_N;S4)88+. +9$PDB9HYX)4RT%;@6T"WDR2ZC>>0\I1B"2V1& M=)XYP21&\|,D-_B1J>M^$X M?%&H^']$UZQLAI6ESAGME>:^:$W%])$N_P"QP1R/&05
M'/BKX%U/X=^+HI7TW5K8P7BP7BP2E'*$@\,.AXKAOV3_P!KKX:?ME?%?N/KHF^$9=*N]V@:8H?UJ@#T/MUWINKS^'O%NA-J.GZ;]U#4#4*#)8NT;R;NHIFKH;!DNQX;I6HU.Q6*;T@PBDD'+(TKI*R-N%:5A^C
M'/BKX%U/X=^+HI7TW5K8P7BP2E'*$@\,.AXKAOV3_P!KKX:?ME?LG^%OVP/@MWINKS^'O%NA-J.GZ;]U#4#8:1IEK;8 GFNYH;P!FDC6(PQ[_EE+ MQ^6?LX?%\%1|;^(?
[6<'[$G[5/@K\&%?6_B0B[KQGG@:T\2ZMIVVJ6/B2QMR/ M/$%YI\TLN(U.]X"254$ELX! /K6BOF'X@_| WPBOD@O?_ M@7_V^+O1_7CGW GQ>O'%]/:FVT)!BTOA+OP/_SR?(JZ*-MIAD
&&&5)+KYHMH#I%Y\B-&-[]HK]M_ MQ3X#L-!L/V3/V7O$$WQZ\0>(= CU^VT_P=K6GV%E:Z/)_J;V>_OYHX4$^'$$: M;Y)O*E*KB-B #Z HKYR_9/A ^"E?PK_:Y_Y9_9 X9#B
[.L8$JM(T0639F_LN_P#!1KQ'1\8_V ML-?_&(V0V2O%GP?\B+IG@T>+M%T_6]9L-4M-;T/[4E]J$S=V$CO"2.>2 M-'A)R-V06P< 'T_1110 4444 %%%% !117A?@O|;H|
>,_V]$G[G_ J; MQ1I6M^_H^Q6M^&OA%*XOD0:9]O'Z9NM09@'9:C92WQLHS:K'*|C*9$FRTBQG]UPK A/ /=***8 MOVN/^"GQ:^O#W[/[WT8[A>
GQ&^-4'@RTCN?'^J^$]0TZR@T.8V]M&Y5)HLL&<*/4OV6?VM%^GI*ZJZ_/ MN2BK1FU*S MN]2C$$ELB,Z3Q$@DB-X9(Y8Y,,5#@!1MAB,$@'I=%%%
+_C;]OOX[XXC60OP0\-_3X'&?M?BT*%H^8!K0E+W%O-%/[VM_&A$?2%+V^CF4EZJ5-@\G+2,R^N6\QS;.7T';26O1]<=\7ME%S_9]S<4E:7>T=;%KSH]*-AP.&HG0N%P\-]U<
+_CGJOOX[6OP0\-_%3X' M?[\$/&V:_7@#$$(\>1 MB&H[\OP@]I2HIQ'\Q 1?U=*1FZVW.=/0Q;Y/%ZTSIOO^C4]IV#+-IH*V3"9;44+PH5%<#?5C+3IAKN/F%AAEBT=N*M:"I48\+OI(WDOAJR
]BHKY*_9P_X*XVCVW\0_V MLX/V@OV;?BK\(_GC*C_7]QQW*VRC.V+UXS7_\ 1SZ/^+OQF_CG_DV0 $NE0P$%DGJ5K!)RVUS3;KY)S1RJS+LZ&QJ:G[RQ8C:F=R;T.%E[D
A(/$.@1Z_;:?X.UK3["RM='D_P!3>SW]_-'"@GPX@C3?)-Y4I5<1L1H?_ML!?MX?#/_@H+|%K[XK>?"> O^&=2\/>)[WPSXV\&>*[,0:GX=UNT*?:+*X12 MR[E$B,&4X*N,A6#**H!
[A17S_ .$_^"A_PH\>?\%%]9_X)S>#]T(S,>#]!!U"^USPY\-I MO%>N>)D(%A!)'?6MH=/0D9EF7[4CNRG;&1Y9RX=4^@* "BBB@ HHHH ****
"BBB@ HHHH **** "OB3_@LQ_P C MS^QE_P!GI>%__37K-?;=>,?M8?L2>"/VOO$$?P|1^._B?XPT5OAAXVM/%WA> MU\-3V,<2ZQ;),D-Q+]HM)FD
CGE3R]PC(#2_/OMNQ+J9OLSL\B MMLP55"[%5!Y'+?#?_@EK\._L.MKXL_:>^-GQ$FUV;21/)YKBW:Y@@U_4H;^]RBO&TD*75S(JH'0^6BJ&7 Q\S?\ !-K7?VVA%+P%P%P M4'_:)_9-
_:VL?"'B/Q1K%0I'Q(T[X]>$-$-$FT_P#M[3+LS:9;VMU;RS3?9S:K MIPMX8UD8>7"[,SNS2/\ 4?[[G[@.^L_M"Z3H5G@X>_:4:^)?7?$PPM UI=2M]8^&N MK6Z=0-=$$1LG?>ZBO;6ZM[[J
[MQBEB8;E4]JO?!S]GSPE\'KNK^(_%%? MB@VW_"3>;SF*3H\|;$S8;4@U!K3T?@E*S]gi]D
MQ7+W45LL2V8D&R:1V$GF^8=Q#,PXKNOA_P#!K1_AOI/BBT#Q]J1O_%OB/4 M:U36YC"UT+FY(6/;F/RR+>!+>WB#(V(K6(/O(8L>(_MS_##2OVZI=-_8)TR
MVCN/'"|'B71==^,>H(H,5AIMA=P:E::2I'_+W>3V]ME!S%:>;*Y4R6PF\E^] MIJMG_P'&GQ|D|6[Q)=_LZ^%)?"8F_BTU;V=+@QY_A%V'SC^(UT-A_P1(\#:
M5IFH:'I7_!1/[K.SLM6U"YOM4MM/^-!M5N[BXD:2>1S#:HQ:1F8LP()SUZ5[MW\2?V-/AMXU\1Y<?!>?"@H&8>*^!!??V-;A=&G\HR:;-'+?[!>!:+ +>6UQ
M;SVV^""55DB8QR1!D9,ON/F7_@B[?6*L-.@Z7!X}J5N%<(@QE?M!O6.)@=F^H@V^K[$-*G7*/@\AAA+GAM8?N"\%W|7LOHDI%RU.^O?9GS[>JM_SV.^W+JSb=]NL=?(%M(FBE5!-K7XXMG ... M\N-@
(2VPY52?E"CB@#\QOVF?AM^VG_P$^/\ @AQX MK_X)=?$X'X.&1U ;X=_!QCI/BQ5G\6I[^IL;*!.-L_L5>!?V(%6LZ8J$NSe
I=W>@D_;);>VCB>3)Y^9D) MY]:Y/1OV1/3Q_!3+@_&C3?VA?BCXQIJWQ[XM3\+VGTQ$+|TZ|^SJT-MK_OW.Q\[[>#-:_ R%RC/O?3\B;P;J07\SPO>|*H5FMF3}@$/_]2>.)3X&&
V($^.GQ$TWP[#X/(6F:4)@R.QVX M.* /E+]IG6/VL/V>_P#@KE\"?C3\|3/ A!_'GPL^(6H:C\. /"=M9>&KBRUCP M'WMK)#
%G7/!MO/%X2UGXCW&FM+I1FB,,LR)IMC M9Q27#0LT)N9DDF$;R*)&)I=\?[57[$?\$?&G#]K?QA\.O&7C?XH>,=%%%E^%WC"W\4
M^%K3PW/81PKJT"2QQW$HN+29L,1S2IY98(0WW<\T_:Y XN%XA^'[.MMZ M^,O&$.J>(HUY*:'H[)J%PS#HT4MTFG6,@/!342*W?VVF?BQKWPR\%-X2^#^C6
MNI_$CQ:K'X330+&&Y:/R;. W#7%Q)&%0$27#K;"7DJ190;57#;O!/C5_P $ MK?#GQJ^/FN_M%R_MO?M$$^%-:M%$^%-: MP^EW#V]S(H)"R37!NY HZ&1@.E>H_%2TU'5_^#D??
X96>@VWF1VG()NNR>*U" MY5M/EUN..!9.Q4W"C /4@^AKWVQ_X)T? [_AEZV_9=\|6>*_&WBB&S\11^(K7 MQWXJ\|3O?>)H]$/".K>.? MB"?BEXQU'X@^/]#AT?5_ B=?
SV*ZS:6,"2BVM[,0VD=I:I"TTLJJEN TLC22> M8W- ""?M)_#33OVZ?V@ A]*+.%9 !/P7^(UEXV\;ZRHREQKUC&[:9HT!Z,Z
M2S)=W)_Y9K#!%R;AO+\D_P"";=IJMC_P6*_;3P*_;3Q9O&JW&O\ P]FMC+U?3#H4 MXM2GJ@Q*O' 96'7-=+X._P""')\'PN|':1IW@^+]NO]J&^^\,,6-X)KGPC??&[RXE4J_F10TAVLC5
M,U.,RF6:WNHHHHK=#/#.S2>+SPN?#FM>(?!;[FDVJ:6)6EBM[A;RUN(RT,CR/%,BI-'YL@6)9<':']I?4'CVZ\(G_EFVG'4M@,?;9YZ7'3C(;OO:N3^!?P
M/^%W[-?PAT#X$%X,#?A>9%3#MCS+#9+%PM8J!-]K/N[_.MX38@$*6.@^5ZKW>O+R_AA1?2"NMM*)`*!4/L1)WYGA]_L_N_Z)[.XM=[]`_@?&^.IO?#U'7-_XBXI!/4M7H[9N6TBH=Q4[51"XM4&T
&GBW7-'T'QGHEUH_B_PJ):I>&54#QNRE#HC]S&3RS!F+]-NTH>?.UPRIHC^:LA7;2W
)#^M:HL5OJ.H1'O9P6]O]EB<<3R3W+C]W%%M)+VGB'6]B?P/]X].H*1V[4BT#13KIK^]O$ZHQ'/OJ[KF4=9F^..OS[3XW8R[C>BD0KC]$[2A]UV?IOC]C5FHW'V>4O0_RH
MH:)!&SK&)&4MELL2?_@]J_P2:ZR/N?T-6?HT?:XI/;%H-%%G+*LJGRW)JZ%P-ZSS>$J[L*H,XH%QCO_DH9+@
M($|%^&)>QTW0WGAN&QV8ZM<:NA(^|D,)[#'SG^TSK'[K\]Y)P2NB3!)X:X%^D@.9E$=F&FO!MJQDKH:CF[C+XP`P`YU$Y.K`=QT4T==V*B:'P$8BV_3F(Y;#I&O;W?&J(9+P:_Q_>5K5UK3)1*E1M`
M./+F7ZMT[]F7P]H?7+$$$$$ C1^+M"U9;77(W,>U@2Y1-&-^R3,5#1IY,\+X%'-#?IBdgpg#C
M+I1FB,,LR)IMC9Q27#0LT)N9DDF$;R*)&I=X!I1[5](S=IFHS.WC@YH*=)=Z.;6-3HV1J+4I\()3Q*3<{EGF4G&^$EXB9#4A/N!6!6IK$B%<-VV*5@U$I9XH-/,G'
VM_&'PZ\|9>-BAXQT67X7>+7NEZ*G3U\\0:.X:ZM0?<7\'%T9DX3%B?6:T'NN8X*-2XX)N(T6TT)-IT\/IQ[VU^$@!^#4TI6@=I$I?<&J_UCR=!K?P0IRGTJ9BR(
Y[]IGXL:!|,O!3>$O/:>!- M#D.V.6|V ->W1)CLK;W%UX%|_&E=)O=1N4V"|UA]+N'M[F102%DFN#=R!1T,C =*^H_C5_P2M|
[^T7+^V]^T3X4UJHM^(_@S=]U3OE1!N=SD=J3)2(3#X)VJ1[&0.E=[%YM0,!:1X.`@;M9^^(C^+?&E@E,^.2`2-PX'_V2[/Y;;D:'DR%#MV5D*QZ@/)&9RU
[^T7+^V]^T3X4UJHM^(_@S=]U3OE1!N=SD=J3)2(3#X)VJ1[&0.E=[%YM0,!:1X.`@;M9^^(C^+?&E@E,^.2`2-PX'_V2[/Y;;D:'DR%#MV5D*QZ@/)&9RU
]|8&_LS4XS*99K>ZBBMT M,\,[-)YRELR^:Y8DL30!6_X+M?\ )OWP;_[.K^'/_IZBK[)}.C|+7%E$7U.QE|ZTED:XM9BPCD ;8"% M; W!AQ7KVG6T]EI|%G20PJDEW<*@DG8
NPC54#$\G:JKD| #B@":BB MB@ HHHH ****
"OB/_@AZ ? O[2P(_YO1|^?)?2P(_YO1 ^)? IT%?2;;S7=E-:V]]++:R2Q, MB7, 0O"2,!U#]RDCJ-RD9'((XKQO]DG]B'P7^QMHOCCC0_AM\5?
&6IQ^/_&F] M>+=:D\13:?,|6L:@XDN[]$PV<07>X#>6P:-3T0 D4 <3^WK\+=(_;DT>V_X) MX:/9Q3>';_5]'U/XOW|2CRM(T.TO(;Z+3E(X^V7LEM%$L?\ RSMFGG;:1 LW M:^/_
/BZO[:W@GX=I^\TWX9>'[CQIK*]-NI7RW&E:2I_O*8/[=^$'P"\#?!/5/$6]>#OM/_!4-Q8GR;AU9+"UL]/M[&VLH,*"L M");F0*Q8^9<3-GY_^6/^"Z>D?M;Z3^R9=_'KX&:CX
USP;*;BW\;_! ^ M%WC+PW<2?\)79:1,+]H_ML=R!$D1@2X$/D'S)+= TA3=%)W'_!4/Q?!\0O\ M@C"|=O'UKIT]G%KG[.^O:A':72XE@6;1H CCLRAL'W!KH;/_@GKIE^?$7AO
MXJ?M9?@'X@>!_$VN2ZE[J'PW\;ZYIMUI0#S&7[$)H[".:R#;5^R273PM&OEN MKQLZ-)^U+^^SIX8_:R^/B?G#R#CQOXLUS1O#_(PT>?2=?E\26|=S/850#Q6-%'@S2%#.ZG
'GAF5%='(+*HF#59+4R:@-/@9+**Z,,$:R+#*(+A2JHQEM8F9B P;G/VR/V#/#O[: M&K^%-6\3_M'?%GP3_P (;>27NCV_PV\50Z6AO&0QBZD)MY'>58V=$.["!WV@ M%F) /CW]O_
9A^*'A#_()2?MM_M3:OX>FTSXD_'70U_Q!HL#_]C!FC:%%86`*/YSD`&(MQJA76[%J22&D.'ZJ$]YTB!FAN2:WWE%3T`'HHQ20JL!?+C
(O!!M>6_"O"T>/2)&.1T4$]*^OOV:_#@GWX!_9YOO%.I>(OCG\5?BQO/XMLT E+O6^,OC5M?6TL1YGFVUM&\|:)#%,7'G*%_>^5%NSL%0_"S_@G%\$_AAJG

M@#SO%_B[Q)H7PD,I^$_A'Q/J-M/IWA)FA>VC:W\NWCGN'AMI'MX7NY;AH8V(M0JQ+4 6?VZ+[6_''P@UG]CWX.+;'QQ\5=!OM(MF:$/#H6FW*F"^UNY4?\LX$ MF$K#0]-
FG0S3_9+: M*.VMX5"*7GFD*QHL:*7EE=5569@#X;X_P""1?AOQS\7?%WQJ@_;Y_::\/:O MXUO5GUB/PI\4(M.MU1%98+>)(;0>7#"C,L:_+N9LEG=FT_B=_P2E^'7Q+^'
M/PY^&4?[5?QT\/6?PS>:ZTB_\.>/DAO]1U*8R--JE]X4 %%%% !1110 4 M444 ?$F@_P#*QMXG_P"S+=&_]2S4:^E/VC?B]J7PD\''2_AEX>MM:^(/BAI+ M3P-
X<9]BW^H>6!Y]PR@F*T@7;)<3D'9$F%#R/%&_.:=^Q!X+TW]MN^_;T3XK M^,Y?%^H>"X_"<^F2S:?_&8-&CNWO([41"S$@VSR.XD\WS#N(+D<5PWQT_X) M:^'?
CI\?]5_:.N/VU_VA?">N:KIL.G"T\"_$.+3+.SLHCN6V@C2T)2,N3(V6 M)=SN8D@8 ,(_LK^'/V/O^"=/PX_X)H_#O7)KZ3Q;=6O@:?4]GDR7T=ZT]|XA MO5"G]R[62:O<(_?D]?M0>!?
V@_&OP%USP+^R9\6=_^'_C"ZTY[?1? M$6M^&'U."Q)C95*0I/"$<';MD;S%3&3%)]VN7_9]_83^'G[/=UX8U*R^)WCS MQ??^&(=:9=9^('B0ZM?ZG=ZE):F2]N[B1
|L\4%HEI"P*B.W=X]IR"+GQ+_9 M/\6>._CC_P +M\+_ +9_QB\%I+HL>F7O@WPUJNE2Z')R$49XY /+O^")WQ+\3>./\ @G_X?\#>./@_HG@;7OA=KVK_ ^U[0?# M'F'3!>:+?
2V,LULTK,[([1;F9V9C(9"6)Y/+_P#!##_DD/Q_P"SOOB1_P"G M=J^L?AG\&_OP7^%UK\(OA/82:%I-E!.MH\$IGG6:9WEENGDN/,,]Q)-)),\
MLN]I)'9WWEFSY=^SQ_P3_P#!7[,7PH^(WPG^&GQK\>O;_$K7=:UW5-4U.[T] M[O3]6U3<;J]M7BLXPCF1O,56#QJP&$ R* +W[%\,'Q \.^+/VFK^%)3\3O&=
MQJVBR.H91HEJJ:?I3Q$\B.:UM4O@.SZA(1U-G?M<_MS^&OVW985?P M9\(O#.L:#*[T#_D.ZCJC6ZZIJL9[V:0VD-K;OTF+W4J@Q>1)+Z3\E_9%L/&WBKP/X4FT6WT M3CLKQ--
A18Q9I-)%+LB:-1&VT!F3*YP MS_^7?!;_()5^#?@]\3?#/Q&U+]LS]HCQQ;>%)_/TOPAX\^*+WVAM*L31PO+ M9I#&DIA+"2(-PDD<;@944 ?*W_!,)E\.?\$3OVHX_B:0-
7TWQK\6QX\6[^^M MXANC<>;G^+R]I.>QKZ%_X)6_$%?V?_\ @C!\ ?&OQBM;U]13X3:%;V&FVMOY MFH:FTL_L^PMXR099G22)(X\@ MDE5#$>C?$;_@FS\#/B+J?CZU?
Q5XLT7PK M\6+^*^^*?@#0=0MH-(\4W(BC@EEN-UNUS UQ###%"M*>Q\,:3\+O%T&CV5@'4I)*B+:NWFM%B+ M=N^6,%%"JSA@#7_8_9;UG]FGX:^**M>\?
Q6B>./BK\0M5\>^/H=.E\RVM-2U M!TQ90O@&2.VMXK:V$A \PPM+A?,VCY^T/6?VLOV??^"W^AZ;^T(G@?QUX9^. M_P .]3TKP#XK\.^&[C3-0\'PZ(1?
RZ;*DES<*\$QNO,>;=NFF\O/EI#'$/8_ M!O\ P31\/^!O@UXU^%ND?MD_M SZSXWO+*>[^)FI_$LW?B734M)!)!;6=U+ MT<-N&,Q,)B9&^TS @A\#T+X2?
LL:+\.O&5K\4O'GQ5\6_$GQE8:))H^F^+O' M3V'VJRL)'CDFA@ATZTM+6+S7AA:6181)+Y,0=V6.-5 /4J*** "BBB@ HHHH M *^)-!_Y6-O$_P#V9;HW_J6:C7VW7BNG?L0>"]-
_;;OOV]$^*_C.7Q?J'@N/ MPG/IDLVG_P!F#1H[M[R.U$0LQ(-L\CN)/-\P[B"Y'% '1_M&_%[4OA)X..E_ M#+P];:U\0?%#26G@;PXS[%O]0\L#S[AE!,5I NV2XG(.R),*'D>*-_!C^ROX
M<_8^_P""=/PX_P"":/P[UR:^D\6W5KX&GU/9Y,E]'>M/?>(;U0I_N:KIL.G"T\"_$.+3+. MSLHCN6V@C2T)2,N3(V6)=SN8D@8[7]GW]A/X>?L]W7AC4K+XG>//%]_X8AUI
MEUGX@>)#JU_J=WJ4EJ9+V[N)$#RSQ06B6D+ J((=WCVG((.H_:@\"_M!^-? M@+KG@7]DSXLZ!\/_ !A=:<]OHOB+6_##ZG!8DQLJE(4GA".#MVR-YBIC)BD^
M[7B7_!$[XE^)O''_3_/#_ (&\W^)6NZUKNJ: MIJ=WI[W>GZMJFXW5[:O%9QA',C>8JL'C5@,(!D5T_P E_9%L M/&WBKP/X4FT6WT M3CLKQ--A18Q9I-)%+LB:-1&VT!F3*YPS
@'FWA7X9 MZ=^US^W/X:_;=EA5_!GPB\ZQH/PKO0/^0[J.J-;KJFJQGO9I#:0VMN_28O= M2J#%Y$DOR=_P3"9?#G_!$[.$[]J./XFD#5]-\|:_%L>/%N_OK>(;HW'FY_B\O:3G ML:^J?
@M_P2K\&_![XF^&?B-J7[9G[1'CBV*3^?I?A#QY\47OM#:58FCA>6S M2&-)3"6$D0;A)(XW RHKHOB-_P $V?@9\1=3\?6K^*O%FB^%?BQ?Q7WQ3\ :
M#J%M!I'BFY$4<$LMQNMVN8&N(888KC[+/)TB'F!BSE@#SG_ ()6_$%?V?\ M_@C!\ ?&OQBM;U]13X3:%;V&FVMOYFH:FTL_L^PMXR099G22)(X\@ MDE5# M$8R^'?BW_P
$V_V+_&7Q+TKX9>)?$'Q7^-?Q8O/$GC!/AUX,O/$W_"-:CK$@ M#SI:6<3RW5OIUE!%$IVA;B:!-QB%P63U7]J+_@FWX,_:@^(7A;XA2_M-?&+X M?MX*TI['PQI/PN\70:/96
=2DDJ(MJ[>:T6(MV[Y8P44*K.&ZW]DK]C7PU^R M1:>(7L/C;\3?B%JGB6[@EU#Q%\5?&4FM7\<,*L(;6*1D016Z-),ZQJN ||A_ MBX /SO|
V9/VF/@QX;_X+H^!?"WPS_9U^.VD:4_[*TWA:"+Q?\'=5M[[F-?KA7FDG[*7PPE_;%A_;B:XU7_A- M(?AI)X%2(7:_8O[+?4$U L8MF[SO.C4;]^-N1MSS7I= !1110 4444 %%%%
M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%>9?M"_MMD_LQ_LH2Z3'^T?\8--\')KUTEKHMQK22QPWUR^[;;Q2["DDQVD^4"7QSMP0 M: /3:*_^"7[5G[-?[2-SJNG_
CXY>&?%5[H4B)KNFZ/J\KZO>!V2WA0$LVU S-@ G"@G /"% '545C?#CX@^$/BW\/-! M^*OP^U?^T- \3:-:ZMH=_P"1)%]IL[F%9H9=DBJZ;HW5MKJK#.")/$?
AX:==F^TH5WQ"Y@\GS(-Z_,N\#<.1D4 > MV45QGP3_&A_@I^T=HVJ>(/@A\1=/\1VFB:PVE:Q)8LV;*]6&*9K>57 9'$4 M\+[2/NR*>]=G0 45Q?
[0/[0_P8_97^$^K?'+]H#Q]:>&O"NB0>;J>K7<. MVLQ>S'<(BMOMMV$F)C&3G:,M\M 'HM%%% !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 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %?GO_P<+WYT
MKP5^R5JRZ=<7C6O[HK]"*^2?^"JW[&/ M[1O[:D7P6TWX'77@FR@^%GQS\/?$B]N/%>M7D#WSZ6UP18(EO9S!1)YP)F+? M+M(\MNM 'D&N?"3XM>-_^"T5K_P5!F^$.N?
#/X2_"CX%:EI'C+Q)XCCBM+SQ MG*?/G\E;..1IFM[9&67S9U3+PA4#!5:M?1?^"G7[8_B>P^"OQU^'G[.>H>,? M
WQ1U[2T\2^"=$^"_BB'5O"6BZE%YD.J'6I'OV.?'7[3/PKUKX&>"9X;3PWXSL=.U*/QQ1UA!"*)"LB $WP9_;(_X*<_M$_M4_%SX'?#CX=_[M3-(^#7Q>T?1O$5[KM[J[RZAH-
S90W"7O?@5\=+_P"'WAC0/"%U/&NMRB/2X[!) M9[@L1)+=:@ \JQJJ1\^62A+>L?L4_LH_M#? '][K]HCXU_$X^#)-#^,OC"QU M_1;?0==NY[O3FMM/AL1#.LMG$C!TA63>K?
*25VL/FKQ9_P#@CO\ $[XS?LS? MM6?LR?M$^+_#6D6GQ^^,5[\0?">O^#]3NKRX\.WK?8&M%ECGMK<2>5+IT+LR M./,621 $X:@#T_XQ_MF?M-_L9?
M#_!/P1^U3#X$\1>"/C9XJ3P9#KO@K0;W3 M;GPWXFGB:6RAD%S>7*WUM<&.6(.HMWC9 Y5@VU?)/VM/VK?C_P#MK_\ !!-7]
MK#XM_L]7'@;3_AMX<\+^^./"VG6WB#1+NZU#Q-;:=8W-MJ5]%=17<45D&<7*6 MZ-!/N$".[*)=D?L.I?LD?M4_M5^(?@=>_MT)\/+*V^"OC&W\9S-X#UV]OV\4 M>
(K2SGM;.Y:.YLK4:= C7,MR8E:Y)?RXPX5"[^+Z+_P3$_;Z^ OP)_:*_8;_ M &>?&OPHUGX/?%^+Q5=^"-1\8:EJ5KK7A*?6[:99]/:WM[62&[MA-+\DWG1R M1[WD:.; B(!];?\ !./_)1Y_
;_+(QX7_]--M7QQ^S5\2/&/P[_P""]W[< M4GA#]G[Q=X[-YX>^&8N$*7FCPFSVZ)+M,O]IW]H#OR=OEE_N'=M^7/V_P#L M7?"/XB_ '[DSX'X94M)C9VL=N'03'>?$75+&?25
MT>R:U61IET699C+O9RH1=G W-C) *_[3G[<7O]_9S_X):?$__@HKX_9I\/^ M&B?B%#IVKZK%[C[#*R7$_P!EM;;M:/E3")MOR2%=I.[IG[M:'[8WP[_."@7P?_
&/"WB"]*)X32^_M3P]?:3:VUW)%> M7$\IAO(Y89S@Q00E'!&7"AGH?MK?L??]M?MP_L=?&_X#^-O$?PTT+5/B7I^G MZ)X1T:Q\1:C)],/B>]DGOY-7TZ"R8VK?V>%VP^0)!YF
MTR;MN(\;B ?.O[>/[5WQ_P#VZ?\ @C)^T;^T[\#;CP-8?"FY\.>*M)\.Z;K& MB7=QJFNZ1I\MQI]WJ8O$NXXK1WE@N)(8#;2_)"@=P9CY/M.D_M?_!J^_"QQ M_8D_97T'PEX7N/!?
QH\%.C!KFK7;W#ZI:2:5X7^WQB!5*Q(KR"-2S>82HYD?]XWRXB'- ' ZC_P4 M*_X*9>,[7]JV#X7> O@EI5S^S?K\ZVLVNQZM?1ZQ:1:/'J7V7;%/ 1,ZN1]I M)1(SM7R)E3?
|%,_%/C^R_8_|-_"SP?I>C:Y^UAXV7AZT MMM!CU>X@,44L#7-P_FQP1CS(Q@22'=Y?EME>!OV#OVL?"X_;"DOG^'DK_M&W MUS=^%A%XFO\ &E-
)I":6J71.G\@(@F+1Y^;*8Q\X\3^+OP*_:)\+>_V/_\ M@F9X'\5_!#4/BQ\)_!0UJYT/QAJ^JVUGJ-H%A#I-MJ5EJ5G'#?V=SYLSNL4 M",2%D+OLAQ(?3W[O[7W[2W[0_Q]^./P\ C?
X8\%0Q?!;QG_PC"\MKA8)Y)E@!MYL21>=(R2*,,5;CZIKY$_P"">.K_ +2WPG^*/B3] ME3]HG]G[X/\ AV^DTV7Q?<:_\&O&.HZK' M0SK:SC(\FOKN@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"O-_VB_V//V5OVN])L=$_:>_9Z\(>.X-+E:72CXFT*&ZDL7;&YH)'4O"3M7. MPC.!G.*](HH Y'X*_'X'?
LW^#%^'?P_^$7ASP7H8G:=M+\,Z/#90R3, &E= M8E&^1L#+MEC@9)KKJ** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB
M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBO MBS_@H/\ \%6X/V;O%-Q\%O@?
HMCJ_BJU0?VQJ>H;GM-,9@"(@BD&6;!!/(5, M@'<=RK[W#G#6<<5YDL#EM/GFU=]%%+>4GT2_%V23;2/ XDXFR;A/+'C\RJ5.3DHWT7,G&+5WI>S5]+ZH^2X
M2\6>$>,$X=1;3Q:V M0N4FMCOB.6PRLLA<<@C&,&O^S[^VU^T[J?\ P4=^)?\ P2>_:&UW0+KQ!HWP MUM_'/@+XJ>"M!-GY^F/HK\I/@/ M_P %$?\ @IQT_X(^>(_^
AIJ&J^#7U^\U/P'J_P /I+>PU&QT]_GM MYHH[J&&]66&>2*!FC8AU\PJA0@Y'U!\=/^"M/@GX+_P#!,3P/_P %"YOA5J-U MJGQ/T30/^$
^'3W:QW.I:WK$"26FFF8KM506=GEV_P"JA=U5CM4@'UW17S5X MQ\!_\%*O"OP7NOBIX<_:+\,>(/B38:4U_)\.SX*BA\+ZA<*F]M-MY0W]H0EB M#%'=27$F&(D: C,0Z_\
X)]_MM?#+_@HC^R-X._;X^%%G<66G>*;)S=:1>.& MGTN]AD:&YM)" -QCF1U#8&]=K@ ,!0![-1110 4444 %%%% !1110 45\2_M M=?M=_M#?"_\ |_:'\0^!O WQ"^PZ58_9/LMK_9-
I+LWVD,C?-)$S'+.QY)ZXZ5 MYM_PWS^UG_T5?_RA6'_QBOP[-O'[@[)LUQ&7UZ&(75KR.-D:2"WC9Y"@=-[!%W#=F@#Z3HKYL\-^VEX0^,_ MPHO-
!_:)T'XJ?";QC>W:>*M6F\)V\6I6:_V/>7-G2%7VMF%W&_4G MA[0I-*T:_P!3U6Z2WT^,QB:1VAC4M<2,'#.L;JI7*FMRQ_:;^+7[-'[=OPZ_ M8Q_:,^(UMXPTWXR^#-8U'P3XK.BPZ=
<6NMZ.D4^HV#QPGRS:O:SK/"3F6,PR M(\DVY70 ^JJ*_.ZS_P"""F7[1OCK]@'Q9_P %A_AU>Z?-\-?#_B+4;KP[\,3I M$>_6_!VG:FUA=WLUVQ|V+49$@NKJ'81
BK%$\"_&'A[XA>#M)\?> M$=16\TG7-,@U#2[M 0)[>:-9(W&>Q1E/XT :=%%%% !1110 4444 %%%% !11 M7BGP9 :YT3XJ_M >*/A/"\(L[/\ Y%RY4\W7D_+<<_Q9/SKC^!2: /:Z***
M"BBB@ HHKXI_X*3_+2O[5_P-_:_9J^"GP"^+VEZ)H_QM\9:CH'B'B :QX3AU M%M/%M9"Y2:V.^,@MAE99"XY!&W&" ?:U%?%?P._;D_ ;2\%?%\8-8_P""6?[2 M5QX8\91WGFC\?|
@SQ]X4T2739X+47AM);+4[5IYXQ)YBNR31LBE?+!CS)\ MGU!:?M'_+/%_H6O^**+#X\^"Y],*3"+Q3J,/BFT:#1Y"1BO*/VJ/VI=/U[_ ()__%S]HW]BC]C]H3P?JV MH>#O_^NZCI?B?
0;BUUVRAOM/LI;@P-Y4IB+AHU5E8G;NY4T ?0=%?GS\6/VS M_P!KGPS^RI^P1\9] ^+MI#=_&CX@?#K0OBB)/#-J\NLQ:OI;7=XZ,5\NUWO" MPQ#&I E;8R;5
^\O'&LZ[X<\%:QXA\+^%Y=_87_;%^"_B_\ :3^+GPS^)WPZ^,WQ M5TSP'X@\(>$? D^D7/@V^U+S!:SV5U)=3/?V\;1OYKSJC%%R(UW;H_5H_P!I MOXU_M4_MM_%
[]DW]F_XC67@K2O@9H&CCQ%XEFT*+49M5\1ZI!+=6]F$E.Q;* MWMXT:<)MFD>X")+#Y;%P#ZPHK_]'_X+&>)?BW^R^&WA+2=^'_7Q]J^* MK?
#:XT>]5[JR\,:K93S1ZU?&,,C7$-O%;22Q1EU+_:+<.0"^/1]*_;MU3]F? M]K'XD_LC_M7^-EUFR*?!8_%CPQXX_LV&VN;K0+>6:WU.VNXX0D+7%O-$LB- M$D8>&X4% T3/(?7-%?
GPO\ P4;_&E?AG^Q5\+/^"JGQJU/2D^'OQ"\0Z+) MXL^'D&E(J>%O#&M7*V^G7T%X#YT]W#]HLI+CS,Q3+)*L<ZEI- MQ8:=K,^GSS1%8;ZVCC>2!CT=5D5D)'HRD4
6:*^(_P#@DI^VM\9OC]^S]\4O MC_\ MI?&WPU;67@?XM^(?"45TFFVVCZ;:V6FS1Q"[GDD=B)')8DF18P"!MS\ MU?
47AC]J#]FGQM\1(OA!X,_:'\"ZOXMGT>/5H?"^E^+;.XU&33Y$62.[6VCE M,I@9'1EE"["KJ0<$4 =U17S[_P %#OVM_!W[.W/.Q!/AK]IKP+X)^)&F^!-
M0U;PI8^)-1LWN9KB.WE>W$=G-,C3>9+'Y:\,"V0 Q&*F_9_:ETK4/\ @G)\ M$OVGOVK/C%%H&D7WB[X3^&-6\2)_$=]::7;7.I7NE6]Q,^3Y<,;/(\C"-_JC MD*H P
#WRBO/K[]K7]E33/ASI/QAU+]IKX?6_A'7F*Z%XIG\9V*:;J)&BS< I<^0 MKF3RF#*1)C:0PP>: .EHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KQ_XT>,_VU]#\;R6' MP,^"W@_7- %M&T=_K7B-[:)_
MJWB_^AEB/OI?_*3YS_X65_P4X_Z-G^'/_A9R?_$U^./CW7_$'BKQSK/B?Q:[M-JNHZK<7.I,YY,[R,TF?^!$U_0U7Y7_\%+O^"/Q-\'_!-U?XZ? OPA=:[X M8UVDOM1T[2X#+%F)
<,H.S)5@ H+?M'@MQGD>'SFOA,3118 M:56,>24>9*3BW>+$/VJM._X4%X=L-7UO4=*O;:33-5 MO3;VT\ B,K>9(/N[3$K#U90.]>+Z#\/O'GBK75\+>&?!.K:CJ;/L73['3I99
MRWIL52V?PK]1O^"4G_!/CQ3^S=!>_'#XTV"6OBK5[')IFC[P[:9:,RLYD(R M/.ACJ'LX82 ME2=[\T%._I[U22M\OF=V7Y/7P-?VD\95JJUN6;IV]?=IQ=_G;R/SL_X+)Z;9 MZ_\
|%"OV"O#ESXCN]+>]^+FOK'>:=>""YC/]DJ T;.O%6MSZCJ=[!" (;822L5M[= M %Q#"L.'NX/"WAVVT])V' +B!$#'W M-'PR^_P.^"AOC\&_@UX4\)?
VG*)-2_X1GP[;6'VMQG#2^0B^81D\MD\F@#! M\8_M=?LZ^"OV8;G]L?4_BKI$OPZA\.?VY;^);6\5X+RU:/?'Y)S^\DD)5$C' MSN[*@&XXKYE_X-W/V5OBS^R;_P
$P/"WAKXX^&KC0O$_BW7-3\6:AXU<3_PF?[:__1%O!W_A1O_$U[!17@ M8_),1C<2ZL,=6I)V]V#I\JMVYJ=2?,JDEY*UOQ3/'_/A,_P!M M?_HBW@[_
_P#XFC_A,_VU_P#HBW@[_P *-_| XFO8**X_]6<9_P!#/$_? M1_| E)G]3J?_I_^2_| R)^8G[7=[XVU#]H?Q#>?$71;/3M9?[)]LL]/N3-# M'BTA";7/7*!2?0DCM7FU>P_M_|)V?
BS_MP_P#2"WKQZO\ /CC2DZ'&.94W M)R<<167-*UW:I)7=DE=[NR2OLD?E^81Y!-$TBV2%39R:5JC7#2/GD,"!@8[UR/[<'Q%_9F\&?"73_!7[8. MAZ'??#
[XB>);7PCK:>)O+.GHUXDOD>>)/EVM/"%&&)78TBOD;,U[)61XS\ > M!/B-ID>B?$+P7I6NV44QECL]8T^.YB60H\>[9(I&=DCKG'1V'_X)'Y?:#^R5\1?^"+O_4%^!GP
MZ_8/^//B'6_@G\=?&]YHOB#]GSQ+J;:BGAZ-;26ZEUC2I)"98;>)NE)R>46 M1Y?-7R_._CE+X9_X+;?"']J*_P#BS^TEIOPY^(/[/GQ?O[#X+>%]>UZ+3+'P
M>=&,;6^KW\4K*)I+^1;F*2XG$B6Z K"%VR^;^KGPF_9._9:^ FO77BKX&ZLW M>_!NIWML+:[U'PMX1LM/GF@!#")I((E8QAANV9VYYQGFJGB']C#]C[Q=\8(M?VA?%?
[*GPWU/Q[;O&\'C74/!%A-JT;H $<7;Q&4,H "MNRH& 178:'Y^?\ M!-/]OS]D_P#!;J^*(_;B_;5F\$^ OC?\ "WPC:^!D^'^OLL6L:?=RLD][J-O;
M3*)I#>3O%#:Q0+*Z(C('9[IXQU&K>!K3XG_|'+?C?PJGQ$U_P_,G[&^G,UUX M7U<6MUC_ (2%@REMK<8D4],@E2"#@U|V:[^R[^S1XH^,5A^T/XE_9Y\#ZAX_
MTJ,)IGCB^\)V!H MO%K3>_M#6?!?BJYL9[RVTR0NHNV@E/FPQ;D?;. H#(2&! M&:]=K@/B3^RA^RU\9O'6F?%#XP?LU^/%?B;18EBT;Q%XE\&V-]?6"!BX6&X MGB:2(!B6
5@,DGJ: /RF^+/[-'CSX3?\$COAEXHT[5]6UWX9_L_?MGV'CWP9 M<7\SW%R/AK8:]"_=Z9K7X:>!/"WBOQQOJ%FVX:?8:KIT&DZDDF%
[:S1A1\TN5FOO!_@+1]$O9D??!GPI+XRB55B\6R^';9M30*AC4"Z*>: $9D'S<*Q'0UU= !1110 M4444 >??$;Q'^TCIGB5[7X8_#CP]J>E"%"EUJ6L-#*7Q\PV@=!V-87_"9?MI
M_P#1&/!_A1O_P#$UZ]10!Y#_P E^VG_T1 MCP?_.%&_P#\37KU% 'RY^TQ^T;^TU\+OAY-:^,O_AK1FUU)+*RNM/UAYKA M"4.^1%P/NJ?
O'H67Z5\>^ O&VN?#CQGIOCKPU.([2[M)X"V=K$'E6QU5AE2 M.X)KTC]MCXV?\+E^-5W_&7=^9H^A;K#2]K95]K?O91Z[WS@]U5*\@H_0GP M5\9/VLOB%X4L/&OA3X3>#
[G3]2MQ-:S?\)#("5/4$%>""""".Q!%:O_"9?MI_ M]$8\'_| A1O_/$UX_| |$S?C9_R$/@5KEW_'K_$+>W_?Z(?I(!_UT-?7U M 'D/_"9?MI_]$8\'_P#A1O_P#$UZ]11 0!Y#_P
|37KU% &#\.= M0^(6I^&ENOB=X?L-,U4S.'M=-NS-$$S\IW'N>XKX*_X+-:/I7B?]O_| 8,|* MZKKKE[8)?_$_3-4DL[E1_90&8Y8F5T.YE&5(/S =Z_1.N)\??LT_LY?%; MQ-:^-/BC\
/!/B36;(J;+5M?*V=YXNYF)^ MV:>=J?9H]B-$%D6)0H9Z/@/XB_#3X9?M3?\ !3/0/B+XST;1;F\;0;FWL=3O M8X9+J*X\'11Q-'&Q!E\R7]VH4$LYVC+'%?H9\1?@/\#OC!:Z;8_%OX-
>%/%, M&C2^9H\/B/P[;7R6+X W0B9&$1PJC*X/RCTK/\2?LM?LR^,OB#!\6O%O[.W@ M;4_%=KI#Z5:^*-0\)6#_BU M\5?V$$?V'?'7[[!W[4O@WP_P'#P+\"]1;0/!WC*W-
YH7BS3O(T:+5M/O/(;SK M:6*7^SR)(OWB;W! 5BR]-X*U_P"*_P"V1\#/@9M4/V2]8\?2L_M ^"_%OQQ" MFT7X9^+8CJGA;Q!?6VHM:>9;>6F;0_9Y^:HK"C^ BKM UQ.98IK?
+Q(9E0%4+K^@6L_L@_LF^ M(O#V@>$?$'[+_P .[[2?"D?L^>#/"W[3_CKPY\;+OPY+9W^E:)) MXS*:@(M1CFO+>>W>SDU*ZO7\V2,K [N0^Z%9*]J\<_"K]D/PS\!_VZ/CO^SA
M^U)K?Q.U[Q]\#+^[^)>K1:SI%UH4%W!H-_#:^7_9=K!!'>- I>51NMGTIH-V[RC:%/)*;N=NW M&><50\/?2LP?2LU>$?A,_P$*?2L\^!M,\"R%C)X+T_PE9PZ2Q9MS$V:1B$Y8 G
MY>3S0!^<_P =+NU7_@G/_P $N'-S&%D^-OP;$9+C#$^'[G&/6OU)U;5M+T'2 M[G7-,/"NFZMHE_:FVOM'U*QCGM;B C!BDB<%'0CC:01[4 ?%R?MM_L"_M+?&KP MS^T?
|2OVN_AI%X0^'VHSR?";PI)XSLI;_6]:GB>T.LFR21IWD\F6:WL;98S* MPN9I2K-+ L5#]@_0/^&;O^"J7[;'A;XH7D6EP^,+KPS\1?#FI:A*(HK[16T^
M:UNYU9B!LM;J!XI#G";T)P'%?3WA_P#86_8C\)Z]9>*?"W[/'PKTS4]-X[M3M1T_P"NFPSVL\;!XY8Y$@#(ZL RLI!!*7XTFP/QC^#GA7M:=+=WTS_ M_@(Z;P)XH+!K"E

($3Q<_ARU.]*H38 +HQ^; $^7&[IQTH ZVBBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " JBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@#__9 end XML 21 R1.htm IDEA: XBRL DOCUMENT

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

Dec. 31, 2024

Feb. 06, 2025

Jun. 30, 2024

Cover [Abstract] Document Type 10-K Entity File Number 001-33554 Document Annual Report true Document Period End Date Dec. 31, 2024 Document Transition Report false Entity Registrant Name PROS HOLDINGS, INC. Entity Incorporation, State or Country Code DE Entity Tax Identification Number 76-0168604 Entity Address, Address Line One 3200 Kirby Drive, Suite 600 Entity Address, City or Town Houston, Entity Address, State or Province TX Entity Address, Postal Zip Code 77098 City Area Code 713 Local Phone Number 335-5151 Title of 12(b) Security Common Stock, $0.001 par value per share Trading Symbol PRO Security Exchange Name NYSE Entity Well-known Seasoned Issuer Yes Entity Voluntary Filers No Entity Current Reporting Status Yes Document Financial Statement Error Correction [Flag] false Entity Interactive Data Current Yes Entity Filer Category Large Accelerated Filer Entity Small Business false Entity Emerging Growth Company false Entity Shell Company false Entity Public Float $ 1,296,516,929 Entity Common Stock, Shares Outstanding 47,567,581 Entity Central Index Key 0001392972 Current Fiscal Year End Date --12-31 Document Fiscal Year Focus 2024 Document Fiscal Period Focus FY Amendment Flag false ICFR Auditor Attestation Flag true Documents Incorporated by Reference Portions of the registrant's proxy statement relating to its 2025 Annual Stockholders Meeting (the "2025 Proxy Statement"), are incorporated by reference into Part III of this Annual Report on Form 10-K. The 2025 Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days of the end of the fiscal year to which this report relates.

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- 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 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_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

Documents incorporated by reference.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-23

+ Details
Name:dei_DocumentsIncorporatedByReferenceTextBlock Namespace Prefix:dei_ Data Type:dtr-types:textBlockItemType 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

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 XML 22 R2.htm IDEA: XBRL DOCUMENT
Audit Information 12 Months Ended
Dec. 31, 2024
Audit Information [Abstract] Auditor Firm ID238Auditor NamePricewaterhouseCoopers LLPAuditor LocationSan Jose, California
- 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

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

- Definition

Audit Information

+ References

No definition available.

+ Details

Name:pro_AuditInformationAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 23 R3.htm IDEA: XBRL DOCUMENT

Consolidated Balance Sheets - USD ($) $ in ThousandsDec. 31, 2024Dec. 31, 2023Current assets: Cash and cash equivalents$ 161,983$ 168,747Accounts and Other Receivable, after Allowance for Credit Loss, Current64,98249,058Deferred Costs, Current4,6344,856Prepaid and other current assets7,51712,013Total current assets239,116234,674Restricted Cash, Noncurrent10,00010,000Property and equipment, net19,74523,051Operating Lease, Right-of-Use Asset16,06614,801Deferred Costs, Noncurrent11,51510,292Intangible Assets, Net (Excluding Goodwill)7,04411,678Goodwill107,278107,860Other Assets, Noncurrent9,1389,477Total assets419,902421,833 Current liabilities: Accounts payable8,5893,034Accrued liabilities14,08513,257Accrued payroll and other employee benefits27,11732,762Operating Lease, Liability, Current6,2275,655Deferred Revenue, Current130,977120,955Convertible Debt, Current021,668Total current liabilities186,995197,331Deferred Revenue, Noncurrent5,4383,669Convertible Debt, Noncurrent270,797272,324Operating Lease, Liability, Noncurrent23,87025,118Other Liabilities, Noncurrent1,5051,264Total liabilities488,605499,706Commitments and contingencies (Note 16) Stockholders' equity: Preferred stock, $0.001 par value, 5,000,000 shares authorized none issued00Common stock, $0.001 par value, 75,000,000 shares authorized; 52,083,732 and 51,184,584 shares issued, respectively; 47,403,009 and 46,503,861 shares outstanding, respectively5251Additional paid-in capital634,212604,084Treasury Stock, Value(29,847)(29,847)Retained Earnings (Accumulated Deficit)(667,727)(647,252) Accumulated Other Comprehensive Income (Loss), Net of Tax(5,393)(4,909)Total stockholders' equity(68,703)(77,873)Total liabilities and stockholders' equity$ 419,902$ 421,833Preferred stock - par value$ 0.001$ 0.001Preferred stock - shares authorized5,000,0005,000,000Preferred stock - shares issued00Common stock - par value$ 0.001$ 0.001Common stock - shares authorized75,000,00075,000,000Treasury Stock, Common, Shares4,680,7234,680,723

- 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

Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2

+ Details

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

- 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 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

Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14

+ Details

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

- Definition

Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock.

+ 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/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- 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 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

- 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)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7

+ Details

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

- References

No definition available.

+ Details

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

- 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

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

The portion of the carrying value of long-term convertible debt as of the balance sheet date that is scheduled to be repaid within one year or in the normal operating cycle if longer. Convertible debt is a financial instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder.

+ 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

Carrying amount of long-term convertible debt as of the balance sheet date, net of the amount due in the next twelve months or greater than the normal operating cycle, if longer. The debt is convertible into another form of financial instrument, typically the entity's common stock.

+ 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-S99-1

+ Details

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

- Definition

Amount of deferred cost, excluding capitalized cost related to contract with customer, classified as noncurrent.

+ 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(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1

+ Details

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

- Definition

Sum of the carrying amounts as of the balance sheet date of deferred costs capitalized at the end of the reporting period that are expected to be charged against earnings within one year or the normal operating cycle, if longer.

+ 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(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

Amount of deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable, 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(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

Amount of deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable, classified as noncurrent.

+ 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(26)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_DeferredRevenueNoncurrent Namespace Prefix:us-gaap_ 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, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

+ 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_EmployeeRelatedLiabilitiesCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1

+ Details

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

- Definition

Sum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1

+ Details

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

- Definition

Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others.

+ 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(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30

+ Details

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

- 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 -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

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

+ 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_OperatingLeaseLiabilityCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit 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 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

Amount of liabilities classified as other, due after one year or 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(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer.

+ 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_PreferredStockParOrStatedValuePerShare Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na 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 costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer.

+ 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(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- 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 restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits.

+ 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(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8

+ Details

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

- 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 210.5-02(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

- 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 XML 24 R4.htm IDEA: XBRL DOCUMENT

Consolidated Balance Sheets (Parenthetical) - USD ($) Dec. 31, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Allowance for bad debts $ 922,000 $ 574,000 Preferred stock - par value $ 0.001 $ 0.001 Preferred stock - shares authorized 5,000,000 5,000,000 Preferred stock - shares issued 0 0 Common stock - par value $ 0.001 $ 0.001 Common stock - shares authorized 75,000,000 75,000,000 Common stock - shares issued 52,083,732 51,184,584 Common stock - shares outstanding 47,403,009 46,503,861 Treasury Stock, Common, Shares 4,680,723 4,680,723

- Definition

Amount of allowance for credit loss on accounts receivable, classified as current.

+ 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(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4

+ Details

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

- 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

Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer.

+ 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_PreferredStockParOrStatedValuePerShare Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na 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

- References

No definition available.

+ Details

Name:us-gaap_StatementOfFinancialPositionAbstract 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 XML 25 R5.htm IDEA: XBRL DOCUMENT

Consolidated Statements of Comprehensive Income (Loss) - USD ($) shares in Thousands, $ in Thousands12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Revenue from Contract with Customer, Including Assessed Tax$ 330,372$ 303,708$ 276,137Cost of revenue: Cost of Goods and Services Sold113,329115,313110,080

Gross profit217,043188,395166,057Operating Expenses Selling and Marketing Expense88,04892,38994,986Research and development89,72589,36193,412General and Administrative Expense58,29257,24754,202Tangible Asset Impairment Charges001,551Income from operations(19,022)(50,602)(78,094)Other income (expense): Convertible debt interest and amortization(4,596)(5,882)(6,304)Nonoperating Income (Expense)4,4571,0633,084Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest, Total(19,161)(55,421)(81,314)Income Tax Expense (Benefit)1,314933932Net Income (Loss) Attributable to Parent$ (20,475)$ (56,354)$ (82,246)Weighted average number of shares: Weighted Average Number of Shares Outstanding, Basic and Diluted47,11646,15545,269Other comprehensive income, net of tax: Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax$ (484)$ 344$ (594)Other Comprehensive Income (Loss), Net of Tax(484)344(594)Comprehensive income (loss)$ (20,959)$ (56,010)$ (82,840)Income (Loss) from Continuing Operations, Per Outstanding Share, Basic and Diluted, Net of Tax$ (0.43)$ (1.22)$ (1.82)Subscription, maintenance and support Revenue from Contract with Customer, Including Assessed Tax$ 279,766$ 253,982$ 232,633Cost of revenue: Cost of Goods and Services Sold64,90964,91563,043Subscription and Circulation [Member] Revenue from Contract with Customer, Including Assessed Tax266,272234,024204,041Cost of revenue: Cost of Goods and Services Sold57,88257,21255,039Maintenance [Member] Revenue from Contract with Customer, Including Assessed Tax13,49419,95828,592Cost of revenue: Cost of Goods and Services Sold7,0277,7038,004Service [Member] Revenue from Contract with Customer, Including Assessed Tax50,60649,72643,504Cost of revenue: Cost of Goods and Services Sold$ 48,420$ 50,398$ 47,037

- Definition

Convertible debt interest and amortization

+ References

No definition available.

+ Details

Name:pro_Convertibledebtinterestandamortization Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5

+ Details

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

- Definition

The aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities.

+ 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(2)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1

+ Details

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

- References

No definition available.

+ Details

Name:us-gaap_CostOfRevenueAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType 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 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31

+ Details

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

- 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

- Definition

The amount of net income (loss) from continuing operations per each basic and diluted limited partnership and general partnership unit when the per unit amount is the same for both basic and diluted units.

+ References

No definition available.

+ Details

Name:us-gaap_IncomeLossFromContinuingOperationsPerOutstandingLimitedPartnershipAndGeneralPartnershipUnitBasicAndDiluted Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType 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

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 aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business).

+ 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(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2

+ Details

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

- References

No definition available.

+ Details

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

- References

No definition available.

+ Details

Name:us-gaap_OperatingExpensesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na 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 after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (a) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1

+ Details

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

- Definition

Amount after tax and reclassification adjustments of other comprehensive income (loss).

+ 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://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 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-4Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 55 -Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482739/220-10-55-15Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A

+ Details

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

- References

No definition available.

+ Details

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

- Definition

Research and development expense during the period related to the costs of developing and achieving technological feasibility of a computer software product to be sold, leased, or otherwise marketed.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1

+ Details

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

- Definition

Amount, including 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_RevenueFromContractWithCustomerIncludingAssessedTax Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The aggregate total amount of expenses directly related to the marketing or selling of products or services.

+ References

No definition available.

+ Details

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

- Definition

The charge against earnings resulting from the aggregate write-down of tangible assets from their carrying value to their fair value.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1

+ Details

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

- Definition

The average number of limited partnership and general partnership units issued and outstanding that are used in calculating basic and diluted earnings per limited partnership and general partnership unit.

+ References

No definition available.

+ Details

Name:us-gaap_WeightedAverageNumberOfLimitedPartnershipAndGeneralPartnershipUnitOutstandingBasicAndDiluted Namespace Prefix:us-gaap_ Data Type: xbrli:sharesItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

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

- Details

Name:srt_ProductOrServiceAxis=pro_SubscriptionMaintenanceAndSupportMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_ProductOrServiceAxis=us-gaap_SubscriptionAndCirculationMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_ProductOrServiceAxis=us-gaap_MaintenanceMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_ProductOrServiceAxis=us-gaap_ServiceMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 26 R6.htm IDEA: XBRL DOCUMENT

Consolidated Statements of Cash Flows12 Months Ended

Dec. 31, 2024

USD ($)

Dec. 31, 2023

USD ($)

Dec. 31, 2022

USD ($)

Operating activities: Net Income (Loss) Attributable to Parent$ (20,475,000)$ (56,354,000)$ (82,246,000)Adjustments to reconcile net income to net cash provided by operating activities: Depreciation, Depletion and Amortization8,303,00010,707,00014,967,000Amortization of Financing Costs and Discounts(1,203,000)861,000 1,491,000Share-based compensation40,754,00042,357,00042,714,000Deferred income tax(11,000)(63,000)0Provision for doubtful accounts299,000(19,000)(280,000) Gain on lease modification(697,000)00Loss on Disposition of Assets784,00057,0000Tangible Asset Impairment Charges001,551,000(Gain) Loss on Investments0(828,000) (1,308,000)Derivative, Loss on Derivative04,489,0000Loss on Extinguishment of Debt01,779,0000Changes in operating assets and liabilities: Increase (Decrease) in Accounts and Other Receivables(16,211,000)(899,000)(7,330,000)Increase (Decrease) in Deferred Costs(1,001,000)(351,000)486,000Prepaid expenses and other assets 4,899,000(1,347,000)1,712,000Increase (Decrease) in Operating Lease Right-of-Use Assets and Liabilities(2,126,000)(2,786,000)(2,175,000)Accounts payable6,131,000 (5,039,000)3,964,000Accrued liabilities1,798,000723,00026,000Accrued payroll and other employee benefits(5,663,000)8,950,000(8,191,000)Deferred revenue11,802,000 7,640,00010,713,000Net cash (used in) provided by operating activities27,383,0009,877,000(23,906,000)Investing activities: Purchases of property and equipment (1,166,000)(2,543,000)(861,000)Capitalized Software Development Costs for Software Sold to Customers(58,000)(48,000)0Payments for (Proceeds from) Investments (5,000)113,000281,000Net cash (used in) provided by investing activities(1,219,000)(2,704,000)(1,142,000)Financing activities: Proceeds from Stock Plans2,079,000 2,170,0002,722,000Tax withholding related to net share settlement of restricted stock units(12,704,000)(9,299,000)(1,653,000)Payments of Debt Issuance Costs0 (2,198,000)0Purchase of capped call0(22,193,000)0Repayment of Convertible Debt(21,713,000)00Payments of Debt Issuance Cost- Credit Agreement0(837,000)0Net cash (used in) provided by financing activities(32,338,000)(32,357,000)1,069,000Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations(590,000)304,00053,000Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect, Total(6,764,000)(24,880,000)(23,926,000)Cash, Cash Equivalents and Restricted Cash Beginning of period178,747,000203,627,000 227,553,000End of period171,983,000178,747,000203,627,000Cash and cash equivalents161,983,000168,747,000203,627,000Restricted Cash, Noncurrent10,000,000 10,000,0000Income Taxes Paid, Net(192,000)(188,000)(146,000)Interest Paid, Including Capitalized Interest, Operating and Investing Activities(6,302,000)(4,626,000) (4,938,000)Capital Expenditures Incurred but Not yet Paid$ 92,000$ 115,000$ 11,000

- Definition

Gain on lease modification

+ References

No definition available.

+ Details

Name:pro_GainOnLeaseModification Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of internal-use software development costs capitalized by the company in the period and included in property and equipment, net in the consolidated balance sheet.

+ References

No definition available.

+ Details

Name:pro_InternalUseSoftwareDevelopmentCostsCapitalized Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Purchase of capped call

+ References

No definition available.

+ Details

Name:pro_Purchaseofcappedcall Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The cash outflow to reacquire common stock to satisfy employee tax withholding obligations related to share-based compensation during the period.

+ References

No definition available.

+ Details

Name:pro_TaxWithholdingRelatedToNetShareSettlementOfRestrictedStockUnits Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit 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 amortization expense attributable to debt discount (premium) and debt issuance costs.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3

+ Details

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

- Definition

Future cash outflow to pay for purchases of fixed assets that have occurred.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5

+ Details

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

- 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

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, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

+ 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_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffectAbstract Namespace Prefix: us-gaap_ Data Type:xbrli:stringItemType Balance Type:na 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 of decrease in the fair value of derivatives recognized in the income statement.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b) (1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A

+ Details

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

- Definition

Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1

+ Details

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

- Definition

Amount of gain (loss) on sale or disposal of assets, including but not limited to property plant and equipment, intangible assets and equity in securities of subsidiaries or equity method investee.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28

+ Details

Name:us-gaap_GainLossOnDispositionOfAssets1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of realized and unrealized gain (loss) on investment.

+ 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(9)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28

+ Details

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

- Definition

Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity.

+ 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 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4

+ Details

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

- 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

The increase (decrease) during the reporting period in the amount due from customers for the credit sale of goods and services; includes accounts receivable and other types of receivables.

+ 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_IncreaseDecreaseInAccountsAndOtherReceivables Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business.

+ 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_IncreaseDecreaseInAccountsPayable Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid.

+ 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_IncreaseDecreaseInAccruedLiabilities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of increase (decrease) in deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -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_IncreaseDecreaseInDeferredRevenue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The increase (decrease) during the reporting period in the aggregate amount of obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits.

+ 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_IncreaseDecreaseInEmployeeRelatedLiabilities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details
Name:us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of increase (decrease) in noncurrent operating assets after deduction of noncurrent operating liabilities classified as other.

+ References

No definition available.

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

- Definition

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

+ 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_IncreaseDecreaseInOtherOperatingAssets Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of increase (decrease) in prepaid expenses, and assets classified as other.

+ 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_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of cash paid for interest, including, but not limited to, capitalized interest and payment to settle zero-coupon bond attributable to 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; classified as operating and investing activities.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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_InterestPaid Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit 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

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na 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 net cash paid (received) associated with the acquisition or disposal of all investments, including securities and other assets.

+ References

No definition available.

+ Details

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

- Definition

The cash outflow paid to third parties in connection with debt origination, which will be amortized over the remaining maturity period of the associated long-term debt.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15

+ Details

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

- Definition

The cash outflow for loan origination associated cost which is usually collected through escrow.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15

+ Details

Name:us-gaap_PaymentsOfLoanCosts 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 (outflow) from long-term debt wholly or partially secured by collateral. Excludes tax exempt secured debt.

+ References

No definition available.

+ Details

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

- Definition

The cash inflow associated with the amount received from the stock plan during the period.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14

+ Details

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

- Definition

Amount of expense (reversal of expense) for expected credit loss on accounts receivable.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2

+ Details

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

- Definition

Amount of cash restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits.

+ 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(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8

+ Details

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

- 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

- Definition

The charge against earnings resulting from the aggregate write down of tangible assets from their carrying value to their fair value.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1

+ Details

Name:us-gaap_TangibleAssetImpairmentCharges Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration XML 27 R7.htm IDEA: XBRL DOCUMENT

Consolidated Statement of Shareholders Equity - USD ($) $ in Thousands	Total	Common Stock [Member]	Additional Paid-in Capital [Member]	Treasury Stock, Common [Member]	Retained Earnings [Member]	Accumulated Other Comprehensive Income, net of tax [Member]
Common stock - shares outstanding, beginning balance at Dec. 31, 2021	44,520,542					
Stockholders' Equity Attributable to Parent at Dec. 31, 2021	$ 3,584	$ 49	$ 546,693	$ (29,847)	$ (508,652)	$ (4,659)
Treasury stock - shares, beginning balance at Dec. 31, 2021	4,680,723					
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures	1,010,875					
Stock Issued During Period, Value, Restricted Stock Award, Gross	(1,653)	$ 1	(1,654)			
Stock Issued During Period, Shares, Employee Stock Purchase Plans	106,586					
Proceeds from Stock Plans	2,722	2,722				
APIC, Share-based Payment Arrangement, Increase for Cost Recognition	42,714		42,714			
Other Comprehensive Income (Loss), Net of Tax	(594)					(594)
Net Income (Loss) Attributable to Parent	(82,246)				(82,246)	
Stockholders' Equity Attributable to Parent at Dec. 31, 2022	(35,473)	$ 50	590,475	$ (29,847)	(590,898)	(5,253)
Treasury stock - shares, ending balance at Dec. 31, 2022	4,680,723					
Common stock - shares outstanding, ending balance at Dec. 31, 2022	45,638,003					
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures	761,850					
Stock Issued During Period, Value, Restricted Stock Award, Gross	(9,299)	$ 1	(9,300)			
Stock Issued During Period, Shares, Employee Stock Purchase Plans	104,008					
Proceeds from Stock Plans	2,170	2,170				
Adjustment to additional paid in capital, purchase of capped call	(21,618)		(21,618)			
APIC, Share-based Payment Arrangement, Increase for Cost Recognition	42,357		42,357			
Other Comprehensive Income (Loss), Net of Tax	344					344
Net Income (Loss) Attributable to Parent	(56,354)				(56,354)	
Stockholders' Equity Attributable to Parent at Dec. 31, 2023	$ (77,873)	$ 51	604,084	$ (29,847)	(647,252)	(4,909)
Treasury stock - shares, ending balance at Dec. 31, 2023	4,680,723		4,680,723			
Common stock - shares outstanding, ending balance at Dec. 31, 2023	46,503,861		46,503,861			
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures	815,442					
Stock Issued During Period, Value, Restricted Stock Award, Gross	$ (12,704)	$ 1	(12,705)			
Stock Issued During Period, Shares, Employee Stock Purchase Plans	83,706		83,706			
Proceeds from Stock Plans	$ 2,079	2,079				
APIC, Share-based Payment Arrangement, Increase for Cost Recognition	40,754		40,754			
Other Comprehensive Income (Loss), Net of Tax	(484)		(484)			
Net Income (Loss) Attributable to Parent	(20,475)				(20,475)	
Stockholders' Equity Attributable to Parent at Dec. 31, 2024	$ (68,703)	$ 52	$ 634,212	$ (29,847)	$ (667,727)	$ (5,393)
Treasury stock - shares, ending balance at Dec. 31, 2024	4,680,723		4,680,723			
Common stock - shares outstanding, ending balance at Dec. 31, 2024	47,403,009		47,403,009			

- Definition

Adjustment to paid in capital, purchase of capped call

+ References

No definition available.

+ Details

Name:pro_Adjustmenttoadditionalpaidincapitalpurchaseofcappedcall Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- 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

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

A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.

+ References

No definition available.

+ Details

Name:us-gaap_IncreaseDecreaseInStockholdersEquityRollForward 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

Amount after tax and reclassification adjustments of other comprehensive income (loss).

+ 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://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 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-4Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 55 -Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482739/220-10-55-15Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A

+ Details

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

- Definition

The cash inflow associated with the amount received from the stock plan during the period.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14

+ Details

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

- Definition

Number of shares issued during the period as a result of an employee stock purchase plan.

+ 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of shares issued during the period related to Restricted Stock Awards, net of any shares forfeited.

+ 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Aggregate value of stock related to Restricted Stock Awards issued during the period.

+ 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details

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

- 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

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 XML 28 R8.htm IDEA: XBRL DOCUMENT
Organization and Nature of Operations12 Months Ended
Dec. 31, 2024
Organization and Nature of Operations [Abstract] Organization and nature of operationsOrganization and Nature of Operations

PROS Holdings, Inc., a Delaware corporation, through its operating subsidiaries (collectively, the "Company"), provides solutions that optimize shopping and selling experiences. PROS solutions leverage artificial intelligence ("AI"), self-learning and automation to ensure that every transactional experience is fast, frictionless and personalized for every shopper, supporting both business-to-business ("B2B") and business-to-consumer ("B2C") companies across industry verticals. Companies can use these selling, pricing, revenue optimization, distribution and retail, and digital offer marketing solutions to assess their market environments in real time to deliver customized prices and offers. The Company's solutions enable their customers to provide the buyers of their products the ability to move fluidly from one sales channel to another, whether direct, partner, online, mobile or other emerging channels, each with a personalized experience regardless of which channel is used. The Company's decades of data science and AI expertise are infused into its solutions and are designed to reduce time and complexity through actionable intelligence.

- Definition

Organization and Nature of Operations [Abstract]

+ References

No definition available.

+ Details

Name:pro_OrganizationAndNatureOfOperationsAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 275 -Publisher FASB -URI https://asc.fasb.org/275/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1

+ Details

Name:us-gaap_NatureOfOperations Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 29 R9.htm IDEA: XBRL DOCUMENT
Summary of Significant Accounting Policies12 Months Ended
Dec. 31, 2024
Accounting Policies [Abstract] Significant Accounting Policies [Text Block]Summary of Significant Accounting Policies

Principles of Consolidation and Basis of Presentation

These Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP").

Dollar Amounts

The dollar amounts presented in the tabular data within these footnote disclosures are stated in thousands of dollars, except per share amounts, or as noted within the context of each footnote disclosure.

Use of Estimates

The preparation of these Consolidated Financial Statements in conformity with GAAP requires the Company to make certain estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses during the reporting period. The judgment required in the Company's estimation process, as well as issues related to the assumptions, risks and uncertainties inherent in determining the nature and timing of satisfaction of performance obligations and determining the standalone selling price of performance obligations, affect the amounts of revenue, expenses, unbilled receivables and deferred revenue. Estimates are also used for, but not limited to, receivables, allowance for credit losses, the determination of the period of benefit for deferred commissions, operating lease right-of-use assets and operating lease liabilities, useful lives of assets, depreciation and amortization, income taxes and deferred tax asset valuation, valuation of stock awards, other current liabilities and accrued liabilities. Numerous internal and external factors can affect estimates. Actual results could differ from those estimates and such differences could be material to the Company's consolidated financial position and results of operations.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less at the time of purchase, or the ability to be settled in cash within a period of three months, to be cash equivalents. The Company has a cash management program that provides for the investment of excess cash balances, primarily in short-term treasury and money market instruments.

Trade and Other Receivables

Trade and other receivables are primarily comprised of trade receivables, net of allowance for credit losses, contract assets and unbilled receivables. The Company records trade accounts receivable for its unconditional rights to consideration arising from the Company's performance under contracts with customers. The Company's standard billing terms are generally within thirty to sixty days from the date of the invoice. The carrying value of such receivables, net of the allowance for credit losses, represents their estimated net realizable value. When developing its estimate of expected credit losses on trade and other receivables, the Company considers the available information relevant to assessing the collectability of cash flows, which includes a combination of both internal and external information relating to past events, current conditions, and future forecasts as well as relevant qualitative and quantitative factors that relate to the environment in which the Company operates.

Contract assets represent conditional rights to consideration that have been recognized as revenue in advance of billing the customer. Unbilled receivables represent unconditional rights to consideration arising from revenue that have been recognized in advance of billing the customer.

Prepaid Expenses and Other Assets

Prepaid expenses and other assets consist primarily of prepaid third-party software subscription and license fees, deferred project costs and prepaid taxes.

Property and Equipment, Net

Property and equipment are recorded at cost, less accumulated depreciation. Maintenance, repairs and minor replacements are charged to expense as incurred. Depreciation on property and equipment, with the exception of leasehold improvements, is recorded using the straight-line method over the estimated useful lives of the assets. Depreciation on leasehold improvements is recorded using the shorter of the lease term or useful life. When property is retired or disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gains or losses are reflected in the Consolidated Statements of Comprehensive Loss in the period of disposal.

Internal-Use Software

Costs incurred to develop internal-use software during the application development stage are capitalized, stated at cost, and depreciated using the straight-line method over the estimated useful lives of the assets. Application development stage costs generally include salaries and personnel costs and third-party contractor expenses associated with internal-use software development, configuration and coding. Capitalization of such costs begins when the preliminary project stage is complete and ceases at the point in which the project is substantially complete and is ready for its intended purpose. Capitalized internal-use software is included in property and equipment, net in the Consolidated Balance Sheets.

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, current operating lease liabilities and noncurrent operating lease liabilities in the Company's Consolidated Balance Sheets.

ROU assets represent the Company's right to use an underlying asset over the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. The Company includes any anticipated lease incentives in the determination of lease liability.

The Company uses its estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments. The Company gives consideration to its recent debt issuances as well as publicly available data for instruments with similar characteristics when determining its incremental borrowing rates.

The Company's lease terms will include options to extend the lease when it is reasonably certain the Company will exercise that option. Leases with a term of 12 months or less are not recorded on the Company's Consolidated Balance Sheets. The Company's lease agreements do not contain any residual value guarantees.

Deferred Costs

Sales commissions earned by the Company's sales representatives are considered incremental and recoverable costs of obtaining a customer contract. Sales commissions are capitalized and amortized on a straight-line basis over the period of benefit, which the Company has determined to be five to eight years. The Company determined the period of benefit by taking into consideration its customer contracts and expected renewals of those customer contracts (as the Company currently does not pay an incremental sales commission for contract renewals). The Company also capitalizes amounts earned by employees other than sales representatives who earn incentive payments under compensation plans that are also tied to the value of customer contracts acquired. There were no such amounts capitalized in the years ended December 31, 2024 and 2023. Amortization of deferred costs is included in selling and marketing expense in the Consolidated Statements of Comprehensive Loss.

Deferred Implementation Costs

The Company capitalizes certain contract fulfillment costs, including personnel and other costs (such as hosting, employee salaries, benefits and payroll taxes), associated with contract arrangements where services are not distinct from other undelivered performance obligations in its customer contracts. The Company analyzes implementation costs and capitalizes those costs directly related to customer contracts that are expected to be recoverable. Deferred implementation costs are amortized ratably over the remaining contract term once the revenue recognition criteria for the respective performance obligation has been met and revenue recognition commences. Deferred implementation costs are included in prepaid and other current assets and other assets, noncurrent in the Consolidated Balance Sheets. Amortization of deferred implementation costs is included in cost of subscription and cost of services revenues in the Consolidated Statements of Comprehensive Loss.

Deferred Revenue

Deferred revenue primarily consists of customer invoicing in advance of revenues being recognized. The Company generally invoices its customers annually in advance for subscription services and maintenance and support. Deferred revenue anticipated to be recognized during the next twelve-month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent deferred revenue.

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever an event or change in circumstances indicates that the carrying amount of an asset or group of assets may not be recoverable. The impairment review includes comparison of future cash flows expected to be generated by the asset or group of assets with the associated assets' carrying value. If the carrying value of the asset or group of assets exceeds its expected future cash flows (undiscounted and without interest charges), an impairment loss is recognized to the extent that the carrying amount of the asset exceeds its fair value.

Intangible Assets and Goodwill

The Company has recorded intangible assets and goodwill in connection with past business combinations. Intangible assets that have finite lives are amortized over their useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. During this review, the Company reevaluates the significant assumptions used in determining the original cost and estimated lives of the intangible assets. Although the assumptions may vary from asset to asset, they generally include operating results, changes in the use of the asset, cash flows and other indicators of value. Management then determines whether the remaining useful life continues to be appropriate or whether there has been an impairment of the intangible assets based primarily upon whether expected future undiscounted cash flows are sufficient to support the assets group's recovery. If impairment exists, the Company would adjust the carrying value of the assets to fair value, generally determined by a discounted cash flow analysis.

Goodwill represents the excess of the purchase consideration over the net of the acquisition-date fair value of identifiable assets acquired, including identifiable intangible assets, and liabilities assumed in connection with business combinations. Goodwill is not amortized but is assessed for impairment as of November 30 of each fiscal year, or more frequently if events or changes in circumstances indicate the fair value of the Company's sole reporting unit has been reduced below its carrying value. When conducting the annual goodwill impairment assessment, a two-step process is used. The first step is to perform an optional qualitative evaluation as to whether it is more likely than not that the fair value of the Company's sole reporting unit is less than its carrying value, using an assessment of relevant events and circumstances. In performing this assessment, the Company is required to make assumptions and judgments including but not limited to an evaluation of macroeconomic conditions as they relate to the business, industry and market trends, as well as the overall future financial performance of the reporting unit and future opportunities in the markets in which it operates. If it is determined that it is not more likely than not that the fair value of the reporting unit is less than its carrying value, no additional tests are required to be performed in assessing goodwill for impairment. However, if the Company concludes otherwise or elects not to perform the qualitative assessment, the Company performs a second step, consisting of a quantitative assessment of goodwill impairment. This quantitative assessment requires the Company to compare the fair value of its reporting unit with its carrying value. If the carrying amount exceeds the fair value, an impairment charge will be recognized, however, loss cannot exceed the total amount of goodwill allocated to the reporting unit. Based on the results of the qualitative review of goodwill performed as of November 30, 2024, the Company did not identify any indicators of impairment. As such, the quantitative assessment described above was not necessary.

Equity Investments

Investments in equity securities of privately held companies without readily determinable fair value, where the Company does not exercise significant influence over the investee, are recorded at cost, less impairment and adjusted for subsequent observable price changes obtained from orderly transactions for identical or similar investments issued by the same investee. Adjustments resulting from impairment, fair value, or observable price changes are accounted for in the Consolidated Statements of Comprehensive Loss.

Financial Instruments

The carrying amount of the Company's financial instruments, which include cash equivalents, receivables and accounts payable, and equity investments approximates their fair values at December 31, 2024 and 2023. For additional information on the Company's fair value measurements, see Note 9 to the Consolidated Financial Statements.

Convertible Senior Notes

The Company records the principal amount of its convertible notes (the "Notes") as a liability. Issuance costs attributable to the Notes are being amortized on a straight-line basis over the respective terms of the Notes and are presented as a direct deduction from current portion of convertible debt, net and convertible debt, net, noncurrent in the Consolidated Balance Sheets.

Research and Development

Research and development costs for software sold to customers are generally expensed as incurred. These costs include salaries and personnel costs, including employee benefits, third-party contractor expenses, software development tools, an allocation of facilities and depreciation expenses and other expenses in developing new solutions and upgrading and enhancing existing solutions.

Software Development Costs

Capitalization of software development costs for software to be sold, leased, or otherwise marketed begins upon the establishment of technological feasibility, which is generally the completion of a working prototype that has been certified as having no critical bugs and is a release candidate. Amortization begins once the software is ready for its intended use, generally based on the pattern in which the economic benefits will be consumed. To date, software development costs incurred between completion of a working prototype and general availability of the related product have not been material.

Revenue Recognition

The Company derives its revenues primarily from subscriptions, services, and associated software maintenance and support.

The Company determines revenue recognition through the following steps:

- *identification of the contract, or contracts, with a customer;*
- *identification of the performance obligations in the customer contract(s);*
- *determination of the transaction price;*
- *allocation of the transaction price to each performance obligation in the customer contract(s); and*
- *recognition of revenue when, or as, the Company satisfies a performance obligation.*

Subscription revenue

Subscription revenue primarily consists of subscription fees that give customers access to one or more of the Company's cloud applications with related customer support. The Company generally recognizes subscription revenue ratably over the contractual term of the arrangement beginning with commencement of service. Subscription revenue related to certain offerings, where the overage fees are based on a number of transactions, are recognized on an expected value basis. The Company's subscription contracts do not provide customers with the right to take possession of the software supporting the service and, as a result, are accounted for as service contracts. The Company's subscription contracts are generally one to five years in length and primarily billed annually in advance.

Maintenance and support revenue

Maintenance and support revenue includes customer support for on-premises licenses and the right to unspecified software updates and enhancements. The Company recognizes revenue from maintenance and support arrangements ratably over the period in which the services are provided. The Company's maintenance and support contracts are generally one year in length, billed annually in advance, and non-cancelable.

Services revenue

—Services revenue primarily consists of fees for configuration services, consulting and training. The Company typically sells its services either on a fixed-fee or time-and-material basis. Services revenue is generally recognized as the services are performed for time and material contracts, or on a proportional performance basis for fixed-price contracts. Training revenue is recognized as the services are rendered.

—Judgments are required in determining whether services contained in the Company's customer subscription contracts are considered distinct, including whether the services are capable of being distinct and whether they are separately identifiable. Services deemed to be distinct are accounted for as a separate performance obligation on a relative standalone selling price basis and revenue is recognized as the services are performed. If services are determined not to be distinct, the services and the subscription are considered to be a single performance obligation and revenue is recognized over the contractual term of the subscription beginning on the date subscription services are made available to the customer. The associated revenue is allocated between subscription and services.

Customer contracts with multiple performance obligations

—A portion of the Company's customer contracts contain multiple performance obligations. Judgment is required in determining whether multiple performance obligations contained in a single customer contract are capable of being distinct and are separately identifiable. An obligation determined to be distinct is accounted for as a separate performance obligation and revenue for that separate performance obligation is recognized when, or as, the Company satisfies the performance obligation. If obligations are determined not to be distinct, those obligations are accounted for as a single, combined performance obligation. The transaction price is allocated to each performance obligation on a relative standalone selling price basis.

Disaggregation of revenue

—The Company categorizes revenue from external customers by geographic area based on the location of the customer's headquarters. For additional information regarding the Company's revenue by geography, see Note 17 to the Consolidated Financial Statements.

Foreign Currency

The Company has certain contracts denominated in foreign currencies and therefore a portion of the Company's revenue is subject to foreign currency risks. Gains and losses from foreign currency transactions, such as those resulting from the settlement of receivables, are classified in other income, net included in the accompanying Consolidated Statements of Comprehensive Loss.

The functional currency of PROS France SAS ("PROS France") is the Euro. The financial statements of this subsidiary are translated into U.S. dollars using period-end rates of exchange for assets and liabilities, historical rates of exchange for equity, and average rates of exchange for the period for revenue and expenses. Translation gains (losses) are recorded in accumulated other comprehensive loss as a component of stockholders' (deficit) equity.

Noncash Share-Based Compensation

The Company's Amended and Restated 2017 Equity Incentive Plan (the "2017 Stock Plan") provides for noncash share-based compensation through the grant of: (i) restricted stock awards; (ii) restricted stock unit awards - time, performance and market-based ("RSUs"); (iii) stock options; (iv) stock appreciation rights ("SARs"); (v) phantom stock; and (vi) performance awards, such as market stock units ("MSUs"). To date, the Company has granted RSUs and MSUs from this plan.
The Company issues common stock from its pool of authorized stock upon exercise of stock options, settlement of SARs and MSUs or upon vesting of RSUs.

In November 2021, the Company granted inducement awards in an aggregate amount of 332,004 shares in accordance with NYSE Rule 303A.08. These inducement awards were in the form of RSUs granted to certain new employees in connection with the acquisition of PROS Florida LLC (formerly EveryMundo, LLC, and hereafter "EveryMundo").

As part of the EveryMundo acquisition in November 2021, the purchase agreement included equity consideration of 273,120 shares of the Company's common stock to be issued to the recipients contingent on their employment with the Company during a two-year period. Based on the underlying agreements, this portion of the consideration was determined to represent post-combination noncash share-based compensation expense from an accounting perspective as opposed to purchase consideration. The equity consideration stock awards were fully vested and expensed as of December 31, 2023.

The following table presents the number of awards outstanding for each award type as of December 31, 2024 and 2023 (in thousands):

December 31,	Award type	2024	2023
	Restricted stock units (time-based)	2,660	2,767
	Market stock units	439	358

Restricted stock units: The fair value of the RSUs (time-based) is based on the closing price of the Company's stock on the date of grant and is amortized over the vesting period.

Market stock units: MSUs are performance-based awards that vest based upon the Company's relative shareholder return. The actual number of MSUs that will be eligible to vest is based on the total shareholder return of the Company relative to the total shareholder return of the Russell 2000 Index ("Index") over a 3-year period ending December 31, 2025, December 31, 2026 and December 31, 2027 ("Performance Period"), respectively. The MSUs will vest on January 31, 2026, January 31, 2027 and January 31, 2028, respectively. The maximum number of shares issuable upon vesting is 200% of the MSUs initially granted based on the average price of the Company's common stock relative to the Index during the Performance Period. The Company estimates the fair value of MSUs on the date of grant using a Monte Carlo simulation model. The determination of the fair value of the MSUs is affected by the Company's stock price and a number of assumptions including the expected volatility of the Company's stock and the Index, its risk-free interest rate and expected dividends. The Company's expected volatility at the date of grant was based on the historical volatilities of the Company and the Index over the Performance Period.

Equity consideration: The fair value of the equity consideration stock awards is based on the closing price of the Company's stock on the date of grant and is amortized over the vesting period.

If factors change and the Company employs different assumptions, noncash share-based compensation expense may differ significantly from what has been recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, the Company may be required to accelerate, increase or cancel any remaining unearned noncash share-based compensation expense. Future noncash share-based compensation expense and unearned noncash share-based compensation will increase to the extent that the Company grants additional equity awards to employees.

At December 31, 2024, there were an estimated $71.5 million of total unrecognized compensation costs related to noncash share-based compensation arrangements. These costs will be recognized over a weighted average period of 2.6 years. For further discussion of the Company's noncash share-based compensation plans, see Note 12 to the Consolidated Financial Statements.

Income Taxes

The Company uses the asset and liability method to account for income taxes, including recognition of deferred tax assets and liabilities for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective tax basis. The Company reviews its deferred tax assets for recovery. A valuation allowance is established when the Company believes it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in the valuation allowance from period to period are included in the Company's tax provision in the period of change.

The Company accounts for uncertain income tax positions recognized in an enterprise's financial statements in accordance with the income tax topic of the ASC issued by the FASB. This interpretation requires companies to use a prescribed model for assessing the financial recognition and measurement of all tax positions taken or expected to be taken in its tax returns. This guidance provides clarification on recognition, classification, interest and penalties, accounting in interim periods, disclosures and transition. The Company recognizes accrued interest and penalties related to income taxes, if any, as a component of income tax expense. For additional information regarding the Company's income taxes, see Note 13 to the Consolidated Financial Statements.

Segment Reporting

The Company reports as one operating segment with the Chief Executive Officer ("CEO") acting as the Company's chief operating decision maker. The Company's CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has a single reporting unit, and there are no segment managers who are held accountable for operations, operating results or components below the consolidated unit level.

Earnings Per Share

The Company computes basic earnings (loss) per share by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed by giving effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible notes using the if-converted method. Dilutive potential common shares consist of shares issuable upon the vesting of restricted stock units, market stock units and equity consideration. When the Company incurs a net loss, the effect of the Company's outstanding restricted stock units, market stock units, equity consideration and convertible notes are not included in the calculation of diluted earnings (loss) per share as the effect would be anti-dilutive. Accordingly, basic and diluted net loss per share are identical.

Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and other segment items on an annual and interim basis. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The ASU is to be applied retrospectively to all prior periods presented in the financial statements. The Company adopted the new standard in the fourth quarter of 2024; see Note 17 to the Consolidated Financial Statements.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures, which requires additional disclosure of certain costs and expenses within the notes to the financial statements. The new standard is effective for annual periods beginning after December 15, 2026 and interim periods beginning in the first quarter of fiscal year 2028. Early adoption is permitted. The new standard is to be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which expands disclosures in an entity's income tax rate reconciliation table and disclosures regarding income taxes paid by jurisdiction. The new standard is effective for annual periods beginning after December 15, 2024, and early adoption is permitted. The new standard is to be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.

—With the exception of the new standards discussed above, there have been no other recent accounting pronouncements or changes in accounting pronouncements during the year ended December 31, 2024, that are of significance or potential significance to the Company.

- 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 30 R10.htm IDEA: XBRL DOCUMENT

Trade and Other Receivables, Net 12 Months Ended

Dec. 31, 2024

Receivables [Abstract] Loans, Notes, Trade and Other Receivables Disclosure [Text Block] Receivables, Net

Accounts receivable at December 31, 2024 and 2023, consists of the following (in thousands):

	December 31,	
	2024	2023
Accounts and other receivables	$58,655	$41,826
Contract assets and unbilled receivables	7,249	7,806
Total receivables	65,904	49,632
Less: Allowance for credit losses	(922)	(574)
Trade and other receivables, net	$64,982	$49,058

The bad debt (recovery) expense reflected in general and administrative expenses in the accompanying Consolidated Statements of Comprehensive Loss for the years ended December 31, 2024, 2023 and 2022, totaled approximately $0.3 million, zero and $(0.3) million, respectively.

- 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

- References

No definition available.

+ Details

Name:us-gaap_ReceivablesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 31 R11.htm IDEA: XBRL DOCUMENT

Deferred Costs (Notes) 12 Months Ended

Dec. 31, 2024

Deferred Costs [Abstract] Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Table Text Block] Deferred Costs

Deferred costs, which primarily consist of capitalized sales commissions, were $16.1 million and $15.1 million as of December 31, 2024 and 2023, respectively. Amortization expense for the deferred costs was $4.6 million, $5.7 million and $5.8 million for the years ended December 31, 2024, 2023 and 2022, respectively. There was no impairment loss in relation to the costs capitalized for the periods presented.

- References

No definition available.

+ Details

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

- Definition

The entire disclosure for other assets. This disclosure includes other current assets and other noncurrent assets.

+ References

No definition available.

+ Details

Name:us-gaap_OtherAssetsDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 32 R12.htm IDEA: XBRL DOCUMENT

Deferred Implementation costs (Notes) 12 Months Ended

Dec. 31, 2024

Deferred Implementation Costs [Abstract] Deferred Implementation Costs [Text Block] Deferred Implementation Costs

Deferred implementation costs, which relate to certain customer contract fulfillment costs, were $0.7 million and $1.0 million as of December 31, 2024 and 2023, respectively. Amortization expense for the deferred implementation costs was $0.5 million, $0.8 million and $1.2 million for the years ended December 31, 2024, 2023 and 2022, respectively. There was no impairment loss in relation to the costs capitalized for the periods presented.

- Definition

Deferred Implementation Costs [Abstract]

+ References

No definition available.

+ Details

Name:pro_DeferredImplementationCostsAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Deferred Implementation Costs [Text Block]

+ References

No definition available.

+ Details

Name:pro_DeferredImplementationCostsTextBlock Namespace Prefix:pro_ Data Type:dtr-types1:textBlockItemType Balance Type:na Period Type:duration XML 33 R13.htm IDEA: XBRL DOCUMENT

Property and Equipment, net 12 Months Ended

Dec. 31, 2024

Property, Plant and Equipment [Abstract] Property, Plant and Equipment Disclosure [Text Block] Property and Equipment, Net

Property and equipment, net as of December 31, 2024 and 2023 consists of the following:

	December 31,		Estimated useful life
	2024	2023	
Furniture and fixtures	$6,108	$6,300	5-10 years
Computers and equipment	5,227	14,216	3-5 years
Software	5,558	5,552	3-6 years
Capitalized internal-use software development costs	10,843	11,879	3 years
Leasehold improvements			Shorter of lease term or useful life
	20,802	21,727	
Property and equipment, gross	48,538	59,674	
Less: Accumulated depreciation and amortization	(28,793)	(36,623)	
Property and equipment, net	$19,745	$23,051	

Depreciation and amortization was approximately $3.7 million, $4.5 million and $5.2 million for the years ended December 31, 2024, 2023 and 2022, respectively. During the years ended December 31, 2024, 2023 and 2022, the Company disposed of approximately $11.0 million, $2.7 million and $3.1 million, respectively, of fully depreciated assets. During the years ended December 31, 2024, 2023 and 2022, the Company recognized $0.8 million, $0.1 million and zero, respectively, of loss on disposal of assets. The disposal in 2024 related to a lease modification, see Note 7 for additional information. As of December 31, 2024 and 2023, the Company had approximately $6.0 million and $14.6 million, respectively, of fully depreciated assets in use.

During the years ended December 31, 2024 and 2023, the Company capitalized immaterial amounts of internal-use software development costs related to its subscription solutions. As of December 31, 2024 and 2023, $10.8 million and $11.9 million, respectively, of capitalized internal-use software development costs were subject to amortization and $10.7 million and $11.8 million, respectively, of capitalized internal-use software development costs were included in accumulated depreciation and amortization for the years ended December 31, 2024 and 2023.

The Company did not identify any impairment indicators and recorded no impairment charges in the years ended December 31, 2024 and 2023. During the year ended December 31, 2022, the Company recorded a $1.6 million impairment charge related to fixed assets. The impairment resulted from the Company's changed intentions for these assets in connection with a new agreement with a software vendor.

- References

No definition available.

+ Details

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

- Definition

The entire disclosure for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/360/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 6 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 7 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-7

+ Details

Name:us-gaap_PropertyPlantAndEquipmentDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 34 R14.htm IDEA: XBRL DOCUMENT

Leases (Notes) 12 Months Ended

Dec. 31, 2024

Leases [Abstract] Lessee, Operating Leases [Text Block]Leases

The Company has operating leases for data centers, computer infrastructure, corporate offices and certain equipment. These leases have remaining lease terms ranging from 1 year to 9 years. Some of these leases include options to extend for up to 15 years, and some include options to terminate within 1 year. The Company includes options in the lease terms when it is reasonably certain the Company will exercise that option.

As of December 31, 2024, the Company did not have any finance leases.

The components of operating lease expense were as follows (in thousands):

Year Ended December 31,	2024	2023	2022
Operating lease cost	$6,548	$6,684	$8,576
Variable lease cost	5,064	5,408	4,264
Sublease income	(48)	(285)	(222)
Total lease cost	$11,564	$11,007	$12,618

Supplemental information related to leases was as follows (in thousands):

Year Ended December 31,	2024	2023	2022
Cash paid for amounts included in the measurement of lease liability:			
Cash paid for operating lease liabilities	$7,335	$8,673	$8,423
Right-of-use asset obtained in exchange for operating lease liability	$5,976	$3,207	$787

	December 31, 2024	December 31, 2023
Weighted average remaining lease term:		
Operating leases	7.5 years	8.4 years
Weighted average discount rate:		
Operating leases	6.12 %	8.13 %

In December 2024 and 2023, the Company modified an existing operating lease to add one year to the original lease term. The modification resulted in an increase in the related right-of-use asset and corresponding lease liability of $3.4 million in 2024 and $2.4 million in 2023.

In February 2024, an existing operating lease was modified due to a reduction of square footage at one of the Company's offices. The result of this modification was an increase in the related right-of-use asset of $2.1 million, an increase in the corresponding lease liability of $1.4 million, and a noncash gain of $0.7 million recorded as a reduction of the lease cost within cost of revenue and operating expenses. In connection with the lease modification, the Company also recorded a loss on disposal of assets of $0.8 million which is included in other income, net in the Consolidated Statements of Comprehensive Loss.

In January 2023 and 2022, an existing operating lease was modified due to a change in future payments. The result of the 2023 modification was a decrease in the related right-of-use asset and corresponding lease liability of $1.0 million and the result of the 2022 modification was a decrease in the related right-of-use asset and corresponding lease liability of $2.7 million.

As of December 31, 2024, maturities of lease liabilities were as follows (in thousands):

Year Ending December 31,	Amount
2025	$7,827
2026	3,900
2027	3,808
2028	3,861
2029	3,913
Thereafter	14,486
Total operating lease payments	37,795
Less: Imputed interest	(7,698)
Total operating lease liabilities	$30,097

- References

No definition available.

+ Details

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

- Definition

The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/842-20/tableOfContent

+ Details

Name:us-gaap_LesseeOperatingLeasesTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 35 R15.htm IDEA: XBRL DOCUMENT

Goodwill and Intangible Assets12 Months Ended

Dec. 31, 2024

Goodwill and Intangible Assets Disclosure [Abstract] Goodwill and Intangible Assets Disclosure [Text Block]Goodwill and Intangible Assets

The change in the carrying amount of goodwill for the years ended December 31, 2024 and 2023, was as follows (in thousands):

Balance as of December 31, 2022	$107,561
Foreign currency translation adjustments	299
Balance as of December 31, 2023	107,860
Foreign currency translation adjustments	(582)
Balance as of December 31, 2024	$107,278

The goodwill balance related to PROS France is denominated in Euros and the goodwill balance related to PROS Travel Commerce, Inc. (formerly Vayant Travel Technologies, Inc.), Pros Travel Retail SAS (formerly Travelaer SAS) and EveryMundo is denominated in U.S. dollars.

Intangible assets consisted of the following as of December 31, (in thousands):

December 31, 2024	Weighted average useful life (years)	Gross Carrying Amount	Accumulated Amortization*	Net Carrying Amount
Developed technology	6	$41,861	$37,055	$4,806
Maintenance relationships	8	3,327	3,327	—
Customer relationships	5	17,880	16,933	947
Trade name	8	2,100	809	1,291
Acquired technology	2	1,925	1,925	—
Total		$67,093	$60,049	$7,044

*Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of December 31, 2024.

December 31, 2023	Weighted average useful life (years)	Gross Carrying Amount	Accumulated Amortization*	Net Carrying Amount
Developed technology	6	$42,394	$34,314	$8,080
Maintenance relationships	8	3,424	3,424	—
Customer relationships	5	17,926	15,881	2,045
Trade name	8	2,100	547	1,553
Acquired technology	2	1,925	1,925	—
Total		$67,769	$56,091	$11,678

*Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of December 31, 2023.

Intangible asset amortization expense for the years ended December 31, 2024, 2023 and 2022 was $4.6 million, $6.2 million and $9.8 million, respectively. As of December 31, 2024, the expected future amortization expense for the acquired intangible assets for each of the five succeeding years and thereafter was as follows (in thousands):

Year Ending December 31,	Amount
2025	$3,736
2026	2,533
2027	263
2028	263
2029	249
Thereafter	—
Total amortization expense	$7,044

- References

No definition available.

+ Details

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

- Definition

The entire disclosure for goodwill and intangible assets.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent

+ Details

Name:us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 36 R16.htm IDEA: XBRL DOCUMENT

Fair Value Measurements12 Months Ended

Dec. 31, 2024

Fair Value Disclosures [Abstract] Fair Value Disclosures [Text Block]

Fair Value Measurements, the Company determined there were no impairments on its equity investments.

The Company adopted fair value measurements guidance for financial and nonfinancial assets and liabilities. The guidance defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements.

The guidance defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. The guidance establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices for similar assets or liabilities in markets that are not active or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

A portion of the Company's existing cash and cash equivalents are invested in short-term interest-bearing obligations with original maturities less than 90 days, principally various types of treasury funds, money market funds and deposits in banks. The Company does not enter into investments for trading or speculative purposes.

At December 31, 2024 and 2023, the Company had approximately $149.5 million and $153.2 million, respectively, invested in treasury funds, money market funds, and interest-bearing deposits in banks. The fair value of those investments is determined based on quoted market prices, which represents level 1 in the fair value hierarchy as defined by Accounting Standard Codification ("ASC") 820, "Fair Value Measurement and Disclosure."

The fair value of the Company's Notes is classified in the level 2 hierarchy. See Note 14 for further detail regarding the Notes.

As of December 31, 2024 and 2023, the Company had $8.0 million of equity securities in privately held companies and a venture fund, which are included in other assets, noncurrent in the Consolidated Balance Sheets. These investments are accounted for at cost, less impairment and adjusted for subsequent observable price changes obtained from orderly transactions for identical or similar investments issued by the same investee. The Company estimates the fair value of its equity investments by considering available information such as pricing in recent rounds of financing and any other readily available market data, which represents level 3 in the fair value hierarchy. An impairment charge to current earnings is recorded when the cost of the investment exceeds its fair value and if a qualitative assessment indicated that the investment is impaired. During the fourth quarter of 2023 and the third quarter of 2022, the Company identified observable price changes related to an equity investment without a readily determinable fair value and recorded non-cash gains of $0.8 million and $3.3 million, respectively, in other income, net in the Consolidated Statements of Comprehensive Loss. During the fourth quarter of 2022, the Company identified an observable price change related to another equity investment. The change was determined to be a decrease in fair value below the carrying cost of the equity investment and the Company recorded an impairment loss of $2.0 million in other income, net in the Consolidated Statements of Comprehensive Loss. As of December 31, 2024 and 2023

- 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 (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 940 -SubTopic 820 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478119/940-820-50-1

+ Details

Name:us-gaap_FairValueDisclosuresTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 37 R17.htm IDEA: XBRL DOCUMENT

Deferred Revenue and Performance Obligation (Notes)12 Months Ended

Dec. 31, 2024

Deferred Revenue and Performance Obligation [Abstract] Deferred revenue and performance obligation [Text Block]Deferred Revenue and Performance Obligations

Deferred Revenue

For the years ended December 31, 2024 and 2023, the Company recognized approximately $119.7 million and $110.1 million, respectively, of revenue that was included in the deferred revenue balances at the beginning of the respective periods and primarily related to subscription services, maintenance and support, and other services.

Performance Obligations

As of December 31, 2024, the Company expects to recognize approximately $475.7 million of revenue from remaining performance obligations. The Company expects to recognize revenue on approximately $246.7 million of these performance obligations over the next 12 months, with the balance recognized thereafter.

- Definition

Deferred Revenue and Performance Obligation [Abstract]

+ References

No definition available.

+ Details

Name:pro_DeferredRevenueandPerformanceObligationAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Deferred revenue and performance obligation [Text Block]

+ References

No definition available.

+ Details

Name:pro_DeferredrevenueandperformanceobligationTextBlock Namespace Prefix:pro_ Data Type:dtr-types1:textBlockItemType Balance Type:na Period Type:duration XML 38 R18.htm IDEA: XBRL DOCUMENT

Earnings per Share 12 Months Ended

Dec. 31, 2024

Earnings Per Share [Abstract] Earnings per ShareEarnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

	Year Ended December 31,		
	2024	2023	2022
Numerator:			
Net loss	$ (20,475)	$ (56,354)	$ (82,246)
Denominator:			
Weighted average shares (basic)	47,116	46,155	45,269
Dilutive effect of potential common shares	—	—	—
Weighted average shares (diluted)	47,116	46,155	45,269
Basic loss per share	$ (0.43)	$ (1.22)	$ (1.82)
Diluted loss per share	$ (0.43)	$ (1.22)	$ (1.82)

Dilutive potential common shares consist of shares issuable upon the vesting of RSUs, MSUs and equity consideration. Potential common shares determined to be antidilutive and excluded from diluted weighted average shares outstanding were approximately 1.9 million, 1.5 million and 2.3 million for the years ended December 31, 2024, 2023 and 2022, respectively. Potential common shares related to the Notes determined to be antidilutive and excluded from diluted weighted average shares outstanding were 6.5 million, 6.0 million and 5.8 million for the years ended December 31, 2024, 2023 and 2022, respectively.

- References

No definition available.

+ Details

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

- Definition

The entire disclosure for earnings per share.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3

+ Details

Name:us-gaap_EarningsPerShareTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 39 R19.htm IDEA: XBRL DOCUMENT

Noncash Share-based Compensation 12 Months Ended

Dec. 31, 2024

Noncash Share-based Compensation [Abstract] Noncash Share-based CompensationNoncash Share-Based Compensation

Employee Noncash Share-based Compensation Plans

2017 Stock Plan. The Company's 2017 Stock Plan provides for the issuance of awards to employees, officers, directors and certain other individuals providing services to the Company who are eligible to receive awards. In May 2023, the Company's stockholders approved an amendment to the 2017 Stock Plan increasing the aggregate amount of shares available for issuance to 10,550,000. The Company may provide these incentives through the grant of: (i) restricted stock awards; (ii) RSUs (time, performance and market-based); (iii) stock options; (iv) SARs; (v) phantom stock; and (vi) performance awards, such as MSUs.

As of December 31, 2024, the Company had outstanding equity awards to acquire 3,089,202 shares of its common stock held by the Company's employees, directors and consultants under the 2017 Stock Plan (assuming MSU performance at
100% of the MSUs initially granted), and inclusive of 2,650,495 RSUs and 438,707 MSUs. As of December 31, 2024, 3,232,207 shares remain available for grant under the 2017 Stock Plan. As of December 31, 2024, there were no options, SARs, restricted stock awards or phantom stock issued under the 2017 Stock Plan.

Inducement awards. In November 2021, the Company granted inducement awards in an aggregate amount of 332,004 shares in accordance with NYSE Rule 303A.08. These inducement awards were in the form of RSUs granted to certain new employees in connection with the acquisition of EveryMundo. As of December 31, 2024, the Company had 9,224 outstanding equity inducement awards (the inducement awards, together with the 2017 Stock Plan are referred to as the "Stock Plans").

Noncash share-based compensation expense for all noncash share-based payment awards granted is determined based on the grant date fair value of the award. The Company recognizes compensation expense, net of estimated forfeitures, which represents noncash share-based awards expected to vest on a straight-line basis over the requisite service period of the award, which is generally the vesting term. Noncash share-based awards typically vest over four years. The Company estimates forfeiture rates based on its historical experience for grant years where the majority of the vesting terms have been satisfied. Changes in estimated forfeiture rates are recognized through a cumulative catch-up adjustment in the period of change and thus impact the amount of noncash share-based compensation expense to be recognized in future periods.

Noncash share-based compensation expense is allocated to expense categories on the Consolidated Statements of Comprehensive Loss. The following table summarizes noncash share-based compensation expense for the years ended December 31, 2024, 2023 and 2022 (in thousands):

Year Ended December 31,	2024	2023	2022
Share-based compensation:			
Cost of revenue	$4,576	$3,923	$3,898
Operating expenses:			
Selling and marketing	9,209	11,834	12,360
Research and development	8,799	10,524	12,496
General and administrative	18,170	16,076	13,960
Total included in operating expenses	36,178	38,434	38,816
Total share-based compensation expense	$40,754	$42,357	$42,714

At December 31, 2024, there were an estimated $71.5 million of total unrecognized compensation costs related to noncash share-based compensation arrangements. These costs will be recognized over a weighted average period of 2.6 years.

RSUs (time-based)

The Company has granted time-based RSUs under the Stock Plans. Time-based RSUs granted to employees and consultants have historically vested in equal annual installments over a one to four-year period from the grant date. RSUs granted to employees and consultants since 2022 vest 25% after one year and in equal quarterly installments for the remaining term of the award which is typically three additional years. RSUs granted to independent directors vest upon the earlier of one year from the date of grant or the next annual meeting of stockholders.

The following table summarizes the Company's unvested time-based RSUs as of December 31, 2024, and changes during the year then ended (number of shares in thousands):

	Number ofshares	Weighted averagegrant datefair value	Weighted averageremaining contractualterm (years)
Unvested at December 31, 2023	2,767	$30.50	
Granted	1,618	32.61	
Vested	(1,197)	31.58	
Forfeited	(528)	31.14	
Unvested at December 31, 2024	2,660	$31.17	2.47

The weighted average grant-date fair value of the time-based RSUs granted during the years ended December 31, 2024, 2023 and 2022 was $32.61, $25.82 and $30.03, respectively. The total fair value as of the respective vesting date of time-based RSUs vested during the years ended December 31, 2024, 2023 and 2022 was $36.7 million, $27.0 million and $24.6 million, respectively.

MSUs

In 2022, 2023 and 2024, the Company granted MSUs under the Stock Plans to certain executive employees. The MSUs are performance-based awards that vest based upon the Company's relative shareholder return. The actual number of MSUs that will be eligible to vest is based on the total shareholder return of the Company relative to the total shareholder return of the Index over the 3-year Performance Period. The 2022 MSUs will vest on January 31, 2025, the 2023 MSUs will vest on January 31, 2026 and the 2024 MSUs will vest on January 31, 2027. The MSUs maximum number of shares issuable upon vesting is 200% of the MSUs initially granted. The following table summarizes the Company's MSUs activity for the year ended December 31, 2024 (number of shares in thousands):

	Number of unvested awards	Weighted averagegrant date fair value	Weighted averageremaining contractualterm (years)
Unvested at December 31, 2023	358	$38.21	
Granted	180	39.95	
Vested	(30)	50.05	
Forfeited	(69)	50.05	
Expired	—	—	
Unvested at December 31, 2024	439	$36.25	1.23

The total fair value as of the respective vesting date of the MSUs vested during the years ended December 31, 2024, 2023 and 2022 was $1.0 million, zero and zero, respectively.

The Company estimates the fair value of MSUs on the date of grant using a Monte Carlo simulation model. The determination of the fair value of the MSUs is affected by the Company's stock price and a number of assumptions including the expected volatilities of the Company's stock and the Index, its risk-free interest rate and expected dividends. The Company's expected volatility at the date of grant was based on the historical volatilities of the Company and the Index over the Performance Period. The Company did not estimate a forfeiture rate for the MSUs due to the limited size, the vesting period and nature of the grantee population. Significant weighted average assumptions used in the Monte Carlo simulation model for MSUs granted during the years ended December 31, 2024, 2023 and 2022 are as follows:

Year Ended December 31,	2024	2023	2022
Volatility	51.24%	63.26%	54.50%
Risk-free interest rate	4.14%	3.76%	1.20%
Expected award life in years	2.90	2.97	2.97
Dividend yield	—%	—%	—%

Employee Stock Purchase Plan

The Company's Employee Stock Purchase Plan ("ESPP") provides for eligible employees to purchase shares on an after-tax basis in an amount between 1% and 10% of their annual pay: (i) on June 30 of each year at a 15% discount of the fair market value of the Company's common stock on January 1 or June 30, whichever is lower, and (ii) on December 31 of each year at a 15% discount of the fair market value of the Company's common stock on July 1 or December 31, whichever is lower. An employee may not purchase more than $5,000 in either of the six-month measurement periods described above or more than $10,000 annually. In May 2021, the Company's stockholders approved an amendment to the ESPP increasing the aggregate amount of shares available for issuance under the ESPP to 1,000,000. During the year ended December 31, 2024, the Company issued 83,706 shares under the ESPP. As of December 31, 2024, 199,411 shares remain authorized and available for issuance under the ESPP. As of December 31, 2024, the Company held approximately $1.0 million on behalf of employees for future purchases under the ESPP, and this amount was recorded in accrued liabilities in the Company's Consolidated Balance Sheet.

- Definition

Noncash Share-based Compensation [Abstract]

+ References

No definition available.

+ Details

Name:pro_NoncashShareBasedCompensationAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for share-based payment arrangement.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 40 R20.htm IDEA: XBRL DOCUMENT

Income Tax Disclosure12 Months Ended

Dec. 31, 2024

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

The income tax provision consisted of the following for the years ended December 31, 2024, 2023 and 2022 (in thousands):

Year Ended December 31,	2024	2023	2022
Current:			
Federal	$—	$—	$—
State and Foreign	1,314	933	932
	1,314	933	932
Deferred:			
Federal	—	—	—
State	—	—	—
Income tax provision	$1,314	$933	$932

The differences between the effective tax rates reflected in the total provision for income taxes and the U.S. federal statutory rate of 21% for the years ended December 31, 2024, 2023 and 2022, respectively, were as follows (in thousands):

Year Ended December 31,	2024	2023	2022
Provision at the U.S. federal statutory rate	$(4,024)	$(11,639)	$(17,076)
Increase (decrease) resulting from:			
Nondeductible expenses	1,059	622	215
Statutory to GAAP income adjustment	(34)	28	238
Noncash share-based compensation	2,225	3,221	3,971
Other	275	117	(64)
Foreign withholding taxes	792	705	506
Cancellation of debt income	—	2,272	—
Incremental benefits for tax credits	(1,776)	(1,599)	(1,976)
Change in tax rate/income subject to lower tax rates	(61)	3,208	(865)
Change related to prior tax years	(751)	(774)	(662)
Change in valuation allowance	3,609	4,772	16,645
Income tax provision	$1,314	$933	$932

The Company's effective tax rate was (7)%, (2)% and (1)% for the years ended December 31, 2024, 2023 and 2022, respectively.

The tax effects of temporary differences and other tax attributes that give rise to significant portions of the deferred tax assets and liabilities as of December 31, 2024 and 2023 are as follows (in thousands):

Year Ended December 31,	2024	2023
Noncurrent deferred taxes:		
Property and equipment	$(374)	$(869)
Noncash share-based compensation	2,729	3,363
Disallowed interest expense	4,961	7,347
Amortization	1,345	1,850
Operating lease right-of-use assets	(8,821)	(8,810)
Operating lease liabilities	11,930	12,312
R&E tax credit carryforwards	20,060	18,461
Capitalized research and development expenses	32,642	22,575
Deferred revenue	1,240	849
Federal Net Operating Losses ("NOLs")	83,075	90,964
State NOLs	2,244	2,267
State R&E tax credits	4,157	4,157
Foreign NOLs	17,184	15,132
Foreign tax credit carryforward	1,600	2,033
Other	(2,659)	(3,814)
Total noncurrent deferred tax assets	172,013	167,809
Less: Valuation allowance	(171,832)	(167,632)
Total net deferred tax asset	$181	$177

The net deferred tax asset is included in other assets, noncurrent in the accompanying Consolidated Balance Sheets.

The Company continues to record a valuation allowance against its U.S. federal, U.S. state, and France net deferred tax balances. This valuation allowance is evaluated periodically and will be reversed partially or in whole if business results and the economic environment have sufficiently improved to support realization of some or all of the Company's deferred tax assets. In performing the analysis throughout 2024, the Company determined there was no sufficient positive evidence to outweigh the current and historic negative evidence to determine that it was more likely than not that the deferred assets would not be realized. Therefore, the Company continues to have a valuation allowance against net deferred tax assets as of December 31, 2024 and 2023.

The U.S. federal net operating losses, R&E tax credit and U.S. foreign tax credit carryforward amount available to be used in future periods, taking into account the Internal Revenue Code Section 382 ("Section 382") annual limitation and current year losses, is approximately $399.4 million, $24.2 million and $1.6 million, respectively. The Company's net operating losses will begin to expire in 2034, R&E credits will begin to expire in 2031 and foreign tax credits began to expire in 2022. The U.S. net operating losses generated after January 1, 2018 have no expiration. Also included in foreign net operating losses are $68.7 million of French carryforwards which have no expiration.

The Company has federal and state net operating loss carryforwards related to current and prior year operations and acquisitions. Section 382 places certain limitations on the annual amount of U.S. net operating loss carryforwards that can be utilized when a change of ownership occurs. The Company believes the past acquisitions were changes in ownership pursuant to Section 382, however, the federal acquired net operating losses are not subject to limitations. According to French tax law, the net operating loss carryforwards are not subject to ownership change limitations.

Undistributed earnings of the Company's foreign subsidiaries are considered permanently reinvested and, accordingly, no provision for U.S. federal or state income taxes or non-U.S. withholding taxes has been provided thereon. The cumulative amount of positive undistributed earnings of the Company's non-U.S. subsidiaries, if any, was minimal for the years ended December 31, 2024 and 2023. The Company is presently investing in international operations located in Europe, North America, United Arab Emirates, Australia, Hong Kong and Singapore. The Company is funding the working capital needs of its foreign operations through its U.S. operations. In the future, the Company plans to utilize its foreign undistributed earnings, as well as continued funding from its U.S. operations, to support its continued foreign investment.

For the years ended December 31, 2024, 2023 and 2022, the Company had no balance in its reserve for unrecognized tax benefits. The Company continually monitors tax positions and will evaluate if any new positions need to be added during the next twelve months.

The Company has received notification of a U.S. income tax audit for the calendar year 2022. The Company is currently under an income tax audit in Bulgaria for the calendar year 2018. No material taxes are expected to arise from the audits. The Company files tax returns in the U.S. and various foreign jurisdictions. The Company may be subject to U.S. federal income tax examination for the calendar years 2014 through 2023, France tax examination for the calendar years 2022 through 2024, and state and foreign income tax examination for various years depending on the statute of limitation of those jurisdictions.

- 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:

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+ Details

Name:us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 41 R21.htm IDEA: XBRL DOCUMENT

Convertible debt (Notes)12 Months Ended

Dec. 31, 2024

Debt Instrument [Line Items] Long-term Debt [Text Block]Convertible Senior Notes

The Company issued $143.8 million principal amount of the 2024 Notes in May 2019 and $150.0 million principal amount of the 2027 Notes in September 2020. The 2024 Notes matured on May 15, 2024 and the Company repaid the outstanding principal balance of $21.7 million during the second quarter of 2024. The 2027 Notes mature on September 15, 2027, unless redeemed or converted in accordance with their terms prior to such date.

The interest rate for the 2024 Notes was fixed at 1% per annum and interest was payable semiannually in arrears on May 15 and November 15 of each year, commencing on November 15, 2019. The interest rate for the 2027 Notes is fixed at 2.25% per annum and interest is payable semiannually in arrears in cash on March 15 and September 15 of each year, beginning on March 15, 2021.

Each $1,000 of principal of the 2024 Notes was initially to be convertible into 15.1394 shares of the Company's common stock, which was equivalent to an initial conversion price of approximately $66.05 per share. Each $1,000 of principal of the 2027 Notes will initially be convertible into 23.9137 shares of the Company's common stock, which is equivalent to an initial conversion price of approximately $41.82 per share. The initial conversion price for each of the Notes is subject to adjustment upon the occurrence of certain specified events.

The Notes are each general unsecured obligations and rank senior in right of payment to all of the Company's indebtedness that is expressly subordinated in right of payment to the Notes, rank equally in right of payment with all of the Company's existing and future liabilities that are not so subordinated, are effectively junior to any of the Company's secured indebtedness to the extent of the value of the assets securing such indebtedness and are structurally subordinated to all indebtedness and other liabilities of the Company's subsidiaries (including trade payables but excluding intercompany obligations owed to the Company or its subsidiaries).

On or after February 15, 2024 and June 15, 2027, respectively, to the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their 2024 and 2027 Notes, respectively, regardless of the contingent conversion conditions described herein. Upon conversion, the Company will pay or deliver cash, shares of its common stock or a combination of cash and shares of its common stock, at its election, as described in the indenture governing the 2024 and 2027 Notes.

Holders may convert their 2024 and 2027 Notes at their option at any time prior to the close of business on the business day immediately preceding February 15, 2024 and June 15, 2027, respectively, only under the following circumstances:

- during the five consecutive business day period immediately following any five consecutive trading day period (the "Measurement Period") in which the trading price per 2024 and 2027 Note, respectively, for each day of that Measurement Period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such day;
- during any calendar quarter commencing after the calendar quarter ending on June 30, 2019 and December 31, 2020, respectively, if the last reported sale price of the common stock for 20 or more trading days (whether or not consecutive) in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; or
- upon the occurrence of specified corporate events.

If a fundamental change (as defined in the relevant indenture governing the applicable series of Notes) occurs prior to the maturity date, holders of each of the Notes may require the Company to repurchase all or a portion of their notes for cash at a repurchase price equal to 100% of the principal amount at maturity of the Notes, plus any accrued and unpaid interest to, but excluding, the repurchase date.

On August 23, 2023, the Company entered into legally binding exchange agreements with a limited number of existing holders of the 2024 Notes to exchange approximately $122.0 million aggregate principal amount of the existing 2024 Notes for a principal amount of the 2027 Notes at an exchange ratio to be determined based on the daily volume-weighted average trading price of the Company's common stock over a thirty-day trading period beginning August 24, 2023 (such exchange transactions, the "Exchange").

Although the Exchange was not completed until October 10, 2023, the Company determined that, from an accounting perspective, the Exchange was a legally binding restructuring of the debt that represented a substantial modification of the terms of the 2024 Notes subject to the Exchange, and therefore was required to be accounted for as an extinguishment transaction in August 2023. The Company derecognized the portion of the carrying value of the 2024 Notes to be exchanged and recorded the new debt resulting from the substantial modification of terms at fair value as of August 23, 2023, which was approximately $123.3 million, and recorded a $1.8 million loss on debt extinguishment in the third quarter of 2023. The loss on debt extinguishment was included in other income, net in the Consolidated Statements of Comprehensive Loss.

The Company concluded that the variability in the principal amount of the 2027 Notes to be issued in connection with the Exchange due to changes in stock price was a feature embedded in the restructured debt that was required to be accounted for as an embedded derivative and remeasured to fair value until settlement. This feature was recorded in convertible debt, net, with an initial value at the time of the transaction equal to zero, and subsequently remeasured at settlement with a fair value of $3.9 million. At settlement and for the year ended December 31, 2023, the Company recorded a derivative loss of $3.9 million which is included in other income, net in the Consolidated Statements of Comprehensive Loss. The estimated fair value was determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including the Company's stock price, interest rates and the value of the 2027 Notes, which represent level 2 in the fair value hierarchy.

On October 10, 2023, the Company settled the exchange agreements for the exchange of $122.0 million aggregate principal amount of its outstanding 2024 Notes for newly issued $116.8 million aggregate principal amount of its outstanding 2027 Notes. Following the settlement of the Exchange, $21.7 million in aggregate principal amount of the 2024 Notes and $266.8 million in aggregate principal amount of the 2027 Notes remained outstanding with terms unchanged as of December 31, 2023. The 2027 Notes issued in the Exchange constitute a further issuance of, and form a single series and will be fungible with, the existing 2027 Notes. The effective interest rate related to the amortization of the premium on the 2027 Notes issued in the Exchange was 2.14%. The Company incurred debt issuance costs of $2.2 million related to the Exchange which was recorded in convertible debt, net during the year ended December 31, 2023.

As of December 31, 2024, the 2027 Notes are not yet convertible, and their remaining life is approximately 33 months.

As of December 31, 2024 and 2023, the fair value of the principal amount of the Notes was $250.5 million and $320.5 million, respectively. The estimated fair value was determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including the Company's stock price and interest rates, which represents level 2 in the fair value hierarchy.

The Notes consist of the following (in thousands):

	December 31, 2024	**December 31, 2023**
Principal	$266,816	$288,529
Debt premium, net of amortization	7,092	9,776
Debt issuance costs, net of amortization	(3,111)	(4,313)
Net carrying amount	$270,797	$293,992

The following table sets forth total interest expense recognized related to the Notes (in thousands):

	Year Ended December 31,		
	2024	**2023**	**2022**
Coupon	$6,078	$5,145	$4,813
Amortization of debt issuance costs	1,202	1,349	1,491
Amortization of debt premium	(2,684)	(612)	—
Total	$4,596	$5,882	$6,304

Capped Call Transactions

In May 2019 and in September 2020, in connection with the offering of the 2024 and 2027 Notes, respectively, the Company entered into privately negotiated capped call transactions (collectively, the "Capped Call") with certain option counterparties. The Capped Call transactions cover, subject to customary anti-dilution adjustments, the number of shares of the Company's common stock initially underlying the Notes, at a strike price that corresponds to the initial conversion price of the Notes, also subject to adjustment, and are exercisable upon conversion of the Notes. The Capped Call transactions are intended to reduce potential dilution to the Company's common stock and/or offset any cash payments the Company will be required to make in excess of the principal amounts upon any conversion of Notes, and to effectively increase the overall conversion price of the 2024 Notes from $66.05 to $101.62 per share and for the 2027 Notes from $41.82 to $78.90 per share. As the Capped Call transactions meet certain accounting criteria, they are recorded in stockholders' (deficit) equity and are not accounted for as derivatives. The cost of the Capped Call was $16.4 million and $25.3 million for the 2024 and 2027 Notes, respectively, and was recorded as part of additional paid-in capital. On May 15, 2024, the 2024 Notes matured and the Capped Call associated with the 2024 Notes expired unexercised. The expiration of the 2024 Notes Capped Call did not have an impact on the Consolidated Financial Statements.

In August 2023, in connection with the Exchange, the Company entered into additional capped call transactions (the "Additional Capped Call") with certain option counterparties. The Company agreed to pay a premium to the option counterparties for the Additional Capped Call for an amount to be determined based on the volume-weighted average trading price of the Company's common stock over a thirty-day reference period beginning August 24, 2023. The conversion price of the Additional Capped Call is the same as the 2027 Notes Capped Call above. Initial funding of the Additional Capped Call occurred in the third quarter of 2023. The Additional Capped Call had a deferred premium component indexed to the Company's stock price and required to be settled in cash, and therefore the Additional Capped Call was a derivative instrument that, at inception, did not meet the qualifications for equity classification. On October 10, 2023, the Company settled the deferred premium on the Additional Capped Call resulting in a final value of $22.2 million. As a result of the final remeasurement of the derivative asset, the Company recorded a derivative loss of $0.6 million for the year ended December 31, 2023, which was included in other income, net in the Consolidated Statements of Comprehensive Loss. Once the deferred premium was settled, the instrument met the requirements for equity classification and the Company reclassified the Additional Capped Call to additional paid-in capital on the Consolidated Balance Sheet.

- 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

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7:

http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1

+ Details

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

- Definition

The entire disclosure for long-term debt.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContent

+ Details

Name:us-gaap_LongTermDebtTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 42 R22.htm IDEA: XBRL DOCUMENT

Credit Facility 12 Months Ended

Dec. 31, 2024

Credit Facility Disclosure [Abstract] Debt Disclosure [Text Block] Credit Facility

On July 21, 2023, the Company, through its wholly owned subsidiary PROS, Inc., entered into a three-year secured credit agreement ("Credit Agreement") with the lenders from time to time party thereto and Texas Capital Bank as administrative agent for the lenders party thereto. The Credit Agreement provides for a revolving line of credit of up to $50.0 million, with interest paid monthly, at a rate per annum equal to the 30-day secured overnight financing rate ("SOFR") plus a 0.10% per annum SOFR adjustment plus an applicable margin of 4.25%. Borrowings under the Credit Agreement are collateralized by a first priority interest in and lien on all of the Company's material assets.

The Credit Agreement contains affirmative and negative covenants, including covenants which restrict the ability of the Company to, among other things, create liens, incur additional indebtedness and engage in certain other transactions, in each case subject to certain exclusions. In addition, the Credit Agreement contains certain financial covenants which become effective in the event the Company's liquidity (as defined in the Credit Agreement) falls below a certain level. The Credit Agreement also has a depository condition which requires the Company to maintain a cash balance of at least $10.0 million with the administrative agent throughout the term of the Credit Agreement. This amount has been included in restricted cash in the Consolidated Balance Sheets. As of December 31, 2024, the Company was in compliance with all financial covenants and the depository condition in the Credit Agreement. As of December 31, 2024 and 2023, $0.4 million and $0.7 million, respectively, of unamortized debt issuance costs related to the Credit Agreement are included in prepaid and other current assets and other assets, noncurrent in the Consolidated Balance Sheets. For the years ended December 31, 2024 and 2023, the Company recorded $0.3 million and $0.1 million, respectively, of amortization of debt issuance costs which are included in other income, net in the Consolidated Statements of Comprehensive Loss. As of December 31, 2024, the Company had no outstanding borrowings under the Credit Agreement.

- Definition

Credit Facility Disclosure [Abstract]

+ References

No definition available.

+ Details

Name:pro_CreditFacilityDisclosureAbstract Namespace Prefix:pro_ 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 43 R23.htm IDEA: XBRL DOCUMENT

Commitments and Contingencies12 Months Ended

Dec. 31, 2024

Commitments and Contingencies Disclosure [Abstract] Commitments and ContingenciesCommitments and Contingencies

Litigation

The Company is involved in various legal proceedings, claims and litigation which arise in the ordinary course of the business. The Company makes a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. The Company is not currently involved in any outstanding litigation that it believes, individually or in the aggregate, will have a material adverse effect on its business, financial condition, results of operations or cash flows.

Purchase Commitments

The purchase commitments consist of agreements to purchase goods and services entered into the ordinary course of business, mainly related to infrastructure platforms, business technology software and support, and other services. The following table summarizes the non-cancelable unconditional purchase commitments for each of the next five years and thereafter as of December 31, 2024 (in thousands). The table below includes a multi-year contract with an obligation to spend $98.5 million by November 2026. The timing of the related payments presented below is based on management's estimate as to when those contractual commitments will be satisfied.

Year Ending December 31,	Amount
2025	$50,846
2026	54,585
2027	1,392
2028	1,482
2029	1,226
Thereafter	—
Total	$109,531

Indemnification

The Company's software agreements generally include certain provisions for indemnifying customers against liabilities if the Company's software solutions infringe a third party's intellectual property rights. To date, the Company has not incurred any losses as a result of such indemnifications and has not accrued any liabilities related to such obligations in the Company's Consolidated Financial Statements.

- References

No definition available.

+ Details

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

- Definition

The entire disclosure for commitments and contingencies.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent

+ Details

Name:us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 44 R24.htm IDEA: XBRL DOCUMENT

Segment and Geographical Information12 Months Ended

Dec. 31, 2024

Revenues from External Customers and Long-Lived Assets [Line Items] Segment Reporting Disclosure [Text Block]Segment and Geographic Information

The Company operates as one operating and reportable segment. The Company's Chief Operating Decision Maker ("CODM") is its Chief Executive Officer. The CODM uses consolidated net loss to measure segment profit or loss, assess financial performance, and allocate resources. Net loss is used by the CODM to evaluate budget vs. actual results. In addition, the CODM reviews and utilizes functional expenses (cost of subscription revenues, cost of maintenance and support revenues, cost of services revenue, selling and marketing, research and development, and general and administrative) at the consolidated level to manage the Company's operations. Other segment items comprise all other lines included in consolidated net loss reflected in the Consolidated Statements of Comprehensive Loss. The measure of segment assets is reported on the Consolidated Balance Sheets as total consolidated assets.

Revenue and Long-Lived Assets by Geography

The Company presents financial information on a consolidated basis and does not assess the profitability of its geographic regions. Accordingly, the Company does not attempt to comprehensively assign or allocate costs to these regions and does not produce reports for, or measure the performance of, its geographic regions based on any asset-based metrics. The Company's long-lived assets are located primarily in the U.S.

International revenue for the years ended December 31, 2024, 2023 and 2022, amounted to approximately $216.9 million, $196.7 million and $177.8 million, respectively, representing 66%, 65% and 64%, respectively, of annual revenue.

The following geographic information is presented for the years ended December 31, 2024, 2023 and 2022 (in thousands). The Company categorizes geographic revenues based on the location of the customer's headquarters:

	Year Ended December 31,					
	2024		2023		2022	
Revenue	Percent		Revenue	Percent	Revenue	Percent
The Americas:						
United States of America	$113,508	34 %	$107,004	35 %	$98,361	36 %
Other	32,787	10 %	27,239	9 %	25,137	9 %
Subtotal	146,295	44 %	134,243	44 %	123,498	45 %
Germany	33,698	10 %	27,574	9 %	26,202	9 %
The rest of Europe	69,288	21 %	71,896	24 %	57,283	21 %
Asia Pacific	43,794	13 %	39,454	13 %	41,055	15 %
The Middle East	34,816	11 %	20,040	9 %	26,395	9 %
Africa	2,481	1 %	2,501	1 %	1,704	1 %
Total revenue	$330,372	100 %	$303,708	100 %	$276,137	100 %

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

- Definition

The entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments.

+ 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/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 10: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 34 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-34Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-15Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/280/tableOfContentReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32

+ Details

Name:us-gaap_SegmentReportingDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 45 R25.htm IDEA: XBRL DOCUMENT

Concentrations of Risk12 Months Ended

Dec. 31, 2024

Risks and Uncertainties [Abstract] Concentration Risk Disclosure [Text Block]

Concentrations of Credit RiskThe Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, and trade accounts receivable. The Company's deposits exceed federally insured limits. For the year ended December 31, 2024, no customer accounted for 10% or more of trade accounts receivables. For the years ended December 31, 2024, 2023 and 2022, no single customer accounted for 10% or more of revenue.

- Definition

The entire disclosure for any concentrations existing at the date of the financial statements that make an entity vulnerable to a reasonably possible, near-term, severe impact. This disclosure informs financial statement users about the general nature of the risk associated with the concentration, and may indicate the percentage of concentration risk as of the balance sheet date.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 275 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/275/tableOfContent

+ Details

Name:us-gaap_ConcentrationRiskDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_RisksAndUncertaintiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 46 R26.htm IDEA: XBRL DOCUMENT

Related Party Transaction12 Months Ended

Dec. 31, 2024

Related Party Transactions [Abstract] Related Party Transactions Disclosure [Text Block]Related-Party Transactions

The Company currently has employment agreements with its executive officers. In the event of termination of employment other than for cause, the employment agreements provide separation benefits, including twelve to eighteen months of salary, as well as the vesting of certain equity awards.

- References

No definition available.

+ Details

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

- Definition

The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -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 (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 8: 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)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 9: 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)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/850/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1

+ Details

Name:us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 47 R27.htm IDEA: XBRL DOCUMENT

Employment Retirement Savings12 Months Ended

Dec. 31, 2024

Retirement Benefits [Abstract] Defined Benefit Plan Disclosure [Line Items]Employee Retirement Savings Plan

The Company has a 401(k) savings plan for all eligible employees in the United States. Historically, the Company's matching contribution has been 50% of the first 8% of employee contributions, and the Company may also make discretionary contributions. In April 2023, the Company's matching contribution changed to 50% of the first 4% of employee contributions only for the duration of the year ended December 31, 2023. Matching contributions by the Company in 2024, 2023 and 2022 totaled approximately $3.5 million, $2.7 million and $3.9 million, respectively.

- Definition

The entire disclosure for an entity's employee compensation and benefit plans, including, but not limited to, postemployment and postretirement benefit plans, defined benefit pension plans, defined contribution plans, non-qualified and supplemental benefit plans, deferred compensation, share-based compensation, life insurance, severance, health care, unemployment and other benefit plans.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 710 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/710/tableOfContentReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 712 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/712/tableOfContentReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 715 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/715/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContent

+ Details

Name:us-gaap_CompensationAndEmployeeBenefitPlansTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration

- References

No definition available.

+ Details

Name:us-gaap_CompensationAndRetirementDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 48 R28.htm IDEA: XBRL DOCUMENT

Severance and Other Related Costs12 Months Ended

Dec. 31, 2024

Restructuring and Related Activities [Abstract] Severance and other related costsSeverance and Other Related Costs, all severance and other related costs were fully paid.

In October 2022, the Company reprioritized its investments to focus on supporting key growth areas of its business. As a result of this reprioritization, the Company incurred approximately $4.0 million of severance, employee benefits, outplacement and related costs in the fourth quarter of 2022. These costs were recorded primarily as operating expenses in the Consolidated Statements of Comprehensive Loss, mainly research and development, and sales and marketing. During the quarter ended December 31, 2022, cash payments of $3.1 million were recorded for the incurred costs.In the first quarter of 2023, the Company made certain organizational changes and incurred approximately $3.6 million of severance, employee benefits, outplacement and related costs. These costs were recorded primarily as operating expenses in the Consolidated Statements of Comprehensive Loss, mainly research and development, and sales and marketing. During the year ended December 31, 2023, cash payments of $4.1 million were recorded for the incurred severance costs. As of December 31, 2023

- References

No definition available.

+ Details

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

- Definition

The entire disclosure of costs incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets.

+ References

No definition available.

+ Details

Name:us-gaap_RestructuringImpairmentAndOtherActivitiesDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 49 R29.htm IDEA: XBRL DOCUMENT
Other Income and Expenses12 Months Ended
Dec. 31, 2024
Other Income and Expenses [Abstract] Other Nonoperating Income and ExpenseOther Income, Net
Other income, net consisted of the following (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Interest income (expense), net	$6,220	$7,728	$2,333
Foreign currency (loss) gain, net	(1,329)	(1,124)	(613)
Gain/(loss) on equity investments, net (2)	—	828	1,308
Loss on derivatives (1)	—	(4,489)	—
Loss on debt extinguishment (1)	—	(1,779)	—
Other (3)	(434)	(101)	56
Total other income, net	$4,457	$1,063	$3,084

(1) Losses were recognized in connection with the Notes Exchange, see Note 14.
(2) See Note 9 for additional detail on the gain (loss) on equity investments, net.

(3) Includes loss on disposal of assets of $0.8 million related to a lease modification in the first quarter of 2024, see Note 7.

- References

No definition available.

+ Details

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

- Definition

The entire disclosure for the components of non-operating income or non-operating expense, including, but not limited to, amounts earned from dividends, interest on securities, gain (loss) on securities sold, equity earnings of unconsolidated affiliates, gain (loss) on sales of business, interest expense and other miscellaneous income or expense items.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2

+ Details

Name:us-gaap_OtherNonoperatingIncomeAndExpenseTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 50 R30.htm IDEA: XBRL DOCUMENT
Schedule II - Valuation and Qualifying Accounts12 Months Ended
Dec. 31, 2024
SEC Schedule, 12-09, Valuation and Qualifying Accounts [Abstract] SEC Schedule, 12-09, Schedule of Valuation and Qualifying Accounts Disclosure [Text Block]
(2) Other column represents the cumulative translation adjustment impact on the allowance.
Schedule II
Valuation and Qualifying Accounts

	Balance at beginning of period	Additions charged to costs and expenses	Deductions (1)	Other (2)	Balance at end of period
Allowance for credit losses					
2024	$574	$452	$(104)	$—	$922
2023	$609	$114	$(149)	$—	$574
2022	$1,206	$552	$(1,149)	$—	$609
Valuation allowance					
2024	$167,632	$3,609	$—	$591	$171,832
2023	$165,671	$4,772	$—	$(2,811)	$167,632
2022	$146,832	$16,645	$—	$2,194	$165,671

(1) Deductions column represents the reversal of additions previously charged to costs and expenses and uncollectible accounts written off, net of recoveries.

- Definition

The entire disclosure for valuation and qualifying accounts and reserves.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-X (SX) -Number 210 -Section 12 -Subsection 09 -Publisher SECReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SX 210.12-09) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-4

+ Details

Name:srt_ScheduleOfValuationAndQualifyingAccountsDisclosureTextBlock Namespace Prefix:srt_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:

duration

- References

No definition available.

+ Details
Name:srt_ValuationAndQualifyingAccountsAbstract Namespace Prefix:srt_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 51 R31.htm IDEA: XBRL DOCUMENT
Pay vs Performance Disclosure - USD ($) $ in Thousands12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Pay vs Performance Disclosure Net Income (Loss) Attributable to Parent$ (20,475)$ (56,354)$ (82,246)
- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1

+ Details
Name:ecd_PvpTable Namespace Prefix:ecd_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- 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 XML 52 R32.htm IDEA: XBRL

DOCUMENT
Insider Trading Arrangements3 Months Ended
Dec. 31, 2024
Trading Arrangements, by Individual Rule 10b5-1 Arrangement AdoptedfalseNon-Rule 10b5-1 Arrangement AdoptedfalseRule 10b5-1 Arrangement TerminatedfalseNon-Rule 10b5-1 Arrangement Terminatedfalse
- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1

+ Details
Name:ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix:ecd_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1

+ Details
Name:ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix:ecd_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1

+ Details
Name:ecd_Rule10b51ArrAdoptedFlag Namespace Prefix:ecd_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1

+ Details
Name:ecd_Rule10b51ArrTrmntdFlag Namespace Prefix:ecd_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A

+ Details
Name:ecd_TradingArrByIndTable Namespace Prefix:ecd_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 53 R33.htm IDEA: XBRL DOCUMENT
Cybersecurity Risk Management and Strategy Disclosure12 Months Ended
Dec. 31, 2024
Cybersecurity Risk Management, Strategy, and Governance [Line Items] Cybersecurity Risk Management Processes for Assessing, Identifying, and Managing Threats [Text Block]
Our Board recognizes the critical importance of maintaining the trust and confidence of our customers, business partners and employees. Our Board is actively involved in oversight of our risk management program, and cybersecurity represents an important component of our overall approach to enterprise risk management ("ERM"). Our cybersecurity policies, standards, processes and practices are integrated into our ERM program and are based on recognized frameworks established by the National Institute of Standards and Technology, the International Organization for Standardization and other applicable industry standards. In general, we seek to address cybersecurity risks through a cross-functional approach that is focused on preserving the confidentiality, integrity and availability of the information that we collect and store by identifying, preventing and mitigating cybersecurity threats and responding to Cybersecurity Events when they occur.

Risk Management and Strategy

As a critical element of our overall ERM approach, our cybersecurity program is focused on the following key areas:

Governance. As discussed in more detail under the heading "Governance" below, our Board and management devote significant time to cybersecurity risk oversight. The Board annually reviews our overall cybersecurity risk profile to help ensure
that sensitive data remains secure in an ever-changing threat landscape, including risk preparedness and mitigation strategies. This assessment considers a range of factors, including our business objectives, the threat landscape, industry trends and regulatory requirements. The Audit Committee of the Board ("Audit Committee") oversees our cybersecurity risk management and regularly meets, not less than quarterly, with our Chief Information Security Officer ("CISO") and other members of management, including those with significant roles in our cybersecurity efforts. Our Executive Steering Committee, described below, provides senior management oversight to our cybersecurity program.

Collaboration. We take a cross-functional approach to identify, prevent and mitigate cybersecurity threats and incidents, and implement controls and procedures designed to promptly escalate certain Cybersecurity Events to help ensure timely review, disclosure and reporting of such incidents.

Technical Safeguards. We deploy technical safeguards designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which we evaluate and improve through vulnerability assessments and cybersecurity threat intelligence.

Incident Response and Recovery Planning. We established and maintain incident response and recovery plans that address our response to a Cybersecurity Event, and test and evaluate such plans on a regular basis.

Third-Party Risk Management. We maintain a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of our systems, as well as third-party systems that could adversely impact our business in the event of a Cybersecurity Event affecting those systems.

Education and Awareness. We provide regular, mandatory training for our employees regarding cybersecurity threats and our security policies to equip our employees with tools to address cybersecurity threats, and to communicate our evolving information security policies, standards, processes and practices.

We regularly assess and test our cybersecurity policies, standards, processes and practices. These efforts include a wide range of activities, including audits, assessments, tabletop exercises, threat modeling, vulnerability testing and other exercises focused on evaluating the effectiveness of our cybersecurity measures and planning. We regularly engage recognized third-party experts to perform assessments on our cybersecurity measures, including information security maturity assessments, audits and independent reviews of our information security control environment and operating effectiveness. We adjust our cybersecurity policies, standards, processes and practices as necessary based on the information provided by these assessments, audits and reviews.

Governance

Our Board, in coordination with the Audit Committee, oversees our ERM process, including the management of risks from cybersecurity threats. The Board and the Audit Committee receive regular presentations and reports on cybersecurity risks from our CISO, which can include a wide range of topics such as recent developments, evolving standards, security effectiveness, vulnerability assessments, third-party and independent reviews, the current and evolving threat environment, incident response planning, remediation efforts, employee training and awareness (such as the results of our annual cybersecurity training), technological trends and information security considerations arising with respect to our peers and third parties. On a quarterly basis, our Audit Committee discusses our approach to cybersecurity risk management with our CISO and other members of management, including planned initiatives to

help the Board evaluate the effectiveness of our cybersecurity program. One of our independent directors, Ms. Hammoud, a seasoned software executive, is a member of the Audit Committee and also provides direct guidance on cybersecurity matters to our CISO outside of regularly scheduled Audit Committee and Board meetings.

Our CISO, in coordination with our Executive Steering Committee, which includes our CEO, our Chief Financial Officer ("CFO"), our Executive Vice President, Engineering, our Senior Director, IT and our General Counsel, works collaboratively across the Company to implement a cybersecurity risk management program intended to protect our information systems from cybersecurity threats and to promptly respond to any Cybersecurity Events in accordance with our incident response and recovery plans. As part of that program, multidisciplinary teams across the Company (both standing, regular teams and special teams as needed) are deployed to provide governance over cybersecurity issues, address cybersecurity threats and to respond to Cybersecurity Events. Through ongoing communications with these teams, our CISO and management monitor the prevention, detection, mitigation and remediation of cybersecurity threats and incidents and report such threats and incidents to the Audit Committee, and in certain incidents to the Board, when appropriate.
Our CISO has served in various roles in risk management and enterprise and cybersecurity for over 20 years, including serving as Deputy CISO at a global cybersecurity software company. Our CISO has attained numerous professional certifications, including Certified Information Systems Security Professional; Certified in Risk and Information Systems Control; Certified Information Security Manager; Certified Information Systems Auditor; and GIAC Security Operations Manager. Our CEO, who has decades of software engineering experience, has served as our CEO and as a member of our Board for fourteen years, during which time he has overseen our ERM program, including risks arising from cybersecurity threats. Our CFO and General Counsel each have more than 20 years of experience managing risks, including both at the Company and with other public companies. The other members of our Executive Steering Committee are all experienced leaders in their respective areas of management with extensive SaaS operational experience.

In 2024, we did not identify any cybersecurity threats that materially affected or are reasonably likely to materially affect our business strategy, results of operations, cash flows or financial condition. However, despite our efforts, we cannot eliminate all risks from cybersecurity threats, nor provide assurances that we have not experienced undetected Cybersecurity Events. For additional information about these risks, see Part I, Item 1A, "Risk Factors" in this Annual Report on Form 10-K.**Cybersecurity Risk Management Processes Integrated [Flag]**true**Cybersecurity Risk Management Processes Integrated [Text Block]**
Our Board is actively involved in oversight of our risk management program, and cybersecurity represents an important component of our overall approach to enterprise risk management ("ERM"). Our cybersecurity policies, standards, processes and practices are integrated into our ERM program and are based on recognized frameworks established by the National Institute of Standards and Technology, the International Organization for Standardization and other applicable industry standards.
Cybersecurity Risk Management Third Party Engaged [Flag]true**Cybersecurity Risk Third Party Oversight and Identification Processes [Flag]**true**Cybersecurity Risk Materially Affected or Reasonably Likely to Materially Affect Registrant [Flag]**false**Cybersecurity Risk Board of Directors Oversight [Text Block]**
As discussed in more detail under the heading "Governance" below, our Board and management devote significant time to cybersecurity risk oversight. The Board annually reviews our overall cybersecurity risk profile to help ensure that sensitive data remains secure in an ever-changing threat landscape, including risk preparedness and mitigation strategies. This assessment considers a range of factors, including our business objectives, the threat landscape, industry trends and regulatory requirements.
Cybersecurity Risk Board Committee or Subcommittee Responsible for Oversight [Text Block]
The Audit Committee of the Board ("Audit Committee") oversees our cybersecurity risk management and regularly meets, not less than quarterly, with our Chief Information Security Officer ("CISO") and other members of management, including those with significant roles in our cybersecurity efforts. Our Executive Steering Committee, described below, provides senior management oversight to our cybersecurity program.
Cybersecurity Risk Process for Informing Board Committee or Subcommittee Responsible for Oversight [Text Block]
The Audit Committee of the Board ("Audit Committee") oversees our cybersecurity risk management and regularly meets, not less than quarterly, with our Chief Information Security Officer ("CISO") and other members of management, including those with significant roles in our cybersecurity efforts.
Cybersecurity Risk Role of Management [Text Block]
Our CISO, in coordination with our Executive Steering Committee, which includes our CEO, our Chief Financial Officer ("CFO"), our Executive Vice President, Engineering, our Senior Director, IT and our General Counsel, works collaboratively across the Company to implement a cybersecurity risk management program intended to protect our information systems from cybersecurity threats and to promptly respond to any Cybersecurity Events in accordance with our incident response and recovery plans. As part of that program, multidisciplinary teams across the Company (both standing, regular teams and special teams as needed) are deployed to provide governance over cybersecurity issues, address cybersecurity threats and to respond to Cybersecurity Events. Through ongoing communications with these teams, our CISO and management monitor the prevention, detection, mitigation and remediation of cybersecurity threats and incidents and report such threats and incidents to the Audit Committee, and in certain incidents to the Board, when appropriate.**Cybersecurity Risk Management Positions or Committees Responsible [Flag]**true**Cybersecurity Risk Management Positions or Committees Responsible [Text Block]**
Our CISO, in coordination with our Executive Steering Committee, which includes our CEO, our Chief Financial Officer ("CFO"), our Executive Vice President, Engineering, our Senior Director, IT and our General Counsel, works collaboratively across the Company to implement a cybersecurity risk management program intended to protect our information systems from cybersecurity threats and to promptly respond to any Cybersecurity Events in accordance with our incident response and recovery plans. As part of that program, multidisciplinary teams across the Company (both standing, regular teams and special teams as needed) are deployed to provide governance over cybersecurity issues, address cybersecurity threats and to respond to Cybersecurity Events.
Cybersecurity Risk Management Expertise of Management Responsible [Text Block]
Our CISO has served in various roles in risk management and enterprise and cybersecurity for over 20 years, including serving as Deputy CISO at a global cybersecurity software company. Our CISO has attained numerous professional certifications, including Certified Information Systems Security Professional; Certified in Risk and Information Systems Control; Certified Information Security Manager; Certified Information Systems Auditor; and GIAC Security Operations Manager. Our CEO, who has decades of software engineering experience, has served as our CEO and as a member of our Board for fourteen years, during which time he has overseen our ERM program, including risks arising from cybersecurity threats. Our CFO and General Counsel each have more than 20 years of experience managing risks, including both at the Company and with other public companies. The other members of our Executive Steering Committee are all experienced leaders in their respective areas of management with extensive SaaS operational experience.**Cybersecurity Risk Process for Informing Management or Committees Responsible [Text Block]**
Through ongoing communications with these teams, our CISO and management monitor the prevention, detection, mitigation and remediation of cybersecurity threats and incidents and report such threats and incidents to the Audit Committee, and in certain incidents to the Board, when appropriate.
Cybersecurity Risk Management Positions or Committees Responsible Report to Board [Flag]true**
- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection c -Paragraph 1Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection c -Paragraph 1

+ Details
Name:cyd_CybersecurityRiskBoardCommitteeOrSubcommitteeResponsibleForOversightTextBlock Namespace Prefix:cyd_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection c -Paragraph 1Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection c -Paragraph 1

+ Details
Name:cyd_CybersecurityRiskBoardOfDirectorsOversightTextBlock Namespace Prefix:cyd_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection c -Paragraph 2 -Subparagraph iReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection c -Paragraph 2 -Subparagraph i

+ Details

Name:cyd_CybersecurityRiskManagementExpertiseOfManagementResponsibleTextBlock Namespace Prefix:cyd_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection c -Paragraph 2 -Subparagraph iReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection c -Paragraph 2 -Subparagraph i

+ Details

Name:cyd_CybersecurityRiskManagementPositionsOrCommitteesResponsibleFlag Namespace Prefix:cyd_ Data Type:i:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection c -Paragraph 2 -Subparagraph iiiReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection c -Paragraph 2 -Subparagraph iii

+ Details

Name:cyd_CybersecurityRiskManagementPositionsOrCommitteesResponsibleReportToBoardFlag Namespace Prefix:cyd_ Data Type:i:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection c -Paragraph 2 -Subparagraph iReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection c -Paragraph 2 -Subparagraph i

+ Details

Name:cyd_CybersecurityRiskManagementPositionsOrCommitteesResponsibleTextBlock Namespace Prefix:cyd_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection b -Paragraph 1Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection b -Paragraph 1

+ Details

Name:cyd_CybersecurityRiskManagementProcessesForAssessingIdentifyingAndManagingThreatsTextBlock Namespace Prefix:cyd_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection b -Paragraph 1 -Subparagraph iReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection b -Paragraph 1 -Subparagraph i

+ Details

Name:cyd_CybersecurityRiskManagementProcessesIntegratedFlag Namespace Prefix:cyd_ Data Type:i:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection b -Paragraph 1 -Subparagraph iReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection b -Paragraph 1 -Subparagraph i

+ Details

Name:cyd_CybersecurityRiskManagementProcessesIntegratedTextBlock Namespace Prefix:cyd_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K

+ Details

Name:cyd_CybersecurityRiskManagementStrategyAndGovernanceLineItems Namespace Prefix:cyd_ Data Type:i:stringItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection b -Paragraph 1 -Subparagraph iiReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection b -Paragraph 1 -Subparagraph ii

+ Details

Name:cyd_CybersecurityRiskManagementThirdPartyEngagedFlag Namespace Prefix:cyd_ Data Type:i:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection b -Paragraph 2Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection b -Paragraph 2

+ Details

Name:cyd_CybersecurityRiskMateriallyAffectedOrReasonablyLikelyToMateriallyAffectRegistrantFlag Namespace Prefix:cyd_ Data Type:i:booleanItemType Balance Type: na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection c -Paragraph 1Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection c -Paragraph 1

+ Details

Name:cyd_CybersecurityRiskProcessForInformingBoardCommitteeOrSubcommitteeResponsibleForOversightTextBlock Namespace Prefix:cyd_ Data Type:

dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection c -Paragraph 2 -Subparagraph iiReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection c -Paragraph 2 -Subparagraph ii

+ Details

Name:cyd_CybersecurityRiskProcessForInformingManagementOrCommitteesResponsibleTextBlock Namespace Prefix:cyd_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection c -Paragraph 2Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection c -Paragraph 2

+ Details

Name:cyd_CybersecurityRiskRoleOfManagementTextBlock Namespace Prefix:cyd_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Section 106 -Subsection b -Paragraph 1 -Subparagraph iiiReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Section 16K -Subsection b -Paragraph 1 -Subparagraph iii

+ Details

Name:cyd_CybersecurityRiskThirdPartyOversightAndIdentificationProcessesFlag Namespace Prefix:cyd_ Data Type:i:booleanItemType Balance Type:na Period Type: duration XML 54 R34.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies (Policies)12 Months Ended

Dec. 31, 2024

Accounting Policies [Abstract] Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block]

These Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP").

Principles of Consolidation and Basis of Presentation Dollar amounts

Dollar Amounts

The dollar amounts presented in the tabular data within these footnote disclosures are stated in thousands of dollars, except per share amounts, or as noted within the context of each footnote disclosure. Use of estimates

Use of Estimates

The preparation of these Consolidated Financial Statements in conformity with GAAP requires the Company to make certain estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses during the reporting period. The judgment required in the Company's estimation process, as well as issues related to the assumptions, risks and uncertainties inherent in determining the nature and timing of satisfaction of performance obligations and determining the standalone selling price of performance obligations, affect the amounts of revenue, expenses, unbilled receivables and deferred revenue. Estimates are also used for, but not limited to, receivables, allowance for credit losses, the determination of the period of benefit for deferred commissions, operating lease right-of-use assets and operating lease liabilities, useful lives of assets, depreciation and amortization, income taxes and deferred tax asset valuation, valuation of stock awards, other current liabilities and accrued liabilities. Numerous internal and external factors can affect estimates. Actual results could differ from those estimates and such differences could be material to the Company's consolidated financial position and results of operations. Cash and Cash Equivalents, Policy [Policy Text Block]

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less at the time of purchase, or the ability to be settled in cash within a period of three months, to be cash equivalents. The Company has a cash management program that provides for the investment of excess cash balances, primarily in short-term treasury and money market instruments. Trade and Other Accounts Receivable, Unbilled Receivables, Policy [Policy Text Block]Trade and Other Receivables

Trade and other receivables are primarily comprised of trade receivables, net of allowance for credit losses, contract assets and unbilled receivables. The Company records trade accounts receivable for its unconditional rights to consideration arising from the Company's performance under contracts with customers. The Company's standard billing terms are generally within thirty to sixty days from the date of the invoice. The carrying value of such receivables, net of the allowance for credit losses, represents their estimated net realizable value. When developing its estimate of expected credit losses on trade and other receivables, the Company considers the available information relevant to assessing the collectability of cash flows, which includes a combination of both internal and external information relating to past events, current conditions, and future forecasts as well as relevant qualitative and quantitative factors that relate to the environment in which the Company operates.

Contract assets represent conditional rights to consideration that have been recognized as revenue in advance of billing the customer. Unbilled receivables represent unconditional rights to consideration arising from revenue that have been recognized in advance of billing the customer. Prepaid Expenses and Other Assets [Policy Text Block]Prepaid Expenses and Other Assets

Prepaid expenses and other assets consist primarily of prepaid third-party software subscription and license fees, deferred project costs and prepaid taxes. Property, Plant and Equipment, Policy [Policy Text Block]

Property and Equipment, Net

Property and equipment are recorded at cost, less accumulated depreciation. Maintenance, repairs and minor replacements are charged to expense as incurred. Depreciation on property and equipment, with the exception of leasehold improvements, is recorded using the straight-line method over the estimated useful lives of the assets. Depreciation on leasehold improvements is recorded using the shorter of the lease term or useful life. When property is retired or disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gains or losses are reflected in the Consolidated Statements of Comprehensive Loss in the period of disposal. Internal-use software

Internal-Use Software

Costs incurred to develop internal-use software during the application development stage are capitalized, stated at cost, and depreciated using the straight-line method over the estimated useful lives of the assets. Application development stage costs generally include salaries and personnel costs and third-party contractor expenses associated with internal-use software development, configuration and coding. Capitalization of such costs begins when the preliminary project stage is complete and ceases at the point in which the project is substantially complete and is ready for its intended purpose. Capitalized internal-use software is included in property and equipment, net in the Consolidated Balance Sheets. Lessee, Leases [Policy Text Block]

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, current operating lease liabilities and noncurrent operating lease liabilities in the Company's Consolidated Balance Sheets.

ROU assets represent the Company's right to use an underlying asset over the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. The Company includes any anticipated lease incentives in the determination of lease liability.

The Company uses its estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments. The Company gives consideration to its recent debt issuances as well as publicly available data for instruments with similar characteristics when determining its incremental borrowing rates.

The Company's lease terms will include options to extend the lease when it is reasonably certain the Company will exercise that option. Leases with a term of 12 months or less are not recorded on the Company's Consolidated Balance Sheets. The Company's lease agreements do not contain any residual value guarantees.

Revenue Recognition, Customer Acquisitions [Policy Text Block]

Deferred Costs

Sales commissions earned by the Company's sales representatives are considered incremental and recoverable costs of obtaining a customer contract. Sales commissions are capitalized and amortized on a straight-line basis over the period of benefit, which the Company has determined to be five to eight years. The Company determined the period of benefit by taking into consideration its customer contracts and expected renewals of those customer contracts (as the Company currently does not pay an incremental sales commission for contract renewals). The Company also capitalizes amounts earned by employees other than sales representatives who earn incentive payments under compensation plans that are also tied to the value of customer contracts acquired. There were no such amounts capitalized in the years ended December 31, 2024 and 2023. Amortization of deferred costs is included in selling and marketing expense in the Consolidated Statements of Comprehensive Loss.

Deferred Charges, Policy [Policy Text Block]

Deferred Implementation Costs

The Company capitalizes certain contract fulfillment costs, including personnel and other costs (such as hosting, employee salaries, benefits and payroll taxes), associated with contract arrangements where services are not distinct from other undelivered performance obligations in its customer contracts. The Company analyzes implementation costs and capitalizes those costs directly related to customer contracts that are expected to be recoverable. Deferred implementation costs are amortized ratably over the remaining contract term once the revenue recognition criteria for the respective performance obligation has been met and revenue recognition commences. Deferred implementation costs are included in prepaid and other current assets and other assets, noncurrent in the Consolidated Balance Sheets. Amortization of deferred implementation costs is included in cost of subscription and cost of services revenues in the Consolidated Statements of Comprehensive Loss.

Revenue Recognition, Deferred Revenue [Policy Text Block] ***Deferred Revenue***

Deferred revenue primarily consists of customer invoicing in advance of revenues being recognized. The Company generally invoices its customers annually in advance for subscription services and maintenance and support. Deferred revenue anticipated to be recognized during the next twelve-month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent deferred revenue.

Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] ***Impairment of Long-Lived Assets***

Long-lived assets are reviewed for impairment whenever an event or change in circumstances indicates that the carrying amount of an asset or group of assets may not be recoverable. The impairment review includes comparison of future cash flows expected to be generated by the asset or group of assets with the associated assets' carrying value. If the carrying value of the asset or group of assets exceeds its expected future cash flows (undiscounted and without interest charges), an impairment loss is recognized to the extent that the carrying amount of the asset exceeds its fair value.

Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block]

Intangible Assets and Goodwill

The Company has recorded intangible assets and goodwill in connection with past business combinations. Intangible assets that have finite lives are amortized over their useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. During this review, the Company reevaluates the significant assumptions used in determining the original cost and estimated lives of the intangible assets. Although the assumptions may vary from asset to asset, they generally include operating results, changes in the use of the asset, cash flows and other indicators of value. Management then determines whether the remaining useful life continues to be appropriate or whether there has been an impairment of the intangible assets based primarily upon whether expected future undiscounted cash flows are sufficient to support the assets group's recovery. If impairment exists, the Company would adjust the carrying value of the assets to fair value, generally determined by a discounted cash flow analysis.

Goodwill represents the excess of the purchase consideration over the net of the acquisition-date fair value of identifiable assets acquired, including identifiable intangible assets, and liabilities assumed in connection with business combinations. Goodwill is not amortized but is assessed for impairment as of November 30 of each fiscal year, or more frequently if events or changes in circumstances indicate the fair value of the Company's sole reporting unit has been reduced below its carrying value. When conducting the annual goodwill impairment assessment, a two-step process is used. The first step is to perform an optional qualitative evaluation as to whether it is more likely than not that the fair value of the Company's sole reporting unit is less than its carrying value, using an assessment of relevant events and circumstances. In performing this assessment, the Company is required to make assumptions and judgments including but not limited to an evaluation of macroeconomic conditions as they relate to the business, industry and market trends, as well as the overall future financial performance of the reporting unit and future opportunities in the markets in which it operates. If it is determined that it is not more likely than not that the fair value of the reporting unit is less than its carrying value, no additional tests are required to be performed in assessing goodwill for impairment. However, if the Company concludes otherwise or elects not to perform the qualitative assessment, the Company performs a second step, consisting of a quantitative assessment of goodwill impairment. This quantitative assessment requires the Company to compare the fair value of its reporting unit with its carrying value. If the carrying amount exceeds the fair value, an impairment charge will be recognized, however, loss cannot exceed the total amount of goodwill allocated to the reporting unit. Based on the results of the qualitative review of goodwill performed as of November 30, 2024, the Company did not identify any indicators of impairment. As such, the quantitative assessment described above was not necessary.

Investment, Policy ***Equity Investments***

Investments in equity securities of privately held companies without readily determinable fair value, where the Company does not exercise significant influence over the investee, are recorded at cost, less impairment and adjusted for subsequent observable price changes obtained from orderly transactions for identical or similar investments issued by the same investee. Adjustments resulting from impairment, fair value, or observable price changes are accounted for in the Consolidated Statements of Comprehensive Loss.

Fair Value of Financial Instruments, Policy [Policy Text Block] ***Financial Instruments***

The carrying amount of the Company's financial instruments, which include cash equivalents, receivables and accounts payable, and equity investments approximates their fair values at December 31, 2024 and 2023. For additional information on the Company's fair value measurements, see Note 9 to the Consolidated Financial Statements.

Debt, Policy [Policy Text Block] ***Convertible Senior Notes***

The Company records the principal amount of its convertible notes (the "Notes") as a liability. Issuance costs attributable to the Notes are being amortized on a straight-line basis over the respective terms of the Notes and are presented as a direct deduction from current portion of convertible debt, net and convertible debt, net, noncurrent in the Consolidated Balance Sheets.

Research, Development, and Computer Software, Policy [Policy Text Block] ***Research and Development***

Research and development costs for software sold to customers are generally expensed as incurred. These costs include salaries and personnel costs, including employee benefits, third-party contractor expenses, software development tools, an allocation of facilities and depreciation expenses and other expenses in developing new solutions and upgrading and enhancing existing solutions.

Software Development Costs

Capitalization of software development costs for software to be sold, leased, or otherwise marketed begins upon the establishment of technological feasibility, which is generally the completion of a working prototype that has been certified as having no critical bugs and is a release candidate. Amortization begins once the software is ready for its intended use, generally based on the pattern in which the economic benefits will be consumed. To date, software development costs incurred between completion of a working prototype and general availability of the related product have not been material.

Revenue recognition ***Revenue Recognition***

The Company derives its revenues primarily from subscriptions, services, and associated software maintenance and support.

The Company determines revenue recognition through the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the customer contract(s);
- determination of the transaction price;
- allocation of the transaction price to each performance obligation in the customer contract(s); and
- recognition of revenue when, or as, the Company satisfies a performance obligation.

Subscription revenue

Subscription revenue primarily consists of subscription fees that give customers access to one or more of the Company's cloud applications with related customer support. The Company generally recognizes subscription revenue ratably over the contractual term of the arrangement beginning with commencement of service. Subscription revenue related to certain offerings, where the overage fees are based on a number of transactions, are recognized on an expected value basis. The Company's subscription contracts do not provide customers with the right to take possession of the software supporting the service and, as a result, are accounted for as service contracts. The Company's subscription contracts are generally one to five years in length and primarily billed annually in advance.

Maintenance and support revenue

Maintenance and support revenue includes customer support for on-premises licenses and the right to unspecified software updates and enhancements. The Company recognizes revenue from maintenance and support arrangements ratably over the period in which the services are provided. The Company's maintenance and support contracts are generally one year in length, billed annually in advance, and non-cancelable.

Services revenue

Services revenue primarily consists of fees for configuration services, consulting and training. The Company typically sells its services either on a fixed-fee or time-and-material basis. Services revenue is generally recognized as the services are performed for time and material contracts, or on a proportional performance basis for fixed-price contracts. Training revenue is recognized as the services are rendered.

Judgments are required in determining whether services contained in the Company's customer subscription contracts are considered distinct, including whether the services are capable of being distinct and whether they are separately identifiable. Services deemed to be distinct are accounted for as a separate performance obligation on a relative standalone selling price basis and revenue is recognized as the services are performed. If services are determined not to be distinct, the services and the subscription are considered to be a single performance obligation and revenue is recognized over the contractual term of the subscription beginning on the date subscription services are made available to the customer. The associated revenue is allocated between subscription and services.

Customer contracts with multiple performance obligations

A portion of the Company's customer contracts contain multiple performance obligations. Judgment is required in determining whether multiple performance obligations contained in a single customer contract are capable of being distinct and are separately identifiable. An obligation determined to be distinct is accounted for as a separate performance obligation and revenue for that separate performance obligation is recognized when, or as, the Company satisfies the performance obligation. If obligations are determined not to be distinct, those obligations are accounted for as a single, combined performance obligation. The transaction price is allocated to each performance obligation on a relative standalone selling price basis.

Disaggregation of revenue

The Company categorizes revenue from external customers by geographic area based on the location of the customer's headquarters. For additional information regarding the Company's revenue by geography, see Note 17 to the Consolidated Financial Statements.

Foreign Currency Transactions and Translations Policy [Policy Text Block]

Foreign Currency

The Company has certain contracts denominated in foreign currencies and therefore a portion of the Company's revenue is subject to foreign currency risks. Gains and losses from foreign currency transactions, such as those resulting from the settlement of receivables, are classified in other income, net included in the accompanying Consolidated Statements of Comprehensive Loss.

The functional currency of PROS France SAS ("PROS France") is the Euro. The financial statements of this subsidiary are translated into U.S. dollars using period-end rates of exchange for assets and liabilities, historical rates of exchange for equity, and average rates of exchange for the period for revenue and expenses. Translation gains (losses) are recorded in accumulated other comprehensive loss as a component of stockholders' (deficit) equity.

Noncash share-based compensation

Noncash Share-Based Compensation

The Company's Amended and Restated 2017 Equity Incentive Plan (the "2017 Stock Plan") provides for noncash share-based compensation through the grant of: (i) restricted stock awards; (ii) restricted stock unit awards – time, performance and market-based ("RSUs"); (iii) stock options; (iv) stock appreciation rights ("SARs"); (v) phantom stock; and (vi) performance awards, such as market stock units ("MSUs"). To date, the Company has granted RSUs and MSUs from this plan.

The Company issues common stock from its pool of authorized stock upon exercise of stock options, settlement of SARs and MSUs or upon vesting of RSUs.

In November 2021, the Company granted inducement awards in an aggregate amount of 332,004 shares in accordance with NYSE Rule 303A.08. These inducement awards were in the form of RSUs granted to certain new employees in connection with the acquisition of PROS Florida LLC (formerly EveryMundo, LLC, and hereafter "EveryMundo").

As part of the EveryMundo acquisition in November 2021, the purchase agreement included equity consideration of 273,120 shares of the Company's common stock to be issued to the recipients contingent on their employment with

the Company during a two-year period. Based on the underlying agreements, this portion of the consideration was determined to represent post-combination noncash share-based compensation expense from an accounting perspective as opposed to purchase consideration. The equity consideration stock awards were fully vested and expensed as of December 31, 2023.

The following table presents the number of awards outstanding for each award type as of December 31, 2024 and 2023 (in thousands):

December 31, Award type	2024	2023
Restricted stock units (time-based)	2,660	2,767
Market stock units	439	358

Restricted stock units. The fair value of the RSUs (time-based) is based on the closing price of the Company's stock on the date of grant and is amortized over the vesting period.

Market stock units. MSUs are performance-based awards that vest based upon the Company's relative shareholder return. The actual number of MSUs that will be eligible to vest is based on the total shareholder return of the Company relative to the total shareholder return of the Russell 2000 Index ("Index") over a 3-year period ending December 31, 2025, December 31, 2026 and December 31, 2027 ("Performance Period"), respectively. The MSUs will vest on January 31, 2026, January 31, 2027 and January 31, 2028, respectively. The maximum number of shares issuable upon vesting is 200% of the MSUs initially granted based on the average price of the Company's common stock relative to the Index during the Performance Period. The Company estimates the fair value of MSUs on the date of grant using a Monte Carlo simulation model. The determination of the fair value of the MSUs is affected by the Company's stock price and a number of assumptions including the expected volatility of the Company's stock and the Index, its risk-free interest rate and expected dividends. The Company's expected volatility at the date of grant was based on the historical volatilities of the Company and the Index over the Performance Period.

Equity consideration. The fair value of the equity consideration stock awards is based on the closing price of the Company's stock on the date of grant and is amortized over the vesting period.

If factors change and the Company employs different assumptions, noncash share-based compensation expense may differ significantly from what has been recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, the Company may be required to accelerate, increase or cancel any remaining unearned noncash share-based compensation expense. Future noncash share-based compensation expense and unearned noncash share-based compensation will increase to the extent that the Company grants additional equity awards to employees.

At December 31, 2024, there were an estimated $71.5 million of total unrecognized compensation costs related to noncash share-based compensation arrangements. These costs will be recognized over a weighted average period of 2.6 years. For further discussion of the Company's noncash share-based compensation plans, see Note 12 to the Consolidated Financial Statements.

Income Taxes

The Company uses the asset and liability method to account for income taxes, including recognition of deferred tax assets and liabilities for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective tax basis. The Company reviews its deferred tax assets for recovery. A valuation allowance is established when the Company believes it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in the valuation allowance from period to period are included in the Company's tax provision in the period of change.

The Company accounts for uncertain income tax positions recognized in an enterprise's financial statements in accordance with the income tax topic of the ASC issued by the FASB. This interpretation requires companies to use a prescribed model for assessing the financial recognition and measurement of all tax positions taken or expected to be taken in its tax returns. This guidance provides clarification on recognition, classification, interest and penalties, accounting in interim periods, disclosures and transition. The Company recognizes accrued interest and penalties related to income taxes, if any, as a component of income tax expense. For additional information regarding the Company's income taxes, see Note 13

Segment Reporting, Policy [Policy Text Block]

Segment Reporting

The Company reports as one operating segment with the Chief Executive Officer ("CEO") acting as the Company's chief operating decision maker. The Company's CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has a single reporting unit, and there are no segment managers who are held accountable for operations, operating results or components below the consolidated unit level.

Earnings per share

Earnings Per Share

The Company computes basic earnings (loss) per share by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed by giving effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible notes using the if-converted method. Dilutive potential common shares consist of shares issuable upon the vesting of restricted stock units, market stock units and equity consideration. When the Company incurs a net loss, the effect of the Company's outstanding restricted stock units, market stock units, equity consideration and convertible notes are not included in the calculation of diluted earnings (loss) per share as the effect would be anti-dilutive. Accordingly, basic and diluted net loss per share are identical.

Recent accounting pronouncements

Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and other segment items on an annual and interim basis. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The ASU is to be applied retrospectively to all prior periods presented in the financial statements. The Company adopted the new standard in the fourth quarter of 2024, see Note 17 to the Consolidated Financial Statements.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures, which requires additional disclosure of certain costs and expenses within the notes to the financial statements. The new standard is effective for annual periods beginning after December 15, 2026 and interim periods beginning in the first quarter of fiscal year 2028. Early adoption is permitted. The new standard is to be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures which expands disclosures in an entity's income tax rate reconciliation table and disclosures regarding income taxes paid by jurisdiction. The new standard is effective for annual periods beginning after December 15, 2024, and early adoption is permitted. The new standard is to be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.

With the exception of the new standards discussed above, there have been no other recent accounting pronouncements or changes in accounting pronouncements during the year ended December 31, 2024, that are of significance or potential significance to the Company.

- Definition

Dollar Amounts [Policy Text Block]

+ References

No definition available.

+ Details

Name:pro_DollarAmountsPolicyTextBlock Namespace Prefix:pro_ Data Type:dtr-types1:textBlockItemType Balance Type:na Period Type:duration

- Definition

Prepaid expenses and other assets [Policy Text Block]

+ References

No definition available.

+ Details

Name:pro_PrepaidexpensesandotherassetsPolicyTextBlock Namespace Prefix:pro_ Data Type:dtr-types1:textBlockItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

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

- Definition

Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-1

+ Details

Name:us-gaap_CashAndCashEquivalentsPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy related to debt. Includes, but is not limited to, debt issuance costs, the effects of refinancings, method of amortizing debt issuance costs and original issue discount, and classifications of debt.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1

+ Details

Name:us-gaap_DebtPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for deferral and amortization of significant deferred charges.

+ 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_DeferredChargesPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2

+ Details

Name:us-gaap_EarningsPerSharePolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for determining the fair value of financial instruments.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 825 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-1

+ Details

Name:us-gaap_FairValueOfFinancialInstrumentsPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for (1) transactions denominated in a currency other than the reporting enterprise's functional currency, (2) translating foreign currency financial statements that are incorporated into the financial statements of the reporting enterprise by consolidation, combination, or the equity method of accounting, and (3) remeasurement of the financial statements of a foreign reporting enterprise in a hyperinflationary economy.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/830/tableOfContent

+ Details

Name:us-gaap_ForeignCurrencyTransactionsAndTranslationsPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period

Type:duration

- Definition

Disclosure of accounting policy for goodwill. This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent

+ Details

Name:us-gaap_GoodwillAndIntangibleAssetsGoodwillPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for recognizing and measuring the impairment of long-lived assets. An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.CC) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480091/360-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 05 -Paragraph 4 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482338/360-10-05-4

+ Details

Name:us-gaap_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-20Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-19Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(h)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 5: 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 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-1

+ Details

Name:us-gaap_IncomeTaxPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for costs incurred when both (1) the software is acquired, internally developed, or modified solely to meet the entity's internal needs, and (2) during the software's development or modification, no substantive plan exists or is being developed to market the software externally.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 40 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-40/tableOfContent

+ Details

Name:us-gaap_InternalUseSoftwarePolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for investment in financial asset.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(3)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(f)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(f)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(f)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 12 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 19 -Subparagraph (2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-19

+ Details

Name:us-gaap_InvestmentPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for leasing arrangement entered into by lessee.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-1

+ Details

Name:us-gaap_LesseeLeasesPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact.

+ References

No definition available.

+ Details

Name:us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent

+ Details

Name:us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections.

+ 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 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 6 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-1

+ Details

Name:us-gaap_PropertyPlantAndEquipmentPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for its research and development and computer software activities including the accounting treatment for costs incurred for (1) research and development activities, (2) development of computer software for internal use, (3) computer software to be sold, leased or otherwise marketed as a separate product or as part of a product or process and (4) in-process research and development acquired in a purchase business combination.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/985-20/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 40 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-40/tableOfContentReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 730 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/730/tableOfContent

+ Details

Name:us-gaap_ResearchDevelopmentAndComputerSoftwarePolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for incremental direct costs incurred related to the acquisition or origination of a customer contract in a transaction that results in revenue deferral (that is, whether such costs are expensed as incurred or deferred and charged to expense in proportion to the revenue recognized.) Also describes the entity's policy for determining which costs are capitalized as contract acquisition or origination costs.

+ References

No definition available.

+ Details

Name:us-gaap_RevenueRecognitionCustomerAcquisitions Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for recognizing unearned income or deferred revenue related to transactions involving the sale of a product or performance of services.

+ References

No definition available.

+ Details

Name:us-gaap_RevenueRecognitionDeferredRevenue Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 3: http://www.xbrl.org/2003/role/exampleRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4

+ Details

Name:us-gaap_RevenueRecognitionPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for segment reporting.

+ 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/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 36 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-36Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29

+ Details

Name:us-gaap_SegmentReportingPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for award under share-based payment arrangement. Includes, but is not limited to, methodology and assumption used in measuring cost.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.C.Q3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.1.Q5) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.3.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.2.Q6) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -

Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationOptionAndIncentivePlansPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration

- Definition

Disclosure of accounting policy for treatment of receivables that are billable but have not been billed as of the balance sheet date.

+ 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(3)(c)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/310/tableOfContent

+ Details

Name:us-gaap_TradeAndOtherAccountsReceivableUnbilledReceivablesPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-8

+ Details

Name:us-gaap_UseOfEstimates Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 55 R35.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies (Tables)12 Months Ended

Dec. 31, 2024

Accounting Policies [Abstract] Disclosure of Share-based Compensation Arrangements by Share-based Payment Award [Table Text Block]

The following table presents the number of awards outstanding for each award type as of December 31, 2024 and 2023 (in thousands):

	December 31,	Award type	2024	2023
Restricted stock units (time-based)	2,660	2,767		
Market stock units	439	358		

- References

No definition available.

+ Details

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

- Definition

Tabular disclosure of share-based payment arrangement.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name: us-gaap_DisclosureOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTextBlock **Namespace Prefix:** us-gaap_ **Data Type:** dtr-types:textBlockItemType **Balance Type:** na **Period Type:** duration **XML** 56 R36.htm **IDEA: XBRL DOCUMENT**
Trade and Other Receivables, Net (Tables) **12 Months Ended**
Dec. 31, 2024
Receivables [Abstract] **Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block]**

Accounts receivable at December 31, 2024 and 2023, consists of the following (in thousands):

	December 31,	2024	2023
Accounts and other receivables	$58,655	$41,826	
Contract assets and unbilled receivables	7,249	7,806	
Total receivables	65,904	49,632	
Less: Allowance for credit losses	(922)	(574)	
Trade and other receivables, net	$64,982	$49,058	

- References

No definition available.

+ Details

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

- Definition

Tabular disclosure of the various types of trade accounts and notes receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables.

+ 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(4)) -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(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name: us-gaap_ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock **Namespace Prefix:** us-gaap_ **Data Type:** dtr-types:textBlockItemType **Balance Type:** na **Period Type:** duration **XML** 57 R37.htm **IDEA: XBRL DOCUMENT**
Property and Equipment, net (Tables) **12 Months Ended**
Dec. 31, 2024
Property, Plant and Equipment [Abstract] **Property, Plant and Equipment [Table Text Block]**

Property and equipment, net as of December 31, 2024 and 2023 consists of the following:

	December 31,	Estimated useful life	2024	2023
Furniture and fixtures	5-10 years	$6,108	$6,300	
Computers and equipment	3-5 years	5,227	14,216	
Software	3-6 years	5,558	5,552	
Capitalized internal-use software development costs	3 years	10,843	11,879	
Leasehold improvements	**Shorter of lease term or useful life**	20,802	21,727	
Property and equipment, gross		48,538	59,674	
Less: Accumulated depreciation and amortization		(28,793)	(36,623)	
Property and equipment, net		$19,745	$23,051	

- References

No definition available.

+ Details

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

- Definition

Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation.

+ 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/1943274/2147482099/360-10-50-1

+ Details

Name:us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 58 R38.htm IDEA: XBRL DOCUMENT

Leases (Tables) 12 Months Ended

Dec. 31, 2024

Leases [Abstract] Lease, Cost [Table Text Block] The components of operating lease expense were as follows (in thousands):

Year Ended December 31,	2024	2023	2022
Operating lease cost	$6,548	$6,684	$8,576
Variable lease cost	5,064	5,408	4,264
Sublease income	(48)	(285)	(222)
Total lease cost	$11,564	$11,807	$12,618

Supplemental Cash Flow Information Related to Leases [Table Text Block]

Supplemental information related to leases was as follows (in thousands):

Year Ended December 31,	2024	2023	2022
Cash paid for amounts included in the measurement of lease liability:			
Cash paid for operating lease liabilities	$7,335	$8,673	$8,423
Right-of-use asset obtained in exchange for operating lease liability	$5,976	$3,207	$787

Supplemental Balance Sheet Information Related to Leases [Table Text Block]

	December 31, 2024	December 31, 2023
Weighted average remaining lease term:		
Operating leases	7.5 years	8.4 years
Weighted average discount rate:		
Operating leases	6.12 %	8.13 %

Lessee, Operating Lease, Liability, Maturity [Table Text Block] As of December 31, 2024, maturities of lease liabilities were as follows (in thousands):

Year Ending December 31,	Amount
2025	$7,827
2026	3,900
2027	3,808
2028	3,861
2029	3,913
Thereafter	14,486
Total operating lease payments	37,795
Less: Imputed interest	(7,698)
Total operating lease liabilities	$30,097

- Definition

[Table Text Block] for Supplemental Balance Sheet Information Related to Leases [Table]

+ References

No definition available.

+ Details

Name:pro_SupplementalBalanceSheetInformationRelatedtoLeasesTableTextBlock Namespace Prefix:pro_ Data Type:dtr-types1:textBlockItemType Balance Type:na Period Type:duration

- Definition

[Table Text Block]Supplemental Cash Flow Information Related to Leases [Table]

+ References

No definition available.

+ Details

Name:pro_SupplementalCashFlowInformationRelatedtoLeasesTableTextBlock Namespace Prefix:pro_ Data Type:dtr-types1:textBlockItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of lessee's lease cost. Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

Name:us-gaap_LeaseCostTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

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

- Definition

Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 59 R39.htm IDEA: XBRL DOCUMENT

Goodwill and Intangible Assets (Tables) 12 Months Ended

Dec. 31, 2024

Goodwill [Line Items] Schedule of Goodwill [Table Text Block]

The change in the carrying amount of goodwill for the years ended December 31, 2024 and 2023, was as follows (in thousands):

Balance as of December 31, 2022	$107,561
Foreign currency translation adjustments	299
Balance as of December 31, 2023	107,860
Foreign currency translation adjustments	(582)
Balance as of December 31, 2024	$107,278

Schedule of Finite-Lived Intangible Assets [Table Text Block] Intangible assets consisted of the following as of December 31, (in thousands):

December 31, 2024	Weighted average useful life (years)	Gross Carrying Amount	Accumulated Amortization*	Net Carrying Amount
Developed technology	6	$41,861	$37,055	$4,806
Maintenance relationships	8	3,327	3,327	—
Customer relationships	5	17,880	16,933	947
Trade name	8	2,100	809	1,291
Acquired technology	2	1,925	1,925	—
Total		$67,093	$60,049	$7,044

*Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of December 31, 2024.

December 31, 2023	Weighted average useful life (years)	Gross Carrying Amount	Accumulated Amortization*	Net Carrying Amount
Developed technology	6	$42,394	$34,314	$8,080
Maintenance relationships	8	3,424	3,424	—
Customer relationships	5	17,926	15,881	2,045
Trade name	8	2,100	547	1,553
Acquired technology	2	1,925	1,925	—
Total		$67,769	$56,091	$11,678

*Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of December 31, 2023.

Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]

As of December 31, 2024, the expected future amortization expense for the acquired intangible assets for each of the five succeeding years and thereafter was as follows (in thousands):

Year Ending December 31,	Amount
2025	$3,736
2026	2,533
2027	263
2028	263
2029	249
Thereafter	—
Total amortization expense	$7,044

- 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

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1A

+ Details

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

- Definition

Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2

+ Details

Name:us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1AReference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2

+ Details

Name:us-gaap_ScheduleOfGoodwillTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2

+ Details

Name:us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 60 R40.htm IDEA: XBRL DOCUMENT
Earnings per Share (Table)12 Months Ended
Dec. 31, 2024
Earnings Per Share [Abstract] Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]

The following table sets forth the computation of basic and diluted earnings per share:

	Year Ended December 31,		
	2024	2023	2022
Numerator:			
Net loss	$(20,475)	$(56,354)	$(82,246)
Denominator:			
Weighted average shares (basic)	47,116	46,155	45,269
Dilutive effect of potential common shares	—	—	—
Weighted average shares (diluted)	47,116	46,155	45,269
Basic loss per share	$(0.43)	$(1.22)	$(1.82)
Diluted loss per share	$(0.43)	$(1.22)	$(1.82)

- References

No definition available.

+ Details

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

- Definition

Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1

+ Details

Name:us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 61 R41.htm IDEA: XBRL DOCUMENT
Noncash Share-based Compensation (Tables)12 Months Ended
Dec. 31, 2024
Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Schedule of Share-based Compensation Expense

Noncash share-based compensation expense is allocated to expense categories on the Consolidated Statements of Comprehensive Loss. The following table summarizes noncash share-based compensation expense for the years ended December 31, 2024, 2023 and 2022 (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Share-based compensation:			
Cost of revenue	$4,576	$3,923	$3,898
Operating expenses:			
Selling and marketing	9,209	11,834	12,360
Research and development	8,799	10,524	12,496
General and administrative	18,170	16,076	13,960
Total included in operating expenses	36,178	38,434	38,816
Total share-based compensation expense	$40,754	$42,357	$42,714

Schedule of Nonvested Performance-based Units Activity [Table Text Block]The following table summarizes the Company's MSUs activity for the year ended December 31, 2024 (number of shares in thousands):

	Number of unvested awards	Weighted averagegrant date fair value	Weighted averageremaining contractualterm (years)
Unvested at December 31, 2023	358	$38.21	
Granted	180	39.95	
Vested	(30)	50.05	
Forfeited	(69)	50.05	
Expired	—	—	
Unvested at December 31, 2024	439	$36.25	1.23

Market Stock Units Valuation Assumptions [Table Text Block]
Significant weighted average assumptions used in the Monte Carlo simulation model for MSUs granted during the years ended December 31, 2024, 2023 and 2022 are as follows:

Year Ended December 31,	2024	2023	2022
Volatility	51.24%	63.26%	54.50%
Risk-free interest rate	4.14%	3.76%	1.20%
Expected award life in years	2.90	2.97	2.97
Dividend yield	—%	—%	—%

Restricted Stock Unit - time based [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block]

The following table summarizes the Company's unvested time-based RSUs as of December 31, 2024, and changes during the year then ended (number of shares in thousands):

	Number ofshares	Weighted averagegrant datefair value	Weighted averageremaining contractualterm (years)
Unvested at December 31, 2023	2,767	$30.50	
Granted	1,618	32.61	
Vested	(1,197)	31.58	
Forfeited	(528)	31.14	
Unvested at December 31, 2024	2,660	$31.17	2.47

- Definition

Tabular disclosure of the significant assumptions used during the year to estimate the fair value of Market Stock Units which are performance-based awards that vest based upon the Company's relative shareholder return.

+ References

No definition available.

+ Details

Name:pro_MarketStockUnitsValuationAssumptionsTableTextBlock Namespace Prefix:pro_ Data Type:dtr-types1:textBlockItemType Balance Type:na Period Type: duration

- Definition

Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix:us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of the changes in outstanding nonvested performance-based units.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ScheduleOfNonvestedPerformanceBasedUnitsActivityTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of the number and weighted-average grant date fair value for restricted stock and restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock and restricted stock units that were granted, vested, or forfeited during the year.

+ References

No definition available.

+ Details

Name:us-gaap_ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock Namespace Prefix:us-gaap_ Data Type: dtr-types:textBlockItemType 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

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Details

Name:us-gaap_AwardTypeAxis=pro_RestrictedStockUnittimebasedMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 62 R42.htm IDEA: XBRL DOCUMENT

Income Tax Disclosure (Tables) 12 Months Ended

Dec. 31, 2024

Income Tax Disclosure [Abstract] Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]

The income tax provision consisted of the following for the years ended December 31, 2024, 2023 and 2022 (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Current:			
Federal	$—	$—	$—
State and Foreign	1,314	933	932
	1,314	933	932
Deferred:			
Federal	—	—	—
State	—	—	—
Income tax provision	$1,314	$933	$932

Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]

The differences between the effective tax rates reflected in the total provision for income taxes and the U.S. federal statutory rate of 21% for the years ended December 31, 2024, 2023 and 2022, respectively, were as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Provision at the U.S. federal statutory rate	$(4,024)	$(11,639)	$(17,076)
Increase (decrease) resulting from:			
Nondeductible expenses	1,059	622	215
Statutory to GAAP income adjustment	(34)	28	238
Noncash share-based compensation	2,225	3,221	3,971
Other	275	117	(64)
Foreign withholding taxes	792	705	506
Cancellation of debt income	—	2,272	—
Incremental benefits for tax credits	(1,776)	(1,599)	(1,976)
Change in tax rate/income subject to lower tax rates	(61)	3,208	(865)
Change related to prior tax years	(751)	(774)	(662)
Change in valuation allowance	3,609	4,772	16,645
Income tax provision	$1,314	$933	$932

Schedule of Deferred Tax Assets and Liabilities [Table Text Block]

The tax effects of temporary differences and other tax attributes that give rise to significant portions of the deferred tax assets and liabilities as of December 31, 2024 and 2023 are as follows (in thousands):

	Year Ended December 31,	
	2024	2023
Noncurrent deferred taxes:		
Property and equipment	$(374)	$(869)
Noncash share-based compensation	2,729	3,363
Disallowed interest expense	4,961	7,347
Amortization	1,345	1,850
Operating lease right-of-use assets	(8,821)	(8,818)
Operating lease liabilities	11,830	12,312
R&E tax credit carryforwards	20,060	18,461
Capitalized research and development expenses	32,642	22,575
Deferred revenue	1,240	849
Federal Net Operating Losses ("NOLs")	83,875	90,964
State NOLs	2,244	2,267
State R&E tax credits	4,157	4,157
Foreign NOLs	17,184	15,132
Foreign tax credit carryforward	1,600	2,033
Other	(2,659)	(3,814)
Total noncurrent deferred tax assets	172,013	167,809
Less: Valuation allowance	(171,832)	(167,632)
Total net deferred tax asset	$181	$177

- References

No definition available.

+ Details

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

- Definition

Tabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning-of-the-year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the realizability of the related deferred tax asset in future years.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9

+ Details

Name:us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-2

+ Details

Name:us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations.

+ References

Reference 1: 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 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12

+ Details

Name:us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 63 R43.htm IDEA: XBRL DOCUMENT

Convertible debt (Tables) 12 Months Ended

Dec. 31, 2024

Debt Instrument [Line Items] Convertible Debt [Table Text Block]

The Notes consist of the following (in thousands):

	December 31, 2024	December 31, 2023
Principal	$266,816	$288,529
Debt premium, net of amortization	7,092	9,776
Debt issuance costs, net of amortization	(3,111)	(4,313)
Net carrying amount	$270,797	$293,992

The following table sets forth total interest expense recognized related to the Notes (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Coupon	$6,078	$5,145	$4,813
Amortization of debt issuance costs	1,202	1,349	1,491
Amortization of debt premium	(2,684)	(612)	—
Total	$4,596	$5,882	$6,304

- Definition

Tabular disclosure of convertible debt instrument. Includes, but is not limited to, principal amount and amortized premium or discount.

+ References

No definition available.

+ Details

Name:us-gaap_ConvertibleDebtTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType 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

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1

+ Details

Name:us-gaap_DebtInstrumentLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 64 R44.htm IDEA: XBRL DOCUMENT

Commitment and Contingencies (Tables) 12 Months Ended

Dec. 31, 2024

Commitments and Contingencies Disclosure [Abstract] Purchase Commitments Table

The following table summarizes the non-cancelable unconditional purchase commitments for each of the next five years and thereafter as of December 31, 2024 (in thousands). The table below includes a multi-year contract with an obligation to spend $98.5 million by November 2026. The timing of the related payments presented below is based on management's estimate as to when those contractual commitments will be satisfied.

Year Ending December 31,	Amount
2025	$50,846
2026	54,585
2027	1,392
2028	1,482
2029	1,226
Thereafter	—
Total	$109,531

- References

No definition available.

+ Details

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

- Definition

Tabular disclosure of key provisions of an arrangement under which the entity has agreed to purchase goods or services over a period of time greater than one year or the normal operating cycle, if longer, including the item for which expenditures will be made, minimum quantities, milestones, time period and committed amount.

+ References

No definition available.

+ Details

Name:us-gaap_LongTermPurchaseCommitmentTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 65 R45.htm IDEA: XBRL DOCUMENT

Segment and Geographical Information (Tables) 12 Months Ended

Dec. 31, 2024

Segment Reporting [Abstract] Schedule of Revenue from External Customers Attributed to Foreign Countries by Geographic Area [Table Text Block]

The following geographic information is presented for the years ended December 31, 2024, 2023 and 2022 (in thousands). The Company categorizes geographic revenues based on the location of the customer's headquarters.

Revenue Percent	Year Ended December 31, 2024	Revenue Percent	2023	Revenue Percent	2022
The Americas:					
United States of America	$113,508	34 %	$107,004	35 %	$98,361	36 %
Other	32,787	10 %	27,239	9 %	25,137	9 %
Subtotal	146,295	44 %	134,243	44 %	123,498	45 %
Germany	33,698	10 %	27,574	9 %	26,202	9 %
The rest of Europe	69,288	21 %	71,896	24 %	57,283	21 %
Asia Pacific	43,794	13 %	39,454	13 %	41,055	15 %
The Middle East	34,816	11 %	28,040	9 %	26,395	9 %
Africa	2,401	1 %	2,501	1 %	1,704	1 %
Total revenue	$330,372	100 %	$303,708	100 %	$276,137	100 %

- Definition

Tabular disclosure of the names of foreign countries from which revenue is material and the amount of revenue from external customers attributed to those countries. An entity may also provide subtotals of geographic information about groups of countries.

+ 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(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41

+ Details

Name:us-gaap_ScheduleOfRevenueFromExternalCustomersAttributedToForeignCountriesByGeographicAreaTextBlock Namespace Prefix:us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_SegmentReportingAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 66 R46.htm IDEA: XBRL DOCUMENT

Other Income and Expenses (Tables) 12 Months Ended

Dec. 31, 2024

Other Income and Expenses [Abstract] Schedule of Other Nonoperating Income (Expense)

Other income, net consisted of the following (in thousands):

	Year Ended December 31, 2024	2023	2022
Interest income (expense), net	$6,220	$7,728	$2,333
Foreign currency (loss) gain, net	(1,329)	(1,124)	(613)
Gain/(loss) on equity investments, net (2)	—	828	1,308
Loss on derivatives (1)	—	(4,489)	—
Loss on debt extinguishment (1)	—	(1,779)	—
Other (3)	(434)	(101)	56
Total other income, net	$4,457	$1,063	$3,084

(1) Losses were recognized in connection with the Notes Exchange. see Note 14.
(2) See Note 9 for additional detail on the gain (loss) on equity investments, net.
(3) Includes loss on disposal of assets of $0.8 million related to a lease modification in the first quarter of 2024, see Note 7.

- References

No definition available.

+ Details

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

- Definition

Tabular disclosure of the components of non-operating income or non-operating expense that may include amounts earned from dividends, interest on securities, gains (losses) on securities sold, equity earnings of unconsolidated affiliates, net gain (loss) on sales of business, interest expense and other miscellaneous income or expense items.

+ References

No definition available.

+ Details

Name:us-gaap_ScheduleOfOtherNonoperatingIncomeExpenseTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 67 R47.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies Significant Accounting Policies (Details) - USD ($) $ in Millions12 Months Ended

Dec. 31, 2024

Dec. 31, 2021

Summary of Significant Accounting Policies [Line Items] Total shareholder return period, in years, for vesting of MSUs3 years Shares issuable upon vesting of MSUs, maximum200.00% Employee Service Share-based Compensation, Nonvested Awards, Total Compensation Cost Not yet Recognized$ 71.5 Employee Service Share-based Compensation, Nonvested Awards, Total Compensation Cost Not yet Recognized, Period for Recognition2 years 7 months 6 days Inducement Plan 2021 Summary of Significant Accounting Policies [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period 332,004Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number9,224 Equity Consideration Summary of Significant Accounting Policies [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number 273,120

- Definition

Maximum number of shares issuable upon vesting of MSUs initially granted.

+ References

No definition available.

+ Details

Name:pro_SharesIssuableUponVestingOfMsusMaximum Namespace Prefix:pro_ Data Type:dtr-types1:percentItemType Balance Type:na Period Type:duration

- Definition

Summary of Significant Accounting Policies [Line Items]

+ References

No definition available.

+ Details

Name:pro_SummaryOfSignificantAccountingPoliciesLineItems Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Total shareholder return period used to determine vesting of MSUs.

+ References

No definition available.

+ Details

Name:pro_TotalshareholderreturnperiodforvestingofMSUs Namespace Prefix:pro_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Amount of cost not yet recognized for nonvested 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 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Definition

Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix:us-gaap_ Data

Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of equity instruments other than options outstanding, including both vested and non-vested instruments.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Details

Name:us-gaap_PlanNameAxis=pro_InducementPlan2021Member Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_AwardTypeAxis=pro_EquityConsiderationMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 68 R48.htm IDEA: XBRL DOCUMENT
Summary of Significant Accounting Policies Awards Outstanding (Details) - shares shares in ThousandsDec. 31, 2024Dec. 31, 2023Restricted Stock Unit - time based [Member] Awards outstanding [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number2,6602,767MSUs Awards outstanding [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number439358

- Definition

Awards outstanding [Line Items]

+ References

No definition available.

+ Details

Name:pro_AwardsOutstandingLineItems Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Number of equity instruments other than options outstanding, including both vested and non-vested instruments.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Details

Name:us-gaap_AwardTypeAxis=pro_RestrictedStockUnittimebasedMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_AwardTypeAxis=pro_MarketShareUnitsMsusMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 69 R49.htm IDEA: XBRL DOCUMENT
Trade and Other Receivables, Net (Details) - USD ($) $ in Thousands12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Accounts, Notes, Loans and Financing Receivable [Line Items] Accounts Receivable, before Allowance for Credit Loss$ 58,655$ 41,826 Unbilled Receivables, Current7,2497,806 Accounts Receivable, before Allowance for Credit Loss, Current65,90449,632 Accounts Receivable, Allowance for Credit Loss(922)(574) Accounts and Other Receivable, after Allowance for Credit Loss, Current64,98249,058 Bad debt expense (recovery)$ 300$ 0$ (300)

- 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

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 20 -Name Accounting Standards Codification -Section 40 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481628/310-20-40-7Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2

+ Details

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

- Definition

Amount, before allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-13Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(3)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

Amount, before allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2Reference 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(3)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1

+ Details

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

- Definition

Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2

+ Details

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

- Definition

Amount of allowance for credit loss on accounts receivable.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13

+ Details

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

- Definition

Amount of expense related to credit loss from transactions other than loan and lease transactions.

+ 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/1943274/2147482740/230-10-45-28Reference 2: 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(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1

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

- Definition

Amount received for services rendered and products shipped, but not yet billed, for non-contractual agreements due within one year or the normal operating cycle, if longer.

+ References

No definition available.

+ Details
Name:us-gaap_UnbilledReceivablesCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant XML 70 R50.htm IDEA: XBRL DOCUMENT
Deferred Costs (Details) - USD ($) $ in Millions12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Deferred Costs [Abstract] Deferred Costs$ 16.1$ 15.1 Amortization of Deferred Charges$ 4.6$ 5.7$ 5.8
- Definition

The amount of amortization of deferred charges applied against earnings during the period.

+ 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(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2

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

- References

No definition available.

+ Details
Name:us-gaap_DeferredCostsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The carrying amount of deferred costs.

+ References

No definition available.

+ Details
Name:us-gaap_DeferredCostsCurrentAndNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant XML 71 R51.htm IDEA: XBRL DOCUMENT
Deferred Implementation costs (Details) - USD ($) $ in Millions12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Deferred Implementation Costs [Abstract] Capitalized Contract Cost, Net$ 0.7$ 1.0 Capitalized Contract Cost, Amortization$ 0.5$ 0.8$ 1.2
- Definition

Deferred Implementation Costs [Abstract]

+ References

No definition available.

+ Details
Name:pro_DeferredImplementationCostsAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3

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

- Definition

Amount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3

+ Details

Name:us-gaap_CapitalizedContractCostNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant XML 72 R52.htm IDEA: XBRL DOCUMENT

Property and Equipment, net (Details) - USD ($) $ in Thousands 12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Property, Plant and Equipment [Line Items] Property, Plant and Equipment, Gross $ 48,538 $ 59,674 Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment (28,793) (36,623) Property, Plant and Equipment, Net 19,745 23,051 Depreciation 3,700 4,500 $ 5,200 Disposal of Fully Depreciated Property Plant and Equipment 11,000 2,700 3,100 Full Depreciated Assets in Use 6,000 14,600 Internal Use Software Developed, Subject To Amortization 10,800 11,900 Capitalized Computer Software, Amortization 10,700 11,800 Tangible Asset Impairment Charges 001,551 Loss on Disposition of Assets 78457 $ 0 Furniture and Fixtures [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Gross $ 6,108 6,300 Furniture and Fixtures [Member] | Minimum [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Useful Life 5 years Furniture and Fixtures [Member] | Maximum [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Useful Life 10 years Computer Equipment [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Gross $ 5,227 14,216 Computer Equipment [Member] | Minimum [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Useful Life 3 years Computer Equipment [Member] | Maximum [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Useful Life 5 years Software [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Gross $ 5,558 5,552 Software [Member] | Minimum [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Useful Life 3 years Software [Member] | Maximum [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Useful Life 6 years Software Development [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Useful Life 3 years Property, Plant and Equipment, Gross $ 10,843 11,879 Leasehold Improvements [Member] | Property, Plant and Equipment [Line Items] | Property, Plant and Equipment, Gross $ 20,802 $ 21,727 Property, Plant, and Equipment, Useful Life, Term, Description [Extensible Enumeration]

Useful Life, Shorter of Lease Term or Asset Utility [Member]

- Definition

Disposal of Fully Depreciated Property Plant and Equipment

+ References

No definition available.

+ Details

Name:pro_DisposalOfFullyDepreciatedPropertyPlantAndEquipment Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Full Depreciated Assets in Use

+ References

No definition available.

+ Details

Name:pro_FullDepreciatedAssetsInUse Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Internal Use Software Developed, Subject To Amortization

+ References

No definition available.

+ Details

Name:pro_InternalUseSoftwareDevelopedSubjectToAmortization Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1

+ Details

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

- Definition

Amount of expense for amortization of capitalized computer software costs.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-1

+ Details

Name:us-gaap_CapitalizedComputerSoftwareAmortization1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation.

+ 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_Depreciation Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of gain (loss) on sale or disposal of assets, including but not limited to property plant and equipment, intangible assets and equity in securities of subsidiaries or equity method investee.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28

+ Details

Name:us-gaap_GainLossOnDispositionOfAssets1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1

+ Details

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

- 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

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A

+ Details

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

- 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

Useful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment.

+ References

No definition available.

+ Details

Name:us-gaap_PropertyPlantAndEquipmentUsefulLife Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant

- Definition

Indicates description of term of useful life for property, plant, and equipment when not stated as numeric value.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482190/360-10-35-3

+ Details

Name:us-gaap_PropertyPlantAndEquipmentUsefulLifeDescriptionOfTermExtensibleEnumeration Namespace Prefix:us-gaap_ Data Type:enum2:enumerationSetItemType Balance Type:na Period Type:instant

- Definition

The charge against earnings resulting from the aggregate write-down of tangible assets from their carrying value to their fair value.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1

+ Details

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

- Details

Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ComputerEquipmentMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ComputerSoftwareIntangibleAssetMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_SoftwareDevelopmentMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 73 R53.htm IDEA: XBRL DOCUMENT

Leases (Details) - USD ($) $ in Thousands3 Months Ended12 Months Ended

Dec. 31, 2024

Mar. 31, 2024

Dec. 31, 2023

Mar. 31, 2023

Mar. 31, 2022

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Lessee, Lease, Description [Line Items] Lessee, Operating Lease, Renewal Term15 years 15 years Lessee, Operating Lease, Termination Option 1 year Decrease in right-of-use asset and related lease liability due to modification$ 3,400 $ 2,400$ 1,000$ 2,700 Lease modification, increase in right of use asset $ 2,100 Lease modification, increase in right of use liability 1,400 Gain on lease modification $ (700) $ (697)$ 0$ 0Loss on Disposition of Assets 784570Operating Lease, Cost 6,5486,6848,576Variable Lease, Cost 5,0645,4084,264Sublease Income (48)(285)(222)Lease, Cost 11,56411,80712,618Operating Lease, Payments 7,3358,6738,423Right-of-Use Asset Obtained in Exchange for Operating Lease Liability $ 5,976$ 3,207$ 787Operating Lease, Weighted Average Remaining Lease Term 7 years 6 months 8 years 4 months 24 days 7 years 6 months8 years 4 months 24 days Operating Lease, Weighted Average Discount Rate, Percent6.12% 8.13% 6.12% 8.13% Total$ 109,531 $ 109,531 Minimum [Member] Lessee, Lease, Description [Line Items] Lessee, Operating Lease, Term of Contract1 year 1 year Maximum [Member] Lessee, Lease, Description [Line Items] Lessee, Operating Lease, Term of Contract9 years 9 years

- Definition

Decrease in right-of-use asset and related lease liability due to modification

+ References

No definition available.

+ Details

Name:pro_DecreaseInRightOfUseAssetAndRelatedLeaseLiabilityDueToModification Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Gain on lease modification

+ References

No definition available.

+ Details

Name:pro_GainOnLeaseModification Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Lease modification, increase in right of use asset

+ References

No definition available.

+ Details

Name:pro_LeaseModificationIncreaseInRightOfUseAsset Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Lease modification, increase in right of use liability

+ References

No definition available.

+ Details
Name:pro_LeaseModificationIncreaseInRightOfUseLiability Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Lessee, Operating Lease, Termination Option

+ References

No definition available.

+ Details
Name:pro_LesseeOperatingLeaseTerminationOption Namespace Prefix:pro_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Amount of gain (loss) on sale or disposal of assets, including but not limited to property plant and equipment, intangible assets and equity in securities of subsidiaries or equity method investee.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28

+ Details
Name:us-gaap_GainLossOnDispositionOfAssets1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of lease cost recognized by lessee for lease contract.

+ 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 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

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

- 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

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details
Name:us-gaap_LesseeLeaseDescriptionLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Term of lessee's operating lease renewal, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

Name:us-gaap_LesseeOperatingLeaseRenewalTerm Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant

- Definition

Term of lessee's operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

Name:us-gaap_LesseeOperatingLeaseTermOfContract Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant

- Definition

Amount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability.

+ 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 (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

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

- Definition

Amount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

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

- Definition

Weighted average discount rate for operating lease calculated at point in time.

+ 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)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

Name:us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type: instant

- Definition

Weighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ 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)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

Name:us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type: instant

- 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 sublease income excluding finance and operating lease expense.

+ 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 (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

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

- Definition

Amount of unrecorded obligation to transfer funds in future for fixed or minimum amount or quantity of product and service at fixed or minimum price. Includes, but is not limited to, lease not yet commenced and take-or-pay and throughput contracts.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

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

- Definition

Amount of variable lease cost, excluded from lease liability, recognized when obligation for payment is incurred for finance and operating leases.

+ 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 (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

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

- Details

Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 74 R54.htm IDEA: XBRL DOCUMENT

Leases Schedule of lease liability maturities (Details) $ in Thousands Dec. 31, 2024

USD ($) Lessee, Operating Lease, Liability, Payment Due [Abstract] 2025 $ 7,827 2026 3,900 2027 3,808 2028 3,861 2029 3,913 Thereafter 14,486 Lessee, Operating Lease, Liability, Payments, Due 37,795 Lessee, Operating Lease, Liability, Undiscounted Excess Amount (7,698) Operating Lease, Liability $ 30,097

- Definition

Lessee, Operating Lease, Liability, Payment Due [Abstract]

+ References

No definition available.

+ Details

Name:pro_LesseeOperatingLeaseLiabilityPaymentDueAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

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

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease due after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

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

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

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

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

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

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

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

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

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

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

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

instant

- Definition

Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

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

- Definition

Present value of lessee's discounted obligation for lease payments from 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 (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1

+ Details

Name:us-gaap_OperatingLeaseLiability Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant XML 75 R55.htm IDEA: XBRL DOCUMENT
Goodwill and Intangible Assets (Details) - USD ($) $ in Thousands12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Goodwill [Roll Forward] Goodwill$ 107,860$ 107,561Goodwill, Translation Adjustments(582)299Goodwill$ 107,278$ 107,860

- Definition

Amount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1

+ Details

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

- Definition

Amount of foreign currency translation gain (loss) which increases (decreases) asset representing future economic benefit from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1

+ Details

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

- Definition

A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.

+ References

No definition available.

+ Details

Name:us-gaap_GoodwillRollForward Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 76 R56.htm IDEA: XBRL DOCUMENT

Goodwill and Intangible Assets Intangible Assets (Details) - USD ($) $ in Thousands12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets, Gross$ 67,093$ 67,769 Finite-Lived Intangible Assets, Accumulated Amortization60,04956,091 Finite-Lived Intangible Assets, Net7,04411,678 Amortization of Intangible Assets$ 4,600$ 6,200$ 9,800Developed Technology Rights [Member] Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Asset, Useful Life6 years6 years Finite-Lived Intangible Assets, Gross$ 41,861$ 42,394 Finite-Lived Intangible Assets, Accumulated Amortization37,05534,314 Finite-Lived Intangible Assets, Net$ 4,806$ 8,080 Maintenance relationship [Member] Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Asset, Useful Life8 years8 years Finite-Lived Intangible Assets, Gross$ 3,327$ 3,424 Finite-Lived Intangible Assets, Accumulated Amortization3,3273,424 Finite-Lived Intangible Assets, Net$ 0$ 0 Customer Relationships [Member] Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Asset, Useful Life5 years5 years Finite-Lived Intangible Assets, Gross$ 17,880$ 17,926 Finite-Lived Intangible Assets, Accumulated Amortization16,93315,881 Finite-Lived Intangible Assets, Net$ 947$ 2,045 Technology-Based Intangible Assets [Member] Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Asset, Useful Life2 years2 years Finite-Lived Intangible Assets, Gross$ 1,925$ 1,925 Finite-Lived Intangible Assets, Accumulated Amortization1,9251,925 Finite-Lived Intangible Assets, Net$ 0$ 0 Trade Names Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Asset, Useful Life8 years8 years Finite-Lived Intangible Assets, Gross$ 2,100$ 2,100 Finite-Lived Intangible Assets, Accumulated Amortization809547 Finite-Lived Intangible Assets, Net$ 1,291$ 1,553

- Definition

The aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method.

+ 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 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2

+ Details

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

- Definition

Useful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

No definition available.

+ Details

Name:us-gaap_FiniteLivedIntangibleAssetUsefulLife Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant

- Definition

Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

Amount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1

+ Details

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

- 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

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5

+ Details

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

- Definition

Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5

+ Details

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

- Details

Name:us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_DevelopedTechnologyRightsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=pro_MaintenancerelationshipMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelationshipsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TechnologyBasedIntangibleAssetsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TradeNamesMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 77 R57.htm IDEA: XBRL DOCUMENT

Goodwill and Intangible Assets Future Amortization (Details) - USD ($) $ in Thousands Dec. 31, 2024 Dec. 31, 2023 Goodwill and Intangible Assets Disclosure [Abstract] Finite-Lived Intangible Assets, Amortization Expense, Next Twelve Months $ 3,736 Finite-Lived Intangible Assets, Amortization Expense, Year Two 2,533 Finite-Lived Intangible Assets, Amortization Expense, Year Three 263 Finite-Lived Intangible Assets, Amortization Expense, Year Four 263 Finite-Lived Intangible Assets, Amortization Expense, Year Five 249 Finite-Lived Intangible Assets, Amortization Expense, after Year Five 0 Finite-Lived Intangible Assets, Net $ 7,044 $ 11,678

- Definition

Amount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2

+ Details

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

- Definition

Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2

+ Details

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

- Definition

Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2

+ Details

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

- Definition

Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2

+ Details

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

- Definition

Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2

+ Details

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

- Definition

Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2

+ Details

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

- Definition

Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5

+ Details

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

- References

No definition available.

+ Details

Name:us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 78 R58.htm IDEA: XBRL DOCUMENT

Fair Value Measurements (Details) - USD ($) $ in Thousands3 Months Ended12 Months Ended

Dec. 31, 2023

Dec. 31, 2022

Sep. 30, 2022

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Fair Value Disclosures [Abstract] Treasury money market funds, at fair value$ 153,200 $ 149,500$ 153,200 Equity Investments8,000 8,0008,000 (Gain) Loss on Investments$ (800)$ 2,000$ (3,300)$ 0$ (828)$ (1,308)

- Definition

Investments in treasury money market funds which are part of the company's assets, measured at fair value.

+ References

No definition available.

+ Details

Name:pro_TreasuryMoneyMarketFundsAtFairValue Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- References

No definition available.

+ Details

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

- Definition

Amount of realized and unrealized gain (loss) on investment.

+ 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(9)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28

+ Details

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

- Definition

Sum of the carrying amounts as of the balance sheet date of all investments.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-14Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-9Reference 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)(1)(h)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 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)(1)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1

+ Details
Name:us-gaap_Investments Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant XML 79 R59.htm IDEA: XBRL DOCUMENT
Deferred Revenue and Performance Obligation (Details) - USD ($) $ in Millions12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Deferred Revenue and Performance Obligation [Abstract] Deferred Revenue, Revenue Recognized$ 119.7$ 110.1Revenue, Remaining Performance Obligation, Amount 475.7 Revenue Remaining Performance Obligation, to be recognized within 12 months$ 246.7
- Definition

Deferred Revenue and Performance Obligation [Abstract]

+ References

No definition available.

+ Details
Name:pro_DeferredRevenueandPerformanceObligationAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Revenue Remaining Performance Obligation, to be recognized within 12 months

+ References

No definition available.

+ Details
Name:pro_RevenueRemainingPerformanceObligationtoberecognizedwithin12months Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of revenue recognized that was previously reported as deferred or unearned revenue.

+ References

No definition available.

+ Details
Name:us-gaap_DeferredRevenueRevenueRecognized1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of transaction price allocated to performance obligation that has not been recognized as revenue.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -SubTopic 10 -Topic 606 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13

+ Details
Name:us-gaap_RevenueRemainingPerformanceObligation Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant XML 80 R60.htm IDEA: XBRL DOCUMENT
Earnings per Share Basis and Diluted (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Numerator Net income$ (20,475)$ (56,354)$ (82,246)Denominator Weighted average shares (basic)47,11646,15545,269Dilutive effect of potential common shares000 Weighted Average Number of Shares Outstanding, Diluted47,11646,15545,269Basic earnings per share$ (0.43)$ (1.22)$ (1.82)Diluted earnings per share$ (0.43)$ (1.22) $ (1.82)Share-based Payment Arrangement [Member] Denominator Antidilutive potential common shares excluded from computation of earnings per share1,9001,500 2,300Convertible Debt Securities [Member] Denominator Antidilutive potential common shares excluded from computation of earnings per share6,5006,0005,800
- Definition

Earnings per share, Denominator [Abstract]

+ References

No definition available.

+ Details
Name:pro_EarningsPerShareDenominatorAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Earnings per share, Numerator [Abstract]

+ References

No definition available.

+ Details
Name:pro_EarningsPerShareNumeratorAbstract Namespace Prefix:pro_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1

+ Details

Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- 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: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7

+ Details

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

- 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 sum of dilutive potential common shares or units used in the calculation of the diluted per-share or per-unit computation.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1

+ Details

Name:us-gaap_WeightedAverageNumberDilutedSharesOutstandingAdjustment Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

The average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16

+ Details

Name:us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10

+ Details

Name:us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_StockCompensationPlanMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_ConvertibleDebtSecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 81 R61.htm IDEA: XBRL DOCUMENT
Noncash Share-based Compensation Expense (Details) - USD ($) $ in Thousands12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Allocated Share-based compensation expense$ 40,754$ 42,357$ 42,714 Cost of revenue Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Allocated Share-based compensation expense4,576 3,9233,898Selling and Marketing Expense [Member] Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Allocated Share-based compensation expense9,20911,83412,360General and Administrative Expense [Member] Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Allocated Share-based compensation expense18,17016,07613,960Research and development Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Allocated Share-based compensation expense8,79910,52412,496Stock compensation in operating expense [Member] Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Allocated Share-based compensation expense$ 36,178$ 38,434 $ 38,816

- 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

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

- Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_CostOfSalesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_IncomeStatementLocationAxis=pro_Stockcompensationinoperatingexpense Member Namespace Prefix: Data Type:na Balance Type: Period Type: XML 82 R62.htm IDEA: XBRL DOCUMENT

Noncash Share-based Compensation Noncash Share-based Compensation Share Based Compensation - Stock Option Rollforward (Details) - $ / shares shares in Thousands | 12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Restricted Stock Unit - time based [Member] | Share-based Compensation Arrangement by Share-based Payment Award [Line Items] | Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number 2,660 2,767 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period 1,618 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number 2,660 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested in Period (1,197) | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeited in Period (528) | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value $ 32.61 $ 25.82 $ 30.03 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value 31.58 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value 31.14 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value $ 31.17 $ 30.50 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms 2 years 5 months 19 days | Market Share Units (MSUs) [Member] | Share-based Compensation Arrangement by Share-based Payment Award [Line Items] | Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number 439 358 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period 180 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Expired In Period, Weighted Average Grant Date Fair Value $ 0 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number 439 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested in Period (30) | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeited in Period (69) | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value $ 39.95 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value 50.05 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value $ 50.05 | Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Expirations 0 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value $ 36.25 $ 38.21 | Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms 1 year 2 months 23 days |

- Definition

Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Expired In Period, Weighted Average Grant Date Fair Value

+ References

No definition available.

+ Details

Name:pro_SharebasedCompensationArrangementbySharebasedPaymentAwardEquityInstrumentsOtherthanOptionsExpiredInPeriodWeightedAverageGrantDateFairValue Namespace Prefix:pro_ Data Type:dtr-types1:perShareItemType Balance Type:na Period Type:duration

- Definition

The number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) (2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) (2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Definition

The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Definition

The number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Definition

Per share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue
Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Weighted average remaining contractual term for equity-based awards excluding options, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsOutstandingWeightedAverageRemainingContractu
Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairVal
Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType 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

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21:

http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Definition

Number of shares under non-option equity instrument agreements for which rights to exercise lapsed.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExpirations Namespace Prefix:us-gaap_ Data Type: xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of equity instruments other than options outstanding, including both vested and non-vested instruments.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details
Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Details
Name:us-gaap_AwardTypeAxis=pro_RestrictedStockUnittimebasedMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_AwardTypeAxis=pro_MarketShareUnitsMsusMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 83 R63.htm IDEA: XBRL DOCUMENT
Noncash Share-based Compensation Narrative (Details) - USD ($)12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Dec. 31, 2021
Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Employee Service Share-based Compensation, Nonvested Awards, Total Compensation Cost Not yet Recognized$ 71,500,000 Share-based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition 2 years 7 months 6 days Total shareholder return period for vesting of MSUs3 years Shares issuable upon vesting of MSUs, maximum200.00% Share-based compensation arrangement by share-based payment, Minimum Employee Subscription rate1.00% Share-based Compensation Arrangement by Share-based Payment Award, Maximum Employee Subscription Rate10.00% Share-based Compensation Arrangement by Share-based Payment Award, Discount from Market Price, Offering Date15.00% Maximum Amount Contributable by employees under ESPP- Half yearly$ 5,000 Maximum Amount Contributable By Employees Under ESPP- Annually $ 10,000 Stock Issued During Period, Shares, Employee Stock Purchase Plans83,706 ESPP contributions by Employees$ 1,000,000.0 Market Share Units (MSUs) [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number439,000358,000 Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Vested$ 1,000,000.0$ 0$ 0 Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value$ 39.95 Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period180,000 Restricted Stock Unit - time based [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number2,660,0002,767,000 Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Vested$ 36,700,000$ 27,000,000.0$ 24,600,000 Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value$ 32.61$ 25.82$ 30.03 Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period1,618,000 Employee Stock [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Authorized1,000,000 Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Available for Grant199,411 Equity Consideration Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number 273,120 2017 Amended Equity Incentive Plan [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Authorized10,550,000 2017 Equity Incentive Plan [Member] [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number3,089,202 Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Available for Grant3,232,207 2017 Equity Incentive Plan [Member] [Member] | Market Share Units (MSUs) [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number438,707 2017 Equity Incentive Plan [Member] [Member] | Restricted Stock Units (RSUs) [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number2,650,495 Inducement Plan 2021 Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Number9,224 Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period 332,004

- Definition

ESPP contributions by Employees

+ References

No definition available.

+ Details
Name:pro_ESPPcontributionsbyEmployees Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Maximum Amount Contributable By Employees Under ESPP- Annually

+ References

No definition available.

+ Details
Name:pro_MaximumAmountContributableByEmployeesUnderESPPAnnually Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Maximum Amount Contributable by employees under ESPP- Half yearly

+ References

No definition available.

+ Details
Name:pro_MaximumAmountContributablebyemployeesunderESPPHalfyearly Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Share-based compensation arrangement by share-based payment, Minimum Employee Subscription rate

+ References

No definition available.

+ Details
Name:pro_SharebasedcompensationarrangementbysharebasedpaymentMinimumEmployeeSubscriptionrate Namespace Prefix:pro_ Data Type:dtr-types1:percentItemType Balance Type:na Period Type:instant

- Definition

Maximum number of shares issuable upon vesting of MSUs initially granted.

+ References

No definition available.

+ Details
Name:pro_SharesIssuableUponVestingOfMsusMaximum Namespace Prefix:pro_ Data Type:dtr-types1:percentItemType Balance Type:na Period Type:duration

- Definition

Total shareholder return period used to determine vesting of MSUs.

+ References

No definition available.

+ Details

Name:pro_Totalshareholderreturnperiodforvestingof MSUs Namespace Prefix:pro_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Amount of cost not yet recognized for nonvested 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 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Definition

Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Discount rate from fair value on offering date that participants pay for shares.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardDiscountFromMarketPriceOfferingDate Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairVal Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType 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

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards 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-Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 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-Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher 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+ Details

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

- Definition

The highest percentage of annual salary that an employee is permitted to utilize with respect to the plan.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardMaximumEmployeeSubscriptionRate Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:instant

- Definition

Number of equity instruments other than options outstanding, including both vested and non-vested instruments.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Definition

Number of shares authorized for issuance under share-based payment arrangement.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Definition

The difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

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

- Definition

Intrinsic value of vested award under share-based payment arrangement. Excludes share and unit options.

+ References

No definition available.

+ Details

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

- Definition

Number of shares issued during the period as a result of an employee stock purchase plan.

+ 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details
Name:us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type: duration

- Details
Name:us-gaap_AwardTypeAxis=pro_MarketShareUnitsMsusMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_AwardTypeAxis=pro_RestrictedStockUnittimebasedMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_AwardTypeAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_AwardTypeAxis=pro_EquityConsiderationMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_PlanNameAxis=pro_A2017AmendedEquityIncentivePlanMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_PlanNameAxis=pro_A2017EquityIncentivePlanMemberMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_PlanNameAxis=pro_InducementPlan2021Member Namespace Prefix: Data Type:na Balance Type: Period Type: XML 84 R64.htm IDEA: XBRL DOCUMENT
Noncash Share-based Compensation Assumptions (Details) - Market Share Units (MSUs) [Member]12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Volatility Rate51.24%63.26%54.50%Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Risk Free Interest Rate4.14%3.76%1.20%Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Term
2 years 10 months 24 days2 years 11 months 19 days2 years 11 months 19 daysShare-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Dividend Rate0.00%0.00%0.00%
- Definition

The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f) (2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details
Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f) (2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details
Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The risk-free interest rate assumption that is used in valuing an option on its own shares.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType 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

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification 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+ Details

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

- Definition

Expected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix:us-gaap_ Data Type: xbrli:durationItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_AwardTypeAxis=pro_MarketShareUnitsMsusMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 85 R65.htm IDEA: XBRL DOCUMENT

Income Tax Disclosure Components of Income Tax (Details) - USD ($) $ in Thousands12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Income Tax Disclosure [Abstract] Current Federal Tax Expense (Benefit)$ 0$ 0$ 0Current State and Foreign1,314933932Current Income Tax Expense (Benefit)1,314933932Deferred Federal Income Tax Expense (Benefit)000Deferred State and Local Income Tax Expense (Benefit)000Income Tax Expense (Benefit)$ 1,314$ 933$ 932

- Definition

Current State and Foreign

+ References

No definition available.

+ Details

Name:pro_CurrentStateAndForeign Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of current federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current national tax expense (benefit) for non-US (United States of America) jurisdiction.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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 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/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -SubTopic 10 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9

+ Details

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

- Definition

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

+ References

Reference 1: 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 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9

+ Details

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

- Definition

Amount of deferred federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, deferred national tax expense (benefit) for non-US (United States of America) jurisdiction.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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 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/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9

+ Details

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

- Definition

Amount of deferred state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, deferred regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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 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/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9

+ Details

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

- References

No definition available.

+ Details

Name:us-gaap_IncomeTaxDisclosureAbstract 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 XML 86 R66.htm IDEA: XBRL DOCUMENT

Income Tax Disclosure Reconciliation of Federal Tax Rate (Details) - USD ($) $ in Thousands 12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Income Tax Disclosure [Abstract]

Income Tax Reconciliation, Income Tax Expense (Benefit), at Federal Statutory Income Tax Rate $ (4,024) $ (11,639) $ (17,076)

Income Tax Reconciliation, Nondeductible Expense 1,059 622 215

Effective income tax reconciliation, Statutory to GAAP adjustments (34) 28 238

Income Tax Reconciliation, Nondeductible Expense, Share-based Compensation Cost 2,225 3,221 3,971

Effective Income Tax Rate Reconciliation, Other Reconciling Items, Amount 275 117 (64)

Effective income tax reconciliation, Foreign withholding taxes 792 705 506

Effective Income Tax Rate Reconciliation, Cancellation of debt income 0 2,720

Income Tax Reconciliation, Tax Credits (1,776) (1,599) (1,976)

Income Tax Reconciliation, Other Adjustments (61) 3,208 (865)

Effective Income Tax Rate Reconciliation, Change related to Prior Years (751) (774) (662)

Income Tax Reconciliation, Change in Deferred Tax Assets Valuation Allowance 3,609 4,772 16,645

Income Tax Expense (Benefit) $ 1,314 $ 933 $ 932

- Definition

Effective Income Tax Rate Reconciliation, Cancellation of debt income

+ References

No definition available.

+ Details

Name:pro_EffectiveIncomeTaxRateReconciliationCancellationOfDebtIncome Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Effective Income Tax Rate Reconciliation, Change related to Prior Years

+ References

No definition available.

+ Details

Name:pro_EffectiveIncomeTaxRateReconciliationChangerelatedtoPriorYears Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Effective income tax reconciliation, Foreign withholding taxes

+ References

No definition available.

+ Details

Name:pro_EffectiveIncomeTaxReconciliationForeignWithholdingTaxes Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Effective income tax reconciliation, Statutory to GAAP adjustments

+ References

No definition available.

+ Details

Name:pro_EffectiveincometaxreconciliationStatutorytoGAAPadjustments Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_IncomeTaxDisclosureAbstract 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/1943274/2147482964/270-10-50-1 Reference 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/1943274/2147482810/280-10-50-32 Reference 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/1943274/2147482685/740-10-50-12 Reference 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/1943274/2147482663/740-10-55-231 Reference 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/1943274/2147483443/250-10-50-9 Reference 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-S99-1 Reference 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/1943274/2147483443/250-10-50-8 Reference 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/1943274/2147482685/740-10-50-10 Reference 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 the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to increase (decrease) in the valuation allowance for deferred tax assets.

+ References

Reference 1: 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 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (a)(6) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12

+ Details

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

- Definition

The amount of income tax expense or benefit for the period computed by applying the domestic federal statutory tax rates to pretax income from continuing operations.

+ 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/1943274/2147482663/740-10-55-231

+ Details

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

- Definition

Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to nondeductible expenses.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (a)(7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12

+ Details

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

- Definition

Amount of reported income tax expense (benefit) in excess of (less than) expected income tax expense (benefit) computed by applying domestic federal statutory income tax rate to pretax income (loss) from continuing operation, attributable to nondeductible expense for award under share-based payment arrangement. Includes, but is not limited to, expense determined to be nondeductible upon grant or after for award under share-based payment arrangement.

+ References

Reference 1: 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 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12

+ Details

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

- Definition

Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to other adjustments.

+ References

Reference 1: 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 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12

+ Details

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

- Definition

Amount of difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying statutory federal (national) tax rate to pretax income (loss) from continuing operation attributable to other reconciling item. Excludes state and local income tax expense (benefit), federal tax expense (benefit), statutory income tax expense (benefit) outside of country of domicile, tax credit, nondeductible expense, deduction, income tax settlement, income tax contingency, and cross-border tax law.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12

+ Details

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

- Definition

Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to tax credits. Including, but not limited to, research credit, foreign tax credit, investment tax credit, and other tax credits.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (a)(5) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12

+ Details

Name:us-gaap_IncomeTaxReconciliationTaxCredits Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration XML 87 R67.htm IDEA: XBRL DOCUMENT

Income Tax Disclosure Tax Effect of Temporary Differences (Details) - USD ($) $ in Thousands Dec. 31, 2024 Dec. 31, 2023 Income Tax Disclosure [Abstract] Deferred Tax Liabilities, Property, Plant and Equipment $ (374) $ (869) Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits 2,7293,363 Deferred Tax Asset, Disallowed Interest 4,9617,347 Deferred Tax Assets, Goodwill and Intangible Assets 1,3451,850 Deferred Tax Liabilities, Operating Lease Right-of-Use Assets (8,821) (8,818) Deferred Tax Assets, Operating Lease Liabilities 11,83012,312 Deferred Tax Assets, Tax Credit Carryforwards, Research 20,06018,461 Deferred Tax Asset, In-Process Research and Development 32,64222,575 Deferred Tax Asset, Deferred Revenue 1,240849 Deferred Tax Assets, Operating Loss Carryforwards 83,87590,964 Deferred Tax Assets, Operating Loss Carryforwards, State and Local 2,2442,267 Tax Credit Carryforward, Deferred Tax Asset 4,1574,157 Deferred Tax Assets, Operating Loss Carryforwards, Foreign 17,184 15,132 Deferred Tax Assets, Tax Credit Carryforwards, Foreign 1,6002,033 Deferred Tax Assets, Other (2,659) (3,814) Deferred Tax Assets, Gross 172,013167,809 Deferred Tax Assets, Valuation Allowance 171,832167,632 Deferred Tax Assets, Net $ 181 $ 177

- Definition

Deferred Tax Asset, Deferred Revenue

+ References

No definition available.

+ Details

Name:pro_DeferredTaxAssetDeferredRevenue Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Deferred Tax Asset, Disallowed Interest

+ References

No definition available.

+ Details

Name:pro_DeferredTaxAssetDisallowedInterest Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Deferred Tax Assets, Operating Lease Liabilities

+ References

No definition available.

+ Details

Name:pro_DeferredTaxAssetsOperatingLeaseLiabilities Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences from intangible assets including goodwill.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

- Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences and carryforwards.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-2

+ Details

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

- Definition

Amount, before allocation of valuation allowance, of deferred tax asset attributable to deductible temporary difference from in-process research and development cost acquired in business combination or from joint venture formation or both.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

- Definition

Amount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, without jurisdictional netting.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-2

+ Details

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

- Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible operating loss carryforwards.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

- Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible foreign operating loss carryforwards.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

instant

- Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible state and local operating loss carryforwards.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

- Definition

Amount, before allocation of valuation allowance, of deferred tax asset attributable to deductible temporary differences, classified as other.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

- Definition

Amount, before allocation of a valuation allowances, of deferred tax assets attributable to deductible tax credit carryforwards including, but not limited to, research, foreign, general business, alternative minimum tax, and other deductible tax credit carryforwards.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

- Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible foreign tax credit carryforwards.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

- Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible research tax credit carryforwards.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

- Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences from compensation and benefits costs.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

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

- Definition

Amount of deferred tax assets for which it is more likely than not that a tax benefit will not be realized.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-2

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

- Definition

Amount of deferred tax liability attributable to taxable temporary differences from leasing arrangements.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

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

- Definition

Amount of deferred tax liability attributable to taxable temporary differences from property, plant, and equipment.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

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

- References

No definition available.

+ Details
Name:us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 88 R68.htm IDEA: XBRL DOCUMENT
Income Tax Disclosure (Details) - USD ($) $ in Thousands 12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Operating Loss Carryforwards [Line Items] Effective Income Tax Rate, Continuing Operations (7.00%) (2.00%) (1.00%) Operating Loss Carryforwards $ 399,400 R&E tax credit carryforward for future use 24,200 Unrecognized Tax Benefits 0 $ 0 $ 0 Deferred Tax Assets, Tax Credit Carryforwards, Foreign 1,600 $ 2,033 Cameleon Acquistion [Member] Operating Loss Carryforwards [Line Items] Operating Loss Carryforwards $ 68,700

- Definition

R&E tax credit carryforward for future use

+ References

No definition available.

+ Details
Name:pro_REtaxcreditcarryforwardforfutureuse Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible foreign tax credit carryforwards.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6

+ Details

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

- Definition

Percentage 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 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/1943274/2147482663/740-10-55-231

+ Details

Name:us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

Amount of operating loss carryforward, before tax effects, available to reduce future taxable income under enacted tax laws.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-3

+ Details

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

- 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

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-3

+ Details

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

- Definition

Amount of unrecognized tax benefits.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 217 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-217Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-15AReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-10B

+ Details

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

- Details
Name:us-gaap_BusinessAcquisitionAxis=pro_CameleonAcquistionMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 89 R69.htm IDEA: XBRL DOCUMENT
Convertible debt (Details) $ / shares in Units, $ in Thousands 3 Months Ended 12 Months Ended
Oct. 10, 2023
USD ($)
Jun. 30, 2024
USD ($)
Dec. 31, 2024
USD ($)
$ / shares
Dec. 31, 2023
USD ($)
Dec. 31, 2022
USD ($)
Dec. 31, 2020
USD ($)
Dec. 31, 2019
USD ($)
Aug. 23, 2023
USD ($)
Debt Instrument [Line Items] Repayment of Convertible Debt $ 21,700 $ (21,713) $ 0 $ 0 Debt Instrument, Face Amount 266,816 288,529 Debt Instrument, Unamortized Premium 7,092 9,776 Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net (3,111) (4,313) Convertible Debt 270,797 293,992 Debt Instrument, Periodic Payment, Interest 6,078 5,145 4,813 Amortization of Debt Issuance Cost 1,202 1,349 1,491 Amortization of Debt Discount (Premium) (2,684) (612) 0 Interest Expense, Debt 4,596 5,882 6,304 Loss on Extinguishment of Debt 01,779 0 Derivative, Loss on Derivative 04,489 0 Debt Instrument, Fair Value Disclosure 250,500 320,500 Purchase of capped call $ 022,193 $ 0 $ 25,300 $ 16,400 Notes due 2024 [Member] Debt Instrument [Line Items] Debt Instrument, Interest Rate, Stated Percentage 1.00% Debt Instrument, Convertible, Conversion Ratio 15.1394 Debt Instrument, Convertible, Stock Price Trigger | $ / shares $ 66.05 Debt Instrument, Face Amount 21,700 $ 143,800 Extinguishment of Debt, Amount $ 122,000 Debt Instrument, Convertible, Conversion Price | $ / shares $ 101.62 Notes due 2027 [Member] Debt Instrument [Line Items] Debt Instrument, Interest Rate, Stated Percentage 2.25% Debt Instrument, Convertible, Conversion Ratio 23.9137 Debt Instrument, Convertible, Stock Price Trigger | $ / shares $ 41.82 Debt Instrument, Face Amount 266,800 $ 150,000 Debt Conversion, Converted Instrument, Amount 116,800 Debt Instrument, Convertible, Remaining Discount Amortization Period 33 months Debt Instrument, Convertible, Conversion Price | $ / shares $ 78.90 Notes Exchange - Capped Call Debt Instrument [Line Items] Derivative, Loss on Derivative 600 Notes Exchange Debt Instrument [Line Items] Debt Instrument, Interest Rate, Effective Percentage 2.14% Derivative Liability $ 0 Derivative, Loss on Derivative 3,900 Debt Issuance Cost 2,200 Debt Instrument, Fair Value Disclosure $ 123,300 Derivative Assets (Liabilities), at Fair Value, Net $ 3,900 Notes due 2024- subject to Exchange Debt Instrument [Line Items] Debt Instrument, Face Amount $ 122,000

- Definition

Purchase of capped call

+ References

No definition available.

+ Details
Name:pro_Purchaseofcappedcall Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense.

+ 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 -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3

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

- Definition

Amount of amortization expense attributable to debt issuance costs.

+ 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(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835

-SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3

+ Details

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

- Definition

Including the current and noncurrent portions, carrying amount of debt identified as being convertible into another form of financial instrument (typically the entity's common stock) as of the balance sheet date, which originally required full repayment more than twelve months after issuance or greater than the normal operating cycle of the company.

+ 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 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1

+ Details

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

- Definition

The value of the financial instrument(s) that the original debt is being converted into in a noncash (or part noncash) transaction. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5

+ Details

Name:us-gaap_DebtConversionConvertedInstrumentAmount1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The price per share of the conversion feature embedded in the debt instrument.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-5

+ Details

Name:us-gaap_DebtInstrumentConvertibleConversionPrice1 Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Ratio applied to the conversion of debt instrument into equity with equity shares divided by debt principal amount.

+ 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(22)(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-7Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-6

+ Details

Name:us-gaap_DebtInstrumentConvertibleConversionRatio1 Namespace Prefix:us-gaap_ Data Type:xbrli:pureItemType Balance Type:na Period Type:duration

- Definition

Remaining amortization period for discount on the liability component of convertible debt which may be settled in cash upon conversion, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -SubTopic 20 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-5

+ Details

Name:us-gaap_DebtInstrumentConvertibleRemainingDiscountAmortizationPeriod1 Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant

- Definition

Price of the entity's common stock which would be required to be attained for the conversion feature embedded in the debt instrument to become effective.

+ References

No definition available.

+ Details

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

- Definition

Face (par) amount of debt instrument at time of issuance.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2

+ Details

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

- Definition

Fair value portion of debt instrument payable, including, but not limited to, notes payable and loans payable.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10

+ Details

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

- Definition

Effective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6

+ Details

Name:us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

- Definition

Contractual interest rate for funds borrowed, under the debt agreement.

+ 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(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B

+ Details

Name:us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

- 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

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: 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-Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB 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https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-11Reference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1

+ Details

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

- Definition

Amount of the required periodic payments applied to interest.

+ 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-S99-1

+ Details

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

- Definition

Amount of unamortized debt discount (premium) and debt issuance costs.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1A

+ Details

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

- Definition

Amount, after accumulated amortization, of debt premium.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D

+ Details

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

- Definition

Amount, before accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1

+ Details

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

- Definition

Fair values as of the balance sheet date of the net amount of all assets and liabilities resulting from contracts that meet the criteria of being accounted for as derivative instruments.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 10 -Topic 815 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480463/815-10-45-5Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2

+ Details

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

- Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 9: http://www.xbrl.org/2003/role/disclosureRef 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Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)(Footnote 7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef 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SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 28: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-22Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-10Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10

+ Details

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

- Definition

Amount of decrease in the fair value of derivatives recognized in the income statement.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b) (1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A

+ Details

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

- Definition

Gross amount of debt extinguished.

+ References

No definition available.

+ Details

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

- Definition

Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity.

+ 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 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4

+ Details

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

- Definition

Amount of the cost of borrowed funds accounted for as interest expense for debt.

+ 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(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6

+ Details

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

- Definition

Amount of cash inflow (outflow) from long-term debt wholly or partially secured by collateral. Excludes tax exempt secured debt.

+ References

No definition available.

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

- Details
Name:us-gaap_DebtInstrumentAxis=pro_Notesdue2024Member Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_DebtInstrumentAxis=pro_NotesDue2027Member Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_DebtInstrumentAxis=pro_NotesExchangeCappedCallMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_DebtInstrumentAxis=pro_NotesExchangeMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_DebtInstrumentAxis=pro_NotesDue2024SubjectToExchangeMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 90 R70.htm IDEA: XBRL DOCUMENT
Credit Facility (Details) - USD ($) $ in Thousands12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Line of Credit Facility [Line Items] Debt Instrument, Face Amount$ 50,000 Restricted Cash, Noncurrent10,000$ 10,000$ 0Debt Issuance Costs, Line of Credit Arrangements, Net400700 Amortization of Debt Issuance Cost$ 1,2021,349$ 1,491Secured Overnight Financing Rate (SOFR) adjustment Line of Credit Facility [Line Items] Debt Instrument, Interest Rate, Stated Percentage0.10% Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate Line of Credit Facility [Line Items] Debt Instrument, Interest Rate, Stated Percentage4.25% Revolving Credit Facility [Member] Line of Credit Facility [Line Items] Amortization of Debt Issuance Cost$ 300$ 100

- Definition

Amount of amortization expense attributable to debt issuance costs.

+ 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(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3

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

- Definition

Contractual interest rate for funds borrowed, under the debt agreement.

+ 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(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B

+ Details
Name:us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

- Definition

Amount, after accumulated amortization, of debt issuance costs related to line of credit arrangements. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479359/835-30-S45-1

+ Details

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

- 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

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/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 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(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1

+ Details

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

- Definition

Maximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility.

+ 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(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

Amount of cash restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits.

+ 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(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8

+ Details

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

- Details

Name:us-gaap_VariableRateAxis=pro_SecuredOvernightFinancingRateSOFRAdjustmentMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_VariableRateAxis=us-gaap_SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_CreditFacilityAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 91 R71.htm IDEA: XBRL DOCUMENT

Commitments and Contingencies (Details) $ in Thousands Dec. 31, 2024

USD ($)

Purchase Commitments 2025 $ 50,846 2026 54,585 2027 1,392 2028 1,482 2029 1,226 Thereafter 0 Total 109,531 Purchase Commitment, Remaining Minimum Amount Committed $ 98,500

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

- Definition

Minimum amount to be expended to satisfy the terms of arrangements in which the entity has agreed to expend funds to procure goods or services, excluding long-term purchase commitments or unconditional purchase obligations.

+ 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-S99-1

+ Details

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

- Definition

Amount of fixed and determinable portion of unrecorded unconditional purchase obligation to be paid in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Includes, but is not limited to, lease not yet commenced.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

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

- Definition

Amount of fixed and determinable portion of unrecorded unconditional purchase obligation to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Includes, but is not limited to, lease not yet commenced.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

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

- Definition

Amount of fixed and determinable portion of unrecorded unconditional purchase obligation to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Includes, but is not limited to, lease not yet commenced.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

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

- Definition

Amount of fixed and determinable portion of unrecorded unconditional purchase obligation to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Includes, but is not limited to, lease not yet commenced.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

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

- Definition

Amount of fixed and determinable portion of unrecorded unconditional purchase obligation to be paid in third fiscal year following current fiscal year. Excludes interim

and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Includes, but is not limited to, lease not yet commenced.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

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

- Definition

Amount of unrecorded obligation to transfer funds in future for fixed or minimum amount or quantity of product and service at fixed or minimum price. Includes, but is not limited to, lease not yet commenced and take-or-pay and throughput contracts.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

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

- Definition

Amount of fixed and determinable portion of unrecorded unconditional purchase obligation to be paid after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Includes, but is not limited to, lease not yet commenced.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

Name:us-gaap_UnrecordedUnconditionalPurchaseObligationDueAfterFiveYears Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant XML 92 R72.htm IDEA: XBRL DOCUMENT

Segment and Geographical Information International Revenue (Details) - USD ($) $ in Thousands12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Revenues from External Customers and Long-Lived Assets [Line Items] International revenue$ 216,900$ 196,700$ 177,800Total Revenue$ 330,372$ 303,708$ 276,137 percentage of total revenue100.00%100.00%100.00%International Revenue [Member] Revenues from External Customers and Long-Lived Assets [Line Items] percentage of total revenue66.00%65.00%64.00%UNITED STATES Revenues from External Customers and Long-Lived Assets [Line Items] Total Revenue$ 113,508 $ 107,004$ 98,361percentage of total revenue34.00%35.00%36.00%South America and Canada [Member] Revenues from External Customers and Long-Lived Assets [Line Items] Total Revenue$ 32,787$ 27,239$ 25,137percentage of total revenue10.00%9.00%9.00%North and South America [Member] Revenues from External Customers and Long-Lived Assets [Line Items] Total Revenue$ 146,295$ 134,243$ 123,498percentage of total revenue44.00%44.00%45.00%GERMANY Revenues from External Customers and Long-Lived Assets [Line Items] Total Revenue$ 33,698$ 27,574$ 26,202percentage of total revenue10.00%9.00%9.00%The Rest of Europe [Member] Revenues from External Customers and Long-Lived Assets [Line Items] Total Revenue$ 69,288$ 71,896$ 57,283percentage of total revenue21.00%24.00% 21.00%Pacific [Member] Revenues from External Customers and Long-Lived Assets [Line Items] Total Revenue$ 43,794$ 39,454$ 41,055percentage of total revenue 13.00%13.00%15.00%Middle East [Member] Revenues from External Customers and Long-Lived Assets [Line Items] Total Revenue$ 34,816$ 28,040$ 26,395percentage

of total revenue11.00%9.00%9.00%Africa [Member] Revenues from External Customers and Long-Lived Assets [Line Items] Total Revenue$ 2,481$ 2,501$ 1,704 percentage of total revenue1.00%1.00%1.00%

- Definition

International revenue

+ References

No definition available.

+ Details

Name:pro_Internationalrevenue Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

percentage of total revenue

+ References

No definition available.

+ Details

Name:pro_PercentageOfTotalRevenue Namespace Prefix:pro_ Data Type:dtr-types1:percentItemType Balance Type:na Period Type:duration

- Definition

Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss).

+ 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/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 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 (b) -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 (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: 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 8: 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 9: 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 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/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 21: 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 22: 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 23: 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 24: 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 25: 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 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2

+ Details

Name:us-gaap_Revenues Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit 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:us-gaap_RevenuesFromExternalCustomersAndLongLivedAssetsLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type: duration

- Details
Name:srt_StatementGeographicalAxis=pro_InternationalRevenueMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_StatementGeographicalAxis=pro_SouthAmericaAndCanadaMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_StatementGeographicalAxis=pro_NorthandSouthAmericaMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_StatementGeographicalAxis=country_DE Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_StatementGeographicalAxis=srt_EuropeMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_StatementGeographicalAxis=pro_PacificMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_StatementGeographicalAxis=us-gaap_MiddleEastMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_StatementGeographicalAxis=srt_AfricaMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 93 R73.htm IDEA: XBRL DOCUMENT Concentrations of Risk (Details) - Customer Concentration Risk - Subscription, maintenance and support, and services revenue12 Months Ended Dec. 31, 2024
Revenue Benchmark [Member] Concentration Risk [Line Items] Concentration Risk, Percentage10.00%Trade Accounts Receivable Concentration Risk [Line Items] Concentration Risk, Percentage10.00%
- 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

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 310 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478785/954-310-50-2

+ Details
Name:us-gaap_ConcentrationRiskLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

For an entity that discloses a concentration risk in relation to quantitative amount, which serves as the "benchmark" (or denominator) in the equation, this concept represents the concentration percentage derived from the division.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-18Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-20

+ Details
Name:us-gaap_ConcentrationRiskPercentage1 Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Details
Name:us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_SalesRevenueNetMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_ConcentrationRiskByTypeAxis=us-gaap_CustomerConcentrationRiskMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_ProductOrServiceAxis=pro_SubscriptionMaintenanceAndSupportAndServicesMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_TradeAccountsReceivableMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 94 R74.htm IDEA: XBRL DOCUMENT
Employment Retirement Savings (Details) - USD ($) $ in Millions12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Retirement Benefits [Abstract]
Defined Benefit Plan, Plan Assets, Contributions by Employer$ 3.5$ 2.7$ 3.9Matching Percentage of Salary Contribution by Qualified Employees50.00%50.00%50.00%Qualified Employees Contribution Matching Percentage by the Employer8.00%4.00%8.00%
- Definition

Matching percentage of salary contribution by qualified employees.

+ References

No definition available.

+ Details
Name:pro_MatchingPercentageOfSalaryContributionByQualifiedEmployees Namespace Prefix:pro_ Data Type:dtr-types1:percentItemType Balance Type:na Period Type:duration

- Definition

Qualified employees contribution matching percentage by the employer.

+ References

No definition available.

+ Details
Name:pro_QualifiedEmployeesContributionMatchingPercentageByEmployer Namespace Prefix:pro_ Data Type:dtr-types1:percentItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details
Name:us-gaap_CompensationAndRetirementDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of contribution received by defined benefit plan from employer which increases plan assets.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480482/715-20-55-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480506/715-20-50-1Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480482/715-20-55-18Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480506/715-20-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480506/715-20-50-1Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480506/715-20-50-1Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 715 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480506/715-20-50-1

+ Details
Name:us-gaap_DefinedBenefitPlanContributionsByEmployer Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration XML 95 R75.htm IDEA: XBRL DOCUMENT
Severance and Other Related Costs (Details) - USD ($) $ in Millions3 Months Ended12 Months Ended
Mar. 31, 2023
Dec. 31, 2022
Dec. 31, 2023
Restructuring and Related Activities [Abstract] Severance Costs$ 3.6$ 4.0 Cash Payments for Severance and other related $ 3.1$ 4.1
- Definition

Cash Payments for Severance and other related

+ References

No definition available.

+ Details
Name:pro_CashPaymentsForSeveranceAndOtherRelated Namespace Prefix:pro_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- References

No definition available.

+ Details
Name:us-gaap_RestructuringAndRelatedActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of expenses for special or contractual termination benefits provided to current employees involuntarily terminated under a benefit arrangement associated exit or disposal activities pursuant to an authorized plan. Excludes expenses related to one-time termination benefits, a discontinued operation or an asset retirement obligation.

+ 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/1943274/2147482740/230-10-45-28

+ Details
Name:us-gaap_SeveranceCosts1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration XML 96 R76.htm IDEA: XBRL DOCUMENT
Other Income and Expenses (Details) - USD ($) $ in Thousands3 Months Ended12 Months Ended
Dec. 31, 2023
Dec. 31, 2022
Sep. 30, 2022
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Other Income and Expenses [Abstract] Interest Income (Expense), Nonoperating $ 6,220$ 7,728$ 2,333Gain (Loss), Foreign Currency Transaction, before Tax (1,329)(1,124)(613)Gain (Loss) on Investments$ 800$ (2,000)$ 3,300$ 08281,308Derivative, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Nonoperating Income (Expense) Derivative, Gain (Loss) on Derivative, Net (4,489)0Gain (Loss) on Extinguishment of Debt $ 0(1,779)0Other Nonoperating Income (Expense) (434)(101)56Nonoperating Income (Expense) 4,4571,0633,084Loss on Disposition of Assets $ 784$ 57$ 0
- Definition

Amount of increase (decrease) in the fair value of derivatives recognized in the income statement.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A

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

- Definition

Indicates line item in statement of income or comprehensive income that includes gain (loss) from derivative.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A

+ Details

Name:us-gaap_DerivativeGainLossStatementOfIncomeOrComprehensiveIncomeExtensibleEnumeration Namespace Prefix:us-gaap_ Data Type: enum2:enumerationSetItemType Balance Type:na Period Type:duration

- Definition

Amount, before tax, of realized and unrealized gain (loss) from foreign currency transaction.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482014/830-20-35-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481956/830-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481926/830-20-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481839/830-10-45-17

+ Details

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

- Definition

Amount of gain (loss) on sale or disposal of assets, including but not limited to property plant and equipment, intangible assets and equity in securities of subsidiaries or equity method investee.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28

+ Details

Name:us-gaap_GainLossOnDispositionOfAssets1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of realized and unrealized gain (loss) on investment.

+ 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(9)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28

+ Details

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

- Definition

Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity.

+ 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 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4

+ Details

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

- Definition

Amount of interest income (expense) classified as nonoperating.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: 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 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48

+ Details

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

- Definition

The aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business).

+ 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(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2

+ Details

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

- References

No definition available.

+ Details

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

- Definition

Amount of income (expense) related to nonoperating activities, classified as other.

+ 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(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2

+ Details

Name:us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration XML 97 R77.htm IDEA: XBRL DOCUMENT

Schedule II - Valuation and Qualifying Accounts (Details) - USD ($) $ in Thousands12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

SEC Schedule, 12-09, Allowance, Credit Loss [Member] — SEC Schedule, 12-09, Movement in Valuation Allowances and Reserves [Roll Forward] — SEC Schedule, 12-09, Valuation Allowances and Reserves, Amount$ 574$ 609$ 1,206Valuation Allowances and Reserves, Charged to Cost and Expense452114552SEC Schedule, 12-09, Valuation Allowances and Reserves, Deduction[1](104)(149)(1,149)Valuation Allowances and Reserves, Charged to Other Accounts000SEC Schedule, 12-09, Valuation Allowances and Reserves, Amount922574609SEC Schedule, 12-09, Valuation Allowance, Deferred Tax Asset [Member] — SEC Schedule, 12-09, Movement in Valuation Allowances and Reserves [Roll Forward] — SEC Schedule, 12-09, Valuation Allowances and Reserves, Amount167,632165,671146,832Valuation Allowances and Reserves, Charged to Cost and Expense3,6094,77216,645SEC Schedule, 12-09, Valuation Allowances and Reserves, Deduction000Valuation Allowances and Reserves, Charged to Other Accounts[2]591(2,811)2,194SEC Schedule, 12-09, Valuation Allowances and Reserves, Amount$ 171,832$ 167,632$ 165,671

[1]Deductions column represents the reversal of additions previously charged to costs and expenses and uncollectible accounts written off, net of recoveries.

[2]Other column represents the cumulative translation adjustment impact on the allowance.

- Definition

A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.

+ References

No definition available.

+ Details

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

- Definition

Amount of valuation and qualifying accounts and reserves.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SX 210.12-09(Column B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SX 210.12-09(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-4

+ Details

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

- Definition

Amount of increase in valuation and qualifying accounts and reserves from charge to cost and expense.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SX 210.12-09(Column C)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-4

+ Details

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

- Definition

Amount of increase in valuation and qualifying accounts and reserves from charge to accounts other than cost and expense.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SX 210.12-09(Column C)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-4

+ Details

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

- Definition

Amount of decrease in valuation and qualifying accounts and reserves.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SX 210.12-09(Column D)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-4

+ Details

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

- Details

Name:us-gaap_ValuationAllowancesAndReservesTypeAxis=us-gaap_AllowanceForCreditLossMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

*Name:us-gaap_ValuationAllowancesAndReservesTypeAxis=us-gaap_ValuationAllowanceOfDeferredTaxAssetsMember Namespace Prefix: Data Type:na Balance Type: Period Type: EXCEL 98 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (&R!3%H'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L"!1!$_\QO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPJG M*N*I#BV&5(_C(I(/!47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U!R;UEA_6\#MI7E!+_P04 M_" !L@4Q;M;DRWNX K @ $0 &1O8U!R;W!S+V-O&ULS9+!' M:@,A$(9?I7C?G=70'F3C)26G% H-M/0F.DFDJRLZ93=O7W>;;"CM Q2\.//[MS3=@:Z(T?<+GU$=,Y##?C;X+69JX9B>B* &R.:'7N2Z)4)J'/GE-Y9J.$+7Y MT$<$T30/X)&TU:1A E9Q(3+56B--0DU]NN"M6? #Q.W4SS!K #CT&RL!K#DQ- M$^-Y[%X 2888?+YNX!V(<|5/|%S!|@E.6:WI(9AJ(?5G"L[<'A[VKW,ZU8N M9-+/,8'F5G:1SQ#6]3GY=;1[W6Z9$(^ZK1E1<[67O!SQ/KG^\+L)^]ZZ@_O'`MQE=!U<*O?Z&^_%!+_P04_" !L@4Q:F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4? N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(.(E/)X M8-DOV],[MR_>X%#BVR]*+_M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'!4,1]E6\W*.76!4!EQC?-*IU+,76>)7 \;V< M//!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!? F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0'-MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^]VE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^_VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y? 9A7;>?8T=!'[Y\%1L*/O)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+;.'@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYV= <7^/1DN/;IF6U;]\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?!%U#KG[VW>/Z;I,]2$R<><41 71% B.5'-86%S+D4.Z2 MD 83 >LX=SFW]XPD6L_UC6'ODRWSEPVSK> U[F M$RQ#1'[!? 8J*@!&K8KZZKT_Y)9P[M'OQ@2";_-;!/=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-:/8-- !R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M &R!3%IZ;D$H)0@ "HQ 8 >&PQ=V]R:W-H965T&UL MM9MM<^*V%L>_BH9V.KLS ?P0'K)- ,D.@=.GN9IF0;>^VTQ?'%N!9VZ*2'.*W MOTXC59$/%M.V>PU\U5_" B,0]HC!A9 MW;1&]H>),Y0!Z1E_!&3'3[.1[,J2TA]R9^,?M"S9(A(23T@)#!_/9$S"4"I! M_X]B+;R:\K T^VC^C3M/'1FB3D9T_#/P!>;F]:PA7RRPDDH'NGN(SET]"?U M/!KR]"_;9>?VW\;R$BYH= B&%D1!G'WBEP.(DX"A51'@' *<5P'V946 >PAP M7P? T*@(N#P&7*9FL*RF'"1;X]HK1'6+R;%"3&RG,-!JZ\3R=U\(!M\&$"=N M)]1+X&<4",<^NH]%(/9H%F?Y)'^7-OJVF*!W/]_[@]XG S]>@?!NTS:J9"V M'? 2%QF+#0=7\^EI.WBXCZ=!2-!#$BT)4T'2:UB6W7;=7D]YGVE# MFY(R)%8BU<|)]>METBB.$QRB1[*E3*AHZ74$2U2).-9&-05E2*P$:I'"#&M0# M-2%9DBL!&V80QO6'* <8ADHI?:!69YA> M:X5#KDPQ;5A36H;$2K2NIWYX]<%^OCU\V3V M\-OB LT>QAT5-ZU(4VZ&Q$K<;*NHX:PZY&:Q1QED5UJY7:"%@/L348;&-(D% MV\.GK\1Y1GURK*G#VK*SY1;&>.!)$6S7 ?B$7]#,AQLV6 5>5OJ6/S[/2 [Z M,F9TBM3,\IZ#EUZ(U\'J3YQ7$#?B;ST-=8G7-Z21=*_H4 ML.4>31@80\CF) (!1[EN6$I=6K3%.0VIEG(4ML+6U__@',L]N(V?Z"Y6HM3+ M?:321<872FY&+8$IM3*WPA38^K+^-;=|_)LS^AS$GCH/I9[/_U%B,^H43*F5 ML15>P:YE%G)L<\H%5,)_!=OI!X9> <3"PKH9*;D9]@RFU,K?".=CZDC^]++4>,_MX&I,>H&!]2HA&?4,IM3*D K78.N+,_<_4@UR:,VBLNG&2-,"4MB%I[#U9@" M=1-*2$;M@RFU\]OJX1\L2C&C%L"46IE:80&FQ>\;2R1 @FKUS,'L:.MXK7RMGC&L-\"V/@%,;]64,9K$@+'L]*V=\\}3$GE=$TBE4I:-06 MF%(K4RML@:.OZD_>O4"R0>ZM*5-6<&=T/F,&S^&1YQ$0 AD_DU3R,^H83*F5 M^16.P=$7^P=^BPB'(;1+.'S-U<.=7J?Z'C7J&$RIE6D5CL'1U_D'6O<186OY M=(@-%,0&!KEHBV-UVOV?KOGT<8VQO84K<.I7X-4ZU;#80 VGA:67J89EU!V8 M4BNO4BC<@5OK[<(\68:!AZ8AQ*V"4<+=P4.NE:G(IU/.M[5SU>W;_.MRKFZ[CZK^!1^P*WE!\J6>R'=-4=?$\$%C]4%53(S6=^/#VK]DUY>#GK]06]H MYWT\\'@+)^ 63L"MY03&4$4P*-%FL4]>T">BO 7/2%F69;OP(PX<)1&CEL"4 M6IG:R7(A?0%_]-+3@,M)M>\$,^UK^#-R[;.MM%WE)H'^LC&VM_$;N$)W-J> MH. VA8/*JN*,6-62!7U88V)O4? B[1>'OZLOTU\0.2SZJF>GEIM^5Q(P6_:;4 MRL2*HM_5%^LCP.5GR,!2*AGH!2HK"7U<8TQO4=N[16WOZFORV7CZB$;)'P@P MXB,A"#P;4R=>24VO5[7J2A_6&-I;E/AN4>*]!18I\9/U'> &EW*ES(K $'] M8O,,ZEQ.)]&8R[<-8D,0RU?=_/+3T+$'OW*T9?1ECW@^?I)(B-,I*$%1 ,V1 M]VB/Z^;2]F=#0Y\PCKX0DI[W3@]WTM/F]58^%]-Z? X&@/D+!QOZ08X_@&[C* M'#.1D9S-9EE+ UY>]H=DIE 6(;FHLX,>X(]F"Z)=_)7^DJ 5F&@?]L DR=9I MZRPZQ_Y]3@KC]NKK*Q7XT_T> M4;K\O5N#/@(,(% 8 M>&PO=V]R:W-H965T&ULC93;CM,P$(9?Q3(25ZLF30^[E"12 M#ZPHZ]PJ*^ "<>$FT\,:V ZVLUG>'A_24*0VZDWLL6=^?^-X)FZ$?%$%@$9O MK.0]P876U2P(5%8 (VH@*N!FYR D(]J8\ABH2@+)?1 K@R@,IP$CE.,T=FM; MF<;BUB7EL)5(U8P1^6SQ=3Z.X?O%!HU-DST_]CRYWD\N>*%B*\@?-=9'@!XQR.)"ZU;^B^0QM/A.KEXE2 MN2]JO&_T :.L5EJP- M@0,,K]2-[:>S@/N+\2$+4!D>/V!SG*%=$DC:5HD+3> M1LU.7*HNVL!1;G_*3DNS2TV<3N=U3C5:<_]]S3W%@3:R=C/(6HF%EXBN2 PC MI"2X+A3ZQ'/(_Q<(#$\'%9V@%E&OX@JR 1H-[U 41N,>O5&7Y.CIC6Y-$OV< M]Y66YDG\NI2O5QM?5K-E.E.5R2#!I@X4R%? Z?MWPVGXL8=UW+&.^]0]JY#H MD4J&UJM+>/T"T>BA!V/284QNPOA*&%QBZ(_>2H!0S3(0M2V9$P3D0IM-ML> MM&F'-KT),2.RJR^V7V%',/HB%-RA)2FI>16/-M MT6).WVF9'H6*@D>A+M- /OU(R7'LL0KVL$:((ED'UZ=2Y'W"%*Z>)35UWHM MA$+?BKRL+R=KI3;OYO,Z68N"UV_E1I3ZFY6L"]fT:?4PKS>5X&G3J.CG%.-@ M7O"LG"PNFL]NJL6%W*H!*\5-A>1M4? #JZ8/(Y>/EA$R>/(C-'M;*?#!?7&SX M@[@3ZLOFIM)G\T.4-"M$66>R1)5874ZNR+NEYYD&#>*O3#S61\?(I'(OY5=S M\C&]G&##2.0B428$U_]V8BGRW$32//[9!YT3:()2L>+;7- W*Q]_$/B'?Q$MD7C=_T>,>BRU_M_FW?$4<-B#?2@.X;T',L'T#UB3:,FO2NN:*+RX]^8@J@!;1S$'3-TUKG4U6 MFMMXIRK];::;[<52EK7,LY0KD:((/.=E(M"=">5>C&? IR=XU>OWJ#7J&L1)_7 MND#SY?G-6;_Y7.=[2)H> MDJ9-/#:6]+.J1*D0KVN=YSLHGS: !P&)N)SHR5.+:BQ#>4WH4P!V"U(0.)(M]_GN.!\(%H5>> (#UF'H'HZ3Z562R*TFUK#J4ZU%A6Y%(C3?^UQ,$5\I_;47#HX(!UX>H%)/S=TW M]6&C55I-42E IK'-(0X!?\#41E&&?0(S);@3*^SD^]=FRE56/J!/0FOW%#6V M8R97LR^U0%=F*(#BA&W2 0Z&(P&">1$>8WTDL>1%)<_!%/!>BR(3X8]#,$P MC>D(V4X;B5.-%A]+QGZ7Z5,'[\?P.RIW9= MP-ZPB $H/3'#D5)+,JTC;K%H@8R8T"'A? 3HHGMN("X*1J89Z>2-N/6ME;1# MI[H'@:U%,6$650#EA2,R3#K%(F[):@OL>&$E@ :1.,9#/85PE$1LI/Z33J)Y(M<)9_RS-^G^69R@1LXHA3]E[JXKY7M'[2G>H1M^P=[- &&/QE'!"9LBUGD1_'P MOM@HAMF(X)%.\8A;\C3!;JNKW-%= 3D"*N;AR*IO (Q1?YQP=V!W'+WS%+W M8B7S_,CSB&*3RRG MLZ2VL@64#DD#*#_P_1'.G? S1,^7O5NQ$N15NIH"L,1R'%E< 1W$\RO9H:>C6 M/[T@WFD[U C@M;A7;K;VC@T]&P"A) A&I(YV4D?=4M=WP2?F' 4T+0KB>#CI M(%P<,C9B@6BG?=2M?78@<.L?M97-]RS] U L".(1LIW^4,?^V4/@!%E;YVB(MP]@:LQ",.CI2>6FGA]2]?G-5A1/4[14;95%H#6(YA,R-H@[3:-N36LMT:=N M\)]D;TL7\;$UC $4#<:ZN1,XZA:X=LJ=FFJV;GF1=H\61P 7QR$>6H7?8DRTR:G0CN>FWQI3C+'Y\?6::PZ(:15:5MF_NE$I2X&RNM:^".PJ6VN' M!<()Z2?5*3$[I<1%(L5LED)}]N"/6>+OS]<)4&8 M$;UE1YN^;G=PE::9>4RBZY79V9ME)4KX)M/U"Z1IRW[_]%+-H@K@L/;N(Y65 M=?: N>W!YTKKUK9Z0G?MS?[+W&&0J:WX,QI'WE!J3^/Z3#MOP-S>X%8HKC]* MT<^*O48T!55KRBVQ39OGJ!HGY,EF0*K*!/E?Q8$86CY@^2M2W!+-!&QV(+X,(P"D?V+%AG'M@+S4-37\ZF M'UF/7. M%PCGV)AG;M@IW:)>PJ#9ETE!OFVT<)C/3#U>TCW%*S_(*ES 9Y[MF6RSM10"?P+(Q!C;BSP#VF?=*[KU(R3OFX_+LG99G)Z3/M)-G[WQY/C4< M]%.#8>3L#[53@V1$\] ^U3/&PNVUH4C@^$,9)_XT1/1E^EBF\@4W349@+2! MAYA!A$,Z+'1G %O2\Z.7"\R;'_SZB$K:Y2+E6Z)WX:ZV%3MRQ+MB9*;YGV# M>ZF4+)K#M>"ZPAF_GXE[1)D? V)>83B\LK+X#U!+_P04_" !L@4Q:4"._M?C(# "4"@ &'AL+W=O><._N&&R'O54ZI1@\%+]7(R;5>7K]N2G-;$'4AEK2$-W,A"Z)A*!>N M6DI*,NM4<- ?'N.\6A)5.,K3/)C(9BI7FK*03B=2]*(A\O*9<;$:.YSP]N&6+ M7)L';C)F5!F M0MR;P9=LY&!#1#E-M9$@<%G3,>7<*_''[ZVH4\]I')OW3^]?;/ 0S(PH.A;| M!\MT/G)B!V5T3E9;RK87.BA=*2V*K3,0%*RLKN1A MNQ -!^^0@[]U\$U"+8.@0VT(K-AW1!-D]$4&R2--.B9&[LVUANB8:?YC%,M MX2T#/YV.1.D$9QG1- $/7A).RI6AJV!0ZFQ!)2YU3S5+"WZ,/Z&YZ@\[>OA^Z M&]8V FZZG>;ZFL8_,,T-32]0X)TC'_MAA_OX=/>@[>Y"P'74?AVU;_6"_WI3 M#*?%",FHDYN@3*R%]1CB:";5L% MS- :P3@8^;!5XZ*Z;T>R;]:*P:=;B#&O.\"CG!$J;2@D9"O60WD,B+HE$;\)7 MM(NU$HL:$/@"8V\']3FK%FFO)NV]D%3E4$0*D97.A61_:-9%7(GVF\N&[6^' M^7FI%G6 4NZ_CIHIM>HF[N^1[+(>LVA11C5E=)1R+(H":O.D%(A.2H'GK%]8 M<8T9OP3SI.\?[ZU5U\T)QBVH ';B ML!O8P_\,+OP*9.A4E"9EQLI%YRF%]WA"V* "C <[X%V6_1X.XOZ_/ :1ZYW ME/P.]%M]1_1U+"?HRJ2&PO=VIR:W-H965T&ULK5IK;^_V%OTKA%L4.T F%AIZ99. B=5V!JC.!..T_;#!H\JEF M;'5DT2O12;J_OJ2DZ$%=,"XO+P\O>? XH]_%CG.)GO9I5ES, M=E(>SN;S8KWC^[@X%0>>>J5_N1;Z/I7K,M_/BD/-X4S;.IW/B.-Y\'R?9[/*\ M _XVOSP71YDF&;_-47'<[^/\[VN>BL>+&9X]?_$EV>ZD_F)^>?7Z(MWS)Y6^' MVUP]S1LKFV3/LR(1&^(*G];:D^O&_VNBL>;:=NV/W\;/V7DKPBLXH+OA#I'\E&[BYF MP0QM^'U\3.47\?AO7A-RM;VU2(OR?_188YT96A\+*?9U8]6#?9)5?^.GVA&= M!M@;:4#J!:L1LP$8:T+H!?6T#5C=@I6Y>$2Y1BMK^D/IS+*U-MHH]D>MR7,E>_)]J=O%R(K!!ILHDEWZ"E5'_4H,H"B7NT$'L52CLJQ@\ZO?-_MUW6OK]M>D9%>88)N1"9W!? HYV_!-W\!<46QXDF>>>U\1],>+K4T3Q"2(.84"' M%]]O3H'FT>N;$PL;VHP:+>VQ$7M?^_//CA5=YV*OQBF3N9H_*G+D#BW*F.'Y MB1ZQ]+A)LBVZ*@]N_FW07? P$#4;U;K=\F4X4#Y>4.M17/7WHN@B *903]&'1 M$$9\#U,_@?4HLX8R*]O1T4 MI(]*O*)^!O%@-J?I#'I6',(UOYBIN"YX_L!G MES_]@##WG7U! 3&DLFLA8SW-*

NXSG7&BS/GOM5B$V!U(1$2_6&9*UF[5*D&\B1 ME4&O,X084TI"(R @F$LQ-0("@CE.X, !X36T/"'NM7W.5B= A%_>)A#AX@[<2 M[#O,Z-QB",-!0$/7X #
;.!Q1X+:,;SCXUJ#^?.!Y+/44_?E)K>1JED),_"G# M>DICT43&>KX+&M\%UO%?*JV@/:<#^B;.O_*N'R$W!H,A# *'&=EK,42%A 9& MY$< BH6!!T=#V#*?|CJ!8_S];ZDM%%Y+A4'O1i#9,(AF=_G1M0N(;3UL$%F MB HIPP0F@YU663CV"9JH[1+4D@=[4I,6$;I-MKMC1N0T%R+()A/ MF&]0@V!,+<(CW#JJ"5NYW<79-EFEO%Q.)?JX\1)KL<*+>90>VL+SN+;9[8QC MTGH1$@$0!+IXA!%&!3KHCT2E8I"5&E)24.0'AETX ,,2V'3YP+@7.=SB$D(MP/F!$[(12]U(PM2>7>6.YT]>5L*55S'W!E0.V*JWWHC)[46366M[\56=V&K M.-$[A >>RS+:-WPEE4,E5R^2Y<2.]T+]]O\R6D#'LN'@,C?TS%@!8&X0#$(% M@'G4&8N45B%ANT3Z)#+1+,7/.YTZ2;T':0TU#6.N;[("E(_CF?((0%$G&./4MRB-LUT?]#5NS4TBRHR;YN9GB:,7O1=YL\-06@:L=G/+(6N\K1+7(?]S'__3= M"1FGH$N&$DFE!6RN-@L(YZJD;*Y*$"[%(\YIM5G>MUB]EM(^&Q\9Cv.U&36N(^NE@["\0VB+4"B%1T?]! K4&^TK*?-D=92OGK12H%NU-M1X=U1&VZNUQ0!:SFFTH"PB0>=9G)$, %A+ 1-81:,81#:S+_ HZS0[#W1+1MO.4H. ^Y7*KVKC4U5@H#SNE5QO3FO3VDMFLI:OQ[2RC-BEV>-0ZI]AWYJ+JL M.CJ?C[*0*LFK!"'"KN,B69TAF*=$C!%+$,PE M7@B'$FG%&\OT 7K7GFK4@DG*,/E7EG&3V\$:LL?&L\36HMFLI:WZNM@"1V M 5EYU5(T/$& J'4FV69H<[R."OBN@*L0]M\3LMU26T9_CH64FMJ MM115HS)2OJH[ULLY+# 3-(*B$$Q?D"EW3(F25HD2>[WN%;YY@2(%9-20XA %M4 1,C5-L92)Y228.IQ-ZEVIR("$&K3NA:Y:8()SK.=C<%4&X@ 1LI,A$6FE(-M[-+PM3+]!-VJ(>ZDS"]+ HGSQ;&N.A1TJ3BG@\(5!,.GYBXL@F'!B.@@&K;PDM=GFY/*Z*=9X<-%J:&,_B;,U+Z/4>B4UJ*IK/5IVBI3 M8E>F$Y?UZ!@=P[4BP@#GTG"P^X)eY'@=E 6SA%H8+GQW;9]8-?";PV9* M.!%4UOKN;Z4QL=<-OZ`3X8U/X^%SB#[@C \$&H C'9+!?U#KE:B4KM$[>;8 MDM*!EM?O68)G46C25M;Y/6_%+!97+]8\.A15(XGED M>'8(X"@KSV+[AX<SF$.&ZEOTE:>4O+=.89:%>Z;PV9*.]%4UOKNZQPXVQ7L M-^08.A2:KC^HZ2U &,'FX@/!7(>.,_9IJUNI7;?>=)2+-:5,>K@\J;5H*FM] M%[82F=HE\M0I:.8A:-FQT(%H;NX#;"$$8"-QS1O[53]3[_GPRJ=2=U%HT ME;6^~UJI2^U2]UORR;!XZCO$K+E#*-\Q"[$ *G#&SA%H*V3I2V?2)0=[(IE4MR$YI+9K*6M]IK9"E+QV 3Y'M(AK)4GS^:VQ\ QD*?>&;(##JCL4,:T4N<[X[MD;!)]>RDUJ*IK/?=U^I99M>SWY!(;HO=?2P+&#'/X@&8%ASF @-94PG'O!DT M]IS15'&\+>^Z%F@MCIFLKC$VWS;W:,_*6Z3&]!?X+*INQ;9FJDNZ-W&^3;(" MI?Q>F71.?=6GO+KW6CU(<2AO@JZ$5).L_+CC\8;G&]!^OQ="/C_H%S2WCR__M 5!+ P04 "!L@4O:%A.N)@T" !D.0 & 'AL+W=OB4J/_;3WY"R3:L T5G 6V!CR4\)6>QG'7+W*ZF>]$D*1MW51UM>C ME5*;R\FDSE9BG=:?Y$:4\,U25NM4P67U/*DWE4@7YJ%U,6&>%TS6:5Z.;J[. MO8?]YDHVJLA+\5"1NEFOT^K]LRCDZ_6(CG8W'O/GE=(W)C=7F_19/ GU8_-0 MP=5D;V61KT59Y{(DE5A>CV[I9>+/],&;9]6?]BR .9>5J+6!;_S1=J=3V*.M1F0AEFE3]$?Y^F^:O)335]C)9U.;_Y'6+]48D:VHEU]N'X0W6>=eG^3-^VCCAX M@+&!!]CV ?;1!_CV ?[1!_SM [[Q3$O% ^"%)57!IS522Q&F](E\@,.JKB8)?1! ^8 M9%NSGUN$;_L9>0W6:I53>[*A5AT#4S@:'?;2U/C66=+5]NQLSS MPZG>5>3ET-W(>L!N*^O,CV--Y5\R6$BDOD[D1^C(:H4D8>R4QI(3&>NX/MB[/G#&M6"+ .);GNFQ=$+@J1%O!R@6Y7_%QI1A M5/O **]HGT8$*6#/*,]S\C)\VD%^6*LA<."P*0!-54/#E[4>P7:"Y%9'R- MQJ?(Z&' D/J#K&9[5K,C(;H45064=ID@?<,(S9 QZKL^1F!!?R"3/FR !?6L M-O&#P;AJ M]IE 4MC(.M_EC=NZ%@,#Q7HO$4;(9$)PV%1"8$.I'FE:RZ)(6T\YP7/^;_^#@D02!T.AW.=]0J.J62&Q M%1(H&_\XFSX$1$Z$#!$"I-R+ADE9-42=%\)27!6_I'H%>,%G9N^AQ*;'B?4A MOA]A.<)6QU]OA8\E2FBIS!NM1\.M=NOMW62>/>W]5*5.119)F!20U?+KW%)CHQ,C0$C*/E)A$20-0=,,/K1* MB+F51;PVE!(5_.MZ4F.Y7+\H]Z6Y-877YWB0%V!*"=&68#X D.&41^9X#:[MO8*N,ZR08FXAM9^TF_1=SU.44E_L!)0CT8L QU./(L40?)9,+P4859%,;>* M D)5(SKY'>6$*)YPU!<1,0(,&;(>07#,,1^M@&)N ,7C -3R:(XF(YBO2GD MNQ!D+DJQS =F)J"!@&RH(H19#2;>@A33(%1Q^J866'%C@FK;2JMQ(LH&SP:M^_*TLAC"*,^,C0QUF.$F/1"RH<966'%W,+]VZXE=M;49H5}?K0YAI+N*R06 M\@@;OCYR%H58@NT#QPSFJB-HK?AB;O'5ROP/|/S825762.TE![+6]:%568@4A1[V;ZBS^:?+,>Z"LS3%/1 *L_"))-?2RW8>(K<$QX M*ZF86U+%Z297:9' _]>#Y%*]H4 0?4B"KEIE[ZF_Z?[.?NOGV2QT-WFV&Q7 MB0J?,(B0FF+I'<'YR&H2P0V0YU9f\2-2*WUO6^J;WME#)3,A%G!5R?7YL94R M1X04LG> P"A%1AC!L6AX@+D56]PMMH[DOQQ)%"A=1 %1AG308@S)0@_9+4%M4G[88G*KJCASYC;/OSZVK^949WI'8^4VAU0)36>OZ\&!KTBWD.O.!"[9_20/ M15KB\0&#+!A,C[QE&FLR\EJ/N[6?+O*K3EE MZ6:C-WO2HD"Y'.^B(9 Q S)8%O!P'XU;*4N--6EZ,55MPMK([4W252H%":6#^*<8XHJ0$HMGN"0*D7S ;3B6\EE>^6 M5'?+IK6MCY?=-&>,KH# ?V2%CH&+LBCS:TM1$OL7VYV MGX!9)*ET=[;-HTD7I5\3*3-^L4F1HFP7^F,1F)+7'9QVT"([=PE+ =2/\6XDQ+ H]"^%)K26GLM9UK!6%OEL4?A;/>5G]$-*+8A-KJ >0]EX4(GWF M&($RCP<,25L8E(53UPP\,$GF%H5WNJWGI-378%!49U@+"(6B[!,$VF??I62E MG>^6=B;!=!AV@UX<>HV=5GN]6>;W<^$V665,-GO?# M#EFU__W*[Z/(!$$.T:)ZSW?KO>UY1EBDB)H\I/D"B F<$7;H:H;T85%@A(AQM%.@XONA;R>/#IQA!*Q'I#_7>H!AO1 F"MP'NVC.-Z<#/$P41K&/4W3\^S!*^\VJ!.7UB4X.CI^O1?5LCO'7Q.QCM0>\]W?W?RIP.P[(_W+_.M.[U,V@/_UDS[!P>_1174F9H48@DFO4\AO%/5'NEO+Y3&PO=V|R:W-H965T&UlO9QK<^(X%H;_BHJ=VNVN"HTM M^49O0JHV7-ZNFIFEDI[9#U/|P0$E>-O8C"V2SKI?V1",+B@VG,R7<(GT'LGG ME2P>"2Z?B_)[M:24H1^K+*^N!DO&UI']HVJ^I*ND^E2L:<[_\U"4JX3QE^7C M[%fJ7-%DTE5;9'%N6-UHE:3ZXOFS>FY77E\6&96E.9R6J-JM54KY\H5GQ0?#6P M!ZJOW*:/2U:_.;]^7">/(ZRW]:SDK\:[546Z8KF55KDJ*0/5X,;^W-,@KI"M4^+WE#Y7!\J1W97IHOA>O_BZN!8=8MH1N>LEDCXPQ.=T"RKE7@[_MR)#O8Q MZXJ'SU_5HZ;SO#/W244G1?:?=,&65X-@@!;T(=ED[+9X_A?===9%5C5_MT?.VK#\>H/FF8L5J5YFW8)7FV\?DQ^Y"%2PR9$*>%KGS3Y,6KSC*1Y,<4[50+_IKP>NYX4>55DZ2)A=('N&'_@/F.H>$!W MRZ2DRR);T+)"X9^;E+V@(?KM;HH^_/01_83?"U;%IL]R1?5Y8COMM2*H_DN M[I=M7'PD[K>")9FFVL1<;5*L5MS =ZR8?I=__$)?[!3\KT9F:I:Y62S2>B0D M&9HEZ6+(^S))UBEODDDT?*-+?"]H-N7+MG47:-=6@V!D%KREC,\E/"}A4N9I M_EB9M.(W>CR?;U:,K$GSO]F2EG7S^.2UK&>5)XJ^YO-B12]03IODL^3'D6 C M;K"]R_#>9;B)[IC35C5I&Z*]ME:%^,Q8,6X?WK4+=$\?T[SN)9]9LB2?4Y0P M-*7S3XC8%PA;V-;9S!BVGL8_5^MD3]\&O*L5+9_HX/KO?[,]ZY\ZZVW%Os:L MGL^K4W'Q9;KX,O1TZ&Y(C.&D&(1!%@.)"8XANP=0XR.:<;0:O;YQ^OT<\-8 MF=YO6'*?4<0*/G,+>K+J8I1M-/<@M\0-'#&O$[60,Y92KQ9Q'<\;$!%8[!8;_MXG'@^&*O2%/,M0+/E0P7:\HYGMNV3;C$SOX2;\9+O)^OQ&%YZE T!NL[%"%MH!BH:-,$EY@^5AR0 09- 82$VSB[FWB-NKDB$WXG;$V"D4?N 6:9Q_K>[!V M@/YQ6V09XFO$YZ12]/;FCKU6U MX;N0Z::LIY@9+=-B<;%=;O++)YY96?)*?;Y>C=?&;VDL7Z-?MPH1{ZX&F,/+ MZNQEC-_77!XRU&W+M@+?E>X)D%s?2+$4BP$$A.G_C*K=>61]_7D=86H;%_?J,**18#B0EY4?9Y#$<+5 M.BM>*.VE=;8IY\OZ?C&:Q-M8HTA^TX"@682\-S DTP &3.$%(L@Q6(@,<$K MX[U7QD:OS,IB3NFB0@]EL7HUPS$/C)6T81]+R^J),5I?]4.7B"%DQ A2+ 82 M$S)K6RV%LHRYO9E]G>Q&_+FBPO^V>ZE(5$W99GDCPV5ND#[M>A#40.,BO%9 M?UX\Y@W,T4(H2UVN8]^6/_B96]?7"=V"AJ!:(U"U&$I-M,.!E+2-=CA.J-"' MG_GM_.-^/?@M^:'-NZW>E-VQDG9C*WJG'5(M;%6+0-7BMZZNF/46$MIF2EBG M5.CR$>"G3;@*[X8!QHXGIQR2D$U!U4)0M:CC%8FAHHI);SF?_6Z@#W-N-1N M$!?QY76JK2%YEK2HTVBY8\N1/P"G&BTM[M.UC0L&XT#.B:X@/OAL(E[EOC9 M)R(_VE#X8[Q/?Z%!@1^HVA14+;2[,C_0L#&4FNB5%OO91A349<_F%-> L"= MFI 9UR.!91%Y*(/B/5"U"%0MAE(3;=,B/MO[" W&Q#0KT0-6FH&HAJ%H$JA9# MJ8F6:MF??3K\@\'&Y@;TMIE*!'W/#M3E!634$%0M E6+H=1$ [60T3Z=,IY* MCVT5#[">#R6EYG[F_Q8JT0L2UYD@E)!4+482DW;,PL&;3,9?!>*,(I9>TY0 M\:!M.985R&: C!["JD6@:C&4FG@@J26.V$P<>]%DK!(;)/O2")V8(_9=72G* M&8+8&+&C$#58B@U,<,M1,1FB'BS^-^F8@U$9@5*VB-_ZR1=U&O2^?;(WP5:OTX& M?*7 WUSS662>9+KCB5^P!GUAF[_=92^ HL6.44/0J:&H6@RE)KKAX 2B&2Z^ MUPX#UIP:Q,3U93^XV/E/+&NH#.VCAPHQBW\P^8#^B?N+^@OM'K\3DO=)^8V]1YRH%2O M:RV01$!WM MH&HJ]%H,I29ZH06 Q P>P'_G=;A\,26+V_NF2/V73@0%>]L4/0F!&H6@REM9F;XX"@W7HB7]#3*L7P%_9A;U!L-G8*&\YA2DVT0XQ6IDB!GWG8UX MB89P.>2'^K*CCGK0_"H@K?XP2>MR6@B&SY+-/PF<9@_B@3O+N.CO MT2?S_FODDQ)YY: HX3H=?_\F(]_?\U#=&VZ53&0:)6TK/%1Q%X.L%\Z%_(WU*KPD !>>@ & 'AL+W=O]^_^LJ-0VL[\fXO_+C=5OW^M6G=[=C/@!T]??;6KUN:.##_OWO?PU],X2F.WIO/6=45O5E^:?7#W!XO5S?)X> ^!]K M;KWZ=X$K63KW$?_XMOGZY!P),JV!QRA@O_=F#>F;7$@(,,W&?,D3HDOZG^'MT;^AM<-:EI4W;US!BVV&S=SW"\VK6>_EO<\K//M/SLIZM$/5LO P5\V_'_JSOA@WKA_,C+.US("Q=$-T!$5+ZMANK55[VI+7!M&D;#?|!2Z6T@SG:X*===###]]:>&]X=EK+V*]Y{(LC8S^[*+YWW;#OQ;NN,4T^P%,@-%)[$:A] M?7'OB&]-O2@NGY7%O?G%\WO&NXRKOZ3Q+H^,-[/,XA]72S_T("W_.[=B'N_YM_'BH05_X756;KT] 1;SI;\S)]S_^X=F'+|R_OH?9Y!/;Y?:,_>F"#BG_\9.Z& MXG7KZH^SM#*|P^],EH7C?VZZVNQ;^"4^_<9V';YJ*U:QKBM>5M_35>V1"__WM/VW@#_6T:I0U:9]?%2!%5;7,-#!11\ 6,W8Z-*8:-_26VD8P_/N-V^ZJ;D^S M6/CX=N/:=G_F;CL8S8]+;QM;]4#CHKAJV:*KA=AN.'TMI\,&=[XBP^!IL&75 MB6PH$UU8XJE,5UA6@L*1W3:KJCU^A>XF$AX%]4W.'TH^[1 MUJ8S?07KP&_,#D>K$M=WB=GP+C+AY\[B,S0/<>9]:WI89%Z\I>KJ_>P92OGALX,(3U=>O|M'"*6L)C"#U4^$CD\$R^+,P=+]?8&? "&WQ!)B\+!X3X @=MU%S(Y_%E M& 8Q5;V9FWE1__PDP0/O_&*WQ %<'?.7!8UEY9&RAG.B;[/#GG<#60CNYK?1 MXC*UT T,+.]'H-+T[B[P@0*RN+7L5GDB'A,E0D,Z!AP2U ST*Y()"G2@)\-^K5&!G@=pZ]8'_%O M6 GA#501MVSMNDJ:.AT0A+!KJM9U$\@752F-O>,4^H-4?L+"\CGTM8&.Q(M"^OO36WL3;5$/60R5];OZ0MZ::$$DD2]}:X8/3P %)3%+ZH860+3SM/5""=8=U:QF7+|:\E&)$5O(O1]K W&UA'WG- .10 M08 _K0$<]L'@.7,K-;ZD<857V^*X8P3Z"?6(7T($%8%V2/U#N7.|+\)!+]D!F@ONIAQ$> EL M. \>&E1Q*G\AKZG?IP#A0<&FF#X@_G""6QC8*4@:\4& M=A\\3FOA.30.L)\#6S"R@L +!P)BD4%;5%FTCR1TO8%5,*P#40/9A?%8DX # MK'5C7V])@/AB! MG@%UAW""C!_8M75?;=D(PQ\WL'Y/*II)DI463P[E#$\A#!#10HBD!5&2!4T"B MWX!,GZ$: H W1A(1B) J-G#O/U'@S8/X..X%1+[fF%C]R/)[0=E1=)W+-.9 MA>F-FAI1"]A:P[RAUS+,T1E:P;TF!%TKHEJMZ7/&+6K$,L RT+*(YFCYU[9ZA'BACR2+2'(T!/*;D0AO ML@?H0;\LVW_<(>9A@E819=B>)=';_A'4^U]H@:5+YA6D X';H0GJZN^W^/0 M:)GH$5+QN5T@@;]O)WHCV(O0A>VC[6AH"!"L%NPF\I8F6Q2_ ; SZT1N(H'=(M[(IO,.2NP.CA>9>3U0 NX?C(E9FT",9!B+_IK(M46 [COLY!&_-#2)I8!X* MD??!!4.0BE%V4',@B,1H!4R >6XW%E@EJ)ZTU&V7RH\M@;8CIGDR/7LEF'Y7 M>3#2-X:P9/ %4?[0F\(HJY&0!HQ@@!P4 ^01NXEI ^_N.4'Y83[!WX!AY(@ M&*U(A(;Y)P(M'['17-#<,<55(#W!I1&H#- MK(PA."U?)S&KX(@$@;/PR*60?)OIP=V!.AZ=R@39?$#]'+VG0G?D6%BPX[[MR&.7%DGK>MR.C+@UI%H4WR.X-H@*#)F0RO9,#T!"AY]I;ZM:HAJ< #OPOV;< M+GPC4.^1MD"0%8#-@X!9F@MV?22Q%,P)SI+R!!B;ICB+?I5GAAPGD\K&WV"MZ'U%8!-S#L76 &2"#;PQ{(:3^9N"2PDX#'K2*;WS%!PC !TW3"=C,JXE/PZL MB[.N@JV-O*#1!@J?$%9;#VB,O' I=@]DCG$9;]FQ[9,MWP*93?(VT9I2GJ7N)8T1-N"-DH8!0EEM@&@*=T76=;91>T MF0G(!38P2%2WO9DR:R=.H(&Q-!A-E6=CWV*:JJ?0.L0,00[$M1$N(1IF9IUB@[-]MMRC*_^=&.)4%<#78.UZL]80M6P@M>7A4C(CG=\Y.O5MX'5Y$"SJ@LR0V9<.0 MVE3-/H)#,EVHDA :H J!!9 XSW""QDP@"?PQ^]01Y#[4A]<,X8MK3(W#KG_'-M2]/@-D34F+%88<0#(*_I)'2PB%384%0X@QB_1:%C'AZS;FI*[XVS3T\^_/CS MR9,8-P?P81P^2//?R!$@Y\"7]_3_^X?.+9R^_]+P$M "4*N@8 MG[<$B#EVCRJH3"MYU0,*[Y\H)6EBMHV'V%7[X-LF$01[GZUE?N+@=0-Z&A2]MF"?!0)UVGH(K/0T!*$SNO)HCV+A+H9/N0!58+!E,4>,&UW-#*_@'+6#62U MQ"L/FC[YRO;Y\",*I(X/4"(A+$#]-8M7=^[6V078M.(S3W,TMOHFS3J3[' M_0PKYW}[#W K)WU-JYZ-7T>+0<2*\YCE0&E)SM0K.+\;06YJ3*!'-L>#W80DQT(T("&PTK!U[58B_U$MAR'>-->3GZ4X+3Q.%W;1@?B0D+847Q#M'B.PDZ.V@QA.<"VPA'W,,^NP@H8T=Z.OK1?D[<0PB87C|(V@FU7QI.(@6P.* M@*G(B)/<)QF-XXNNUKT1"-(XF@+](*Y P(UM,)7&TK >@?M@^_UA.T';##FNMY8D(>8N"U/U6.!9[B>$^BH+8BK6'.(7(D<3!6"P5J..DI2PP\1TVA()8.6 M8Y/HQALYA1*B"#Q$)RXT'9]K0=/F;U^O8 ^AN;Q /-M4N@(NM,=$;#;C:,7DSE.%CZDIK8(ZZ1Z@H2"CTA\P\N)]9,HOF;XVK-Y1E: M#KQ\:T@[& +[J33@ M.5S2T"444"BNI'0F_A7BQ]\3=BCE_A81XC:6UG7LP2UVK[@^^+& YQ?@>W; M4/,>MV65SWJ:H1/-4%)6^:T#H:E1%5=^;$<\HU%'SV08I&ZIV>)X*KON*800;0[XM MVD'0>S&)D;'LNI_E_!GF02[\73"22$E?H+6=6%-I:Q*C>@?$[<5>19^B9Z38D*"A(G6;_X11#<M4'7^ORK[!^'NVTF9-*MJ4-+.9Y:1L^[LF73N,-*U-_3 (["?@$5O%UZWF=Z MA/O0C?)\"Z%*.-,4F.R@S'Q)K6]'1;<%X=+TW ^J8G$&RH[TF&+PP#8]<;< M$38+'EHGKRH?16A:,I9T@I8=:@% WYV/H&3LL%X-]KBR?2A_?>>Z]=E6W% 1(MVI4^.;>F3(,040MU8<\ME;92], 1"6(-*#5Z5,O.(P=B=VMR'+7MZW&+"0/. MDZ[!#@P1S/#I"@LI/.IG=2&ZI{MU[9=*CC#KNS)PYM0]#HHJI35$7]?\ MX&<=D@!*E9,S1R+TY"@YU%Z8II4NOO^2D#RI(0$[%_EZXXHX=YY, MK&HGQ-MK&'ZS@%)V,]I1<%FR*!;I0V*(@.)4%,'JI3+&LI6>BU[(::!X8MP[U;EFC7 MA*Y@[+AL,%3=VB+XODJF\2_.-13:3&NZ49IM>D^9U'5XCZ%")[V>M!M4)%IBM[I#]NGJHY#,J9+14Q%A9[*^2M>%O8+7LGV>823P_QCEX)154@=U_7#<>IQHL M'\>TX6TP.K2?2%M>]H-XC5LMI--)|OD]B;J8YD)\&.+0,R$![Q#EGL]V#WLMST.:7$>MB9/A8FXP5TF8B9!R-_/&=34DQZ)$K-89QB]+EVE5I?DGL6 M[F/9#Y%6H?T^M10,.DM L8*1<$:+,8U53(%QCR7>Q4:EVF,OL+55O>ST 2%"$M*;E2'F.CY*F24QUW*/XRY-1 9$9!KYX*8JL5=G=R?5>D2V42_49@JLOY&*1Q&\X990<3F?@(O P[O+*5-DX2U^DH)7ON8"M+M*4.JC"4J1>P^C60S;$,.65VXXOS%Z6"_O/K)>Z_.&!JH@M/V 9C0+)\]2"'",P& M!<<=XD_IY8$18/W85OV14O.I M(SYO8#)41?"?G090VU!]{@M05"<^>/Z1K8]7!Z>L6O3D$'P8(#:.^>|37,]X MGPL(66A:%INP+X3]-?TARWE4&G1PE#N/Z#/R!?O<:MT>G]D@2=!4H%!=:|. M-U'B-#UV$]X#Y\19SGR[&]N0I(B3W1=<;=-@3N_BE:<4:QDHF=U-D,BZMTLD M80FS%[=\9@&@ 3]&"C$0=OP,>["+]7]6_QM/"? 3((/81&L9$P-@NP&^@?IN M3-NP>'16]C<8IF']W"KHP[V6:G,YX9AQ("358WDH/_ZR@O?(9@6$P_VO!B7E M>$>2]H-=P'("(#!PD"@<$M,FA"5W'T?H 75D)1$6?HV\GY&S(3M&V(-'!< MJ=#!B0ZCA#C<%)M$_VPET05/YB.:++B8&>DO,_[!-$=IJ"O#A"3BXB,)QN6MCIQ\JX]0/QT/G:?>/3D=5<6<=%0>-$9G!PM"5[P<^JGV^&D9FRB&?<9D"DWN M)W@=X]S$,^H+N;_6\ V>ZDEN0Y>1\Q)C6E\RA5OJIPY[9-X84'CPX'].C?(/MG.6A1DL0[8$P[;71+)"#8_CYCF;[3]/1JLRV66XGC -U-,(I/GY"HU'S!O:& M-I K\MU*3#LGA80"K,0XD64(^$X*"Q0G,3RD5]N0VUY5%6F1,R3VD UU$'B?X MP7X0",8R&FI#R:&?"&F7%5BL<++.+36$-6KZFD\HO%4-5]D7-MNA.+V4@6)O9K8]>?IE%,V\NE1M7D38X_T3&P.C2R/=C(I:.U6"<*U;'RH1:O MP)!X^"(U^^E]X<".E=P9T+"YC=B.\2^%<-2I M1DD+:,0!I,%^$Y,>IMYTKG5K<@TK&,RRTJG>E20$!(ZX$4U(KNA0.)\)RY&RJ&^:IHPH3S;DY.S3(E:/JC.FS,2W(]D M:1Q+Y20RNV93A!&;(PD<.'"WDY#/'S-Y<@7#81#%GN7)XRH,4 M"@(+_T6!;NWBQ9&>^B=[MR-DSA]+,0Y*S^<&;_9AZD3!1-&1NNN]=.$VA+DTFU/!CU+GGPC2E]:-!.M/D,*#:Q5C!B\V N Z;L=H[S&DD%U!F278AVZ7/F M$0IUR1B,0Y%R)IZ K\/C\ZT=QO>0XQZ4.,R;HT1R3Y#%LQ'=>MC(:94@UW+Z M9Z8 GATNT;8Q;O!#WZ?ZZD2&:;&N.P-HL[4(7N28368B95]P>.T2Y[(HCB|== M$P_5,I(0'^*Z44C D7D(HY8_+QSYT!=0C%>^]RLL4=DIYENV+'I[ML[W+.T M9>4]NU2&/0"S&O]LN<)W/6G<./Q@WK*1"DIGG3ICD+PH80F.HVFK>]YLY8P'M4(`@]=U3YQC[Z\@]8PFWDG:O{)UISF!2.A)LM^8,!CV+AZ%%@0]HS]!=?O3M M<%=BOF@E-FHK2*_MN8I(IW!@:DO7N]3F-M@D"%+(:; Y&UG%X8I"']I'/AIZ<\]= M$+RANNWKX0V+ D6)U^PKE9F7[+1:2CD92@Q=WGN5;X@4A@M.G[='UWJ<_ == M?39Y\OA29E\:T@^%G1\)EHQ&.L'Y4|[VHDA,">>$08QQTH(69%L6;R_9# M*LE;-$.[HVSQQ95.9QQ1C#+1FZ$E.,$D&(DADIKUQIP_H>X3*W;ME M5YV6F(/>\3B0];['V!0$Y7P??;R$S*^_,+VQZPY,\Z8CZ_U!^]BTC1R|#R9/XK5>*QF!$YJU30:[M_@=HH19XY+.QB5S!\:-3D"-/,#^96H6YWT7N2<-)/K'F*

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M04T28U>+1,05X6UP'WZ\+K[I.3E\=5V]L:X@SC6RK;"!OR\N%Z$F\BDX8&!_1D>O>K#U6GF3GI4V0RD\X/ZTB.8 M;G]I0/G7^12BJ2>),B=?Y)L6\$1QHK.
[:>6WI#A)7A)BT&QXZ/@IRPN3_)2 M'5\F%X^E>HI%O)M1L[L#$2T..E2GA\'M0X=*B>-@9;P(8GLIX%:&1' MU:5KO+WMC(NY;_31ESP
NMIR2A,7\\'(J>Z+MQ#&3FB@&^3.V$QEQV]T3FZ-9\I@?5\4I_8):LH VT990'6)%*S4 MSGW+O1OT2'%&$429&?#4,R)DG)Y\N/[9GSRA 6%$'D8.^N&'-^$S+*S%Y+Y<
MKG%Z)C8 M1.(1MNC#@S0/OA%L"2@6'F>:'%KEJ^ P*838D*;CXBK6%)UK*5\\@GGJR<<+ M03LJ9$@M.E[DY5+&5ALMY$6B!J]EP->Q-"F=&D@N-2#%1H"+\XMG^?+"TK#-
M1Y)7LI]T"+$(;M2H@M_EY45Y?OZ7YY=7B_/-0 M6#J] P:H# 0E;P:NG;;$H[R^[8.AE/?"87 M(E7E25/EJKAX>5D^NS@/;#Y$ZEJX&,-)R3^VEM1V9\D%<$?MFB2GDSHU NP1?
TG(B2Z;N"*TRS4Z4N S"J MZK;1)U_DCUZE@>@M>N/#G)W'DCZFH8C_3XJ+\L6+<_CORQKSRS\7 MEY]]?F0HX<-!UQTI?C:-]3G.QCM-LPLKYP"FF$T5JF.;%#FZ4)<\.* 0#6<0
M],-%+=C2JDP'6CP12-DMBN]P*"$[%FH/07"(95"J&5?@U3EC+S(H.8DD#S0Y MC1^JEP;"(RL)!HSRBUN0SN<8<*X1(Q8CH?>^S!ZC+M 6L[/P<$TY@[<*/T?
M+"5QM"HNM=W <[?(W*F8?E8>?/1"NA[R3U\B]E6._3T->_*D5+T>K5SM0(PB M'A%3@!=_J[H186^8HIQ^\I(FG7SX^=S@V^K.;L>MVI?@!K&E!3"J^:P]
04YW,FUS0O!NQL4=,\L/N\/_G)G^=I6N MH^6@,3 ABCCA'!]OE\T.:I6/1Q=XRDJNL55MHJ&YXC;KD='Q)N&_R@^A&[GG M^[R0-%"4V*[QT&H4-6&#U93E#5V@C92H/G::
<",,DWWD7&46S7B=7Q/1#=[9 MI?@! /U,OEL\5FQQ1L9Q9*1DQP[E:K-*.>>(57I?W"M MNLJ:M^(=]J '-WM+EYJ8E$5)=Y=<+%Z$RTXPZ[@:>\IVX%FP,:O/3Q7S04+I
M_@Z=@KSXA!3DMWRS]4]TL[7V1705T[ )YV%U4FD?;JYC>:9(E+N,TRW9NC8W M:8TYO#O[(&<5";]JOKBZE"WF4G%Q>M)Q$39/NM4
MA5D.^S*DT9\KQ7/KX)Q8.&%XI6X"3W?J6KK>JBJH4U!*"IGB+ %*&NX?N_^, ME4=VJ]#N&%4DL/& +=_$LBC>Y =,YT@E8RHRS&=8\%_3VR/FI!9GISR85UU4 M21O8.TQN
PEMWLC$>"._DJIXF7A6D>'4"+8.]W3+]$SWN<]^,6&:'T'*U"2# MV]DZ*./5]9M)Z_XW5]>OY12-Y3G-$"H&'ZZ?
E__EPN8\%7.'#P0O]ZM,R&F+"LL;QUFI0RYN'K>"N^8"]N108+SRY01?RT?]C!$,0(+Z?5/\/!O1D=K^1H6TRX M%W]^1FW6)S8(CYKORYD$LMKPY#L_L1H4)2V?-!GBRT\PQ-
=F+5WEH2DKYP5^ M2IEP:M*+Q\6]O):21AMK5L6[.X D9,A^Q'/1X&A.3]Z\^Q&;__E,:7ZW55Q) M36^GX1M3LP;C^<=^'DC#N-$NZA,?B7NIMY\JA]E/!:1>%;E9?
YHXTSEVK+\7J_'!7F0IEAI*JP\4;]1L]QSX,/-]4.037ENZBMU_"KEE&#H#K!,"N["6Y(+33DQ M+/:V([YTG$"YM'64P')MJ6?=R"^:.#)O#8Y"MR$YQ);<_W1D3AU@BX-)%^[&
MWSG@\$9P"U\=-#TDD]ZRJS/Y&NTUO2,KNX^F<(OWL2R$#IBHS#F7C"OGJB+J MN-,D1/QEBAVH*QZ%'O<>6<\1B;#W('^A^?AX@LKY('2>K>$NL2EB@/"Y#CD*
M1(4/"HZ8+%G*;?A)$H2(9T%@%O2#7V2I6[#[K"QT/$6&#VS1XZ)0AO-["_J- M"XHDKQI'/V:E?T*L=YT;0Q?GM)IS64:$$$##U?7/],W9^!@#'2"/(M:.W@YV+3G>@%6D1)!Z
M+$,Q4H5F]Q9+_%HISZ5&4:>.>\3OK+@X;ST/M8!Q=2A&CL\^*V4G]"0"/<*/:'S24,_)-./=K V7_I"T M':;1AB'TT.(N6W4_2FNICVSH74I8!M,&O'9]I.C@9\P.06MQ<&N>R.5PP+-0
MN,/8LI N%XH]*9;^?3TJK [W* $,6?P=M"JHRT0IGL\KQ0]N0=^>G<->21 : MIR5HF749SFA(!N@)Y2B?0L<5^FX.?+%,_\\9V35@X M%V4\1IY%%X(@/"2&+V8%.KT5Q0?
O]U!;KV2=LNB/D.8IW;E8A\[C&"F3!O,O MA&4BG]VBKVO"8=>YWYU2(5^E?N% F3,J MQD&PO=V]R:W-H965T1J36RTCM5(DKB.(LJQF4P MG_JU1SV?JJT57.*C!K.M*J8/2Q1J-
POZP7'AB:\WUBU$\VG-UOB,]H_Z4=,L M.J&4O$)IN)*@<34+%OW),G7VWN!/CCMS-@872:[4JYO\6LZ"V!%"@85U"(Q^ M;WB'0C@@HO%/BQF
M,\OF4ZUVH)TUH;F!#]5[$SDN75&>K:9=3GYV_J)9B5.1<"RP^NMV&2CND[BC-X49:)#[O9,!S'*:3C,!LD\(#&3&#A MN#-9N# T%!I+;H%2;/DE5 >*"8?HX,X(-,&
MT"7O]T4*FRJU!4]"L"Z39,GJ6JL])Z%$<8";N#<@O1*"I#>$?U$K[W+3H?7N M^P:U38U>F,6A=ZEIHC-IJU"OO8 ;\%>D4;G3ZNF-6#32^&[>/#!?F5YS:4#@ MBESCWNTP -
V(=C.QJO9"F2M+LNN'&WKG4#L#VE\IZL5VX@XXO9SS_P!02P,$ M% @ ;(%,6@E -9OB @ ?08 !D !X;"]W;W)K&ULE57?;]HP$/Y73AF:-@DE$'ZTZ@)Z*;MH1MJN^VAVH-
)#F+5B3.? M*="_?F<'4MHQU+TDOO/=Y^_BNR^#M3;WE"%:V.2JH&&065M>1!$E&>:"0EUB MP3L+;7)AV33+B$J#(O5)N8KB5JL?Y4(6P6C@?3,S&NB55;+ F0%:Y;DPVPDJ
MO1X&[6#ON);+S#I'-!J48HDW:+^7,\-65*.D,L>"I"[X&(8C-L7DZZ+]P$_M)*[I8 VNDKG6]\[XD@Z#EB.$"A/K$ 2_'G"*2CD@IO%[AQG41[K$P_4>_9.O MG6N9"*I5C]E:K-
APTNT(O^$]2ZV%4"R(JOS73(S MR&51O<5F]QU>DQ#O$F+/NSK(L[P45HP&1J_!N&A&]* MSK.C2UR@,9C"5),E>/=56Z3W@\@RMHN(DAW.I,*)_X'3CN%*%S8C^%BDF#X'
MB)A4S2S>,YO$)Q$O,0FATVY"W(J[)_Z=:4=C]=Y7:5WXSE9PTWQZUBQ%53W M.)0;E LJ18+#@">!T#Q@,'K[IMUO?3A!M%L3[9Y"?T&T"5-12BN4?,2T"3.#
MI9"\$$4*WVR&!L9$R 5=2DJ4H5!N+L53:VFT M>X<>>UXX]SA:%(4#7WW]3_.GF#\DN!MYLIV M1Q<:9,YW:%C:+/"-$4BG;ZHB;[4_JZ)Z^"GW+$HT4J<$OO,*BVEXK.>B TG(
MT2R]\+F;6!6V4H?:6VOKN)*4I_!*F*^$6H&9 M:\MRY9<9_Q_0N #>7V@6E9WA#JC_.*,_4$L#!!0 (&R!3%I)U&PO=V]R:W-H965T_GJ,QZ$@VBK>)*+DORBG@ZKL42
MKY&^U)>6I;A#R66%VDFCP6(QB6:#D_G(VP>#KQ+7;N<,/I.%,;=>.,\G4>() MH<*,/(+@UQV>HE(>B&G\;#&C+J1WW#UOT3^&W#F7A7!X:M0WF5,YB8XCR+$0
M*T579OT)VWP./5YFE M/6#>VHV$$VY)LNWDOUH>H8%6HLYG%>U0JXV MB5"MS#AR\.:S(71OQS%Q*.\09RWLO(%-GX$=I'!A-)4./N@<\]\!8N;8$4VW M1.?
IBXAGF/5A..A!FJ2C%_"&7>+#@#?\Q\1/0^+?9PM'EEOFQ[[<&^31?F0_M1B>N%AE.(IX3A_8.H^GK5X.CY/T+O$<=[]%+Z'_C?8,;@KDRV>U>YO^#W=W* M/:W2@W4ILY+G5
E"(,96N*ET#8Q6K;3H:10K%0AE?((G3-:A(.D_XY[7*DP MKCJ'@T$_>50X, 63R+!:,-JV%8(A'X8]CNUJ#%.N[OLPJXPE^=!PQ UO,8? M6PRH1#^WS^<":X[%9
Z[V#TO'C_EEG:*+>P]"NL ?S9O5?2'L4FH'"@MVY:]X&(%MUF$C MD*G#"EH8XEX(QY+_(&B] =\7AO=,*_@ W3]I^@M02P,$% @ ;(%,6F^Z M#*4*!0 M@T !D
!X;"]W;W)K&ULM5=;;]LV M%/XK!YZQ=8!BZV+93I88R*WH@+4(FFY[*/; 2$W6B:C3N4G)U*'EREA_"^L&]ET,H"L-E:5K3(Q*+EL
M_ME#ZX>>PCQ\1B%N%6+/NSG(L[QBEBU.M5J#=M*$Y@;>5*]-Y+AT0;FUFG8Y MZ=G%C:;X:KL!)G.X_ESSBCQN Y!H3\>6#G!BXZP%NVC XF? HAC>*FE7!JYE
MCOD^P)B8=?3B+;V+^"#B%68C2*(XC">',!+.G,3CY=\P]P ;@23=M]J^'A^ M9ZRF1/GK*=L;Y,G3R*YX3DS%,CP;4'48U/]+QGAQ"_P;O M*VXRH4RM$3Y^P
<+%T)EGYXTXF7'/,Z&=]0=]O9P+U. &5 %4+"PO$/=!9S7M9;<.D,= M=,$?W-A >A2%L$&F#0QA&D3AW/\G80B7JJQJB[2SQQN2H[352(,XGD$T">)H M"K>JL&M&^,G1M-
M/T[G_C>&25=PRP;\00RX)5C)Q1%3!;/5RO*=.UYR1*6=R MTN)$83"?)!!%P7QV#+\A]9*5$H135EK=H],P<+M2FF"=GX23)J4H/0C?P3S M,(8X"F;$_+G
++4R!B;S($V(_G$PG4WH5&-.X#S+ZK(6WL\Y4KIFG#4]DA!8 M20SXEV;A53P/9L?)S_JF0;3F :'TF (T7$PFZ0TB),@3",*[B'T->4-J\CZ
M!Q]TL8%A,H1FQ."M@,83D;I=N:UA^DH[A;H1O*YU'@77X"=< MAI%(XP$FO =:AA_HH&Z=RZ:(-3999Q6P-L%+E?."9SXC C"(\$Y9A)F/+\MS
M[C8\1/,$H=D(SK_14">H9CU&TOI M6&I.1E.YU+)IFR]M-ST7^X(P2M1N8EWAP&/5RHG52-#H^X*3L M.[KC&FF92/Y-2#XM^@VB.31\7#1$8_Y_T. R$W7NM>BY^-(>^:
(^U/FU*8Q= MZ\A!*@L\)RJ\<%UUXRX$QK4GQV7N2D.UUYI+92NFE^AS\=\0>92R MSV@\T3,\!49QV)7,UW3ZB4@7=:]W.0?TQ"E^](2F_4*KLG_63\9!R64;1NDS M=^MN"N>N
NEY(=MG_IK;%7&3]#W EAK]M;I=[.)_3Z8J/7KJ83;NO:5+)#O< M%P,1<778/*N[U>ZCY+QYB^_$FR^:M^0&3HP%%J1*69P.0#=?"^'Z[HPPJU$Z#]0E$G;"?N@.Y3;?$/4$L#!!0 (
&R!3%I:=-GE$P8 M .L/ 9 >&PO=V]R:W-H965TD_LBT11 MO.>>>WD?Y/E&FP^V%,*QSW6E[,6H=*XYFTQL7HJ:V[%NA,*?M38U=_@TMQ/;
M&,$++U17DW@Z74QJ+M7H\MS/O3:7Y[IUE53BM6&VK6MN[JY%I3<7H]FHGW@C M;TM'$Y/+\X;?BAOA?FE>&WQ-!I1"UD)9J14S8GTQNIJ=7:>TWB]X)\7&;HT9 M6;+2^@-
]O"@N1E,B)"J1.T+@>'T23T55$1!H?.PP1X-*$MP>]^C/O>VP9<6M M>*JK][)PY<4H&[%"K'E;N3=Z\X/H[)D37JXKZY]L$]8F6)RWUNFZ$P:#6JKP MYI\[/VP)9-
,O",2=0.QY!T6>Y3/N^.6YT1MF:#70:.!-]=(@)Q5MRHTS^"LA MYRY?"IADV?%/V@E[%:+8!9B S, H M[AE=QP<1GXE\S))9Q.)IG![2P8+$X^7'+;PMZN5=09!\/L^(P-$NA^"$N/,
M-CP7%R-$OA7FDQA=?O/5;#']I@#!=""8'D('06N%B-C/C3#<277+>LIOQ6?' MKBN=?]A+^B#L?M(=\MM2L*>Z;KBZ8R6W3 ^JJ[V@4E_R20
MU%0V!K4,\+5EAJM;FEL;7;,9NQ/<,*?9J1_9,;O1->EB;AM/JKQJ"\PWE.R6 M!. \ 29D2MO0Q&P>("+/T!+,'C$B(179LY&NA F!PGC':9V<'02Q#GQV[-B4 M0C'IF(1)F-
:*KZJ[P3%N"VTCJPITA"N6 WRNK6-';!'-T\R_%UF*=Q;-EPOVCAL)WXCM MM?-HNDCQ3*<92Z,8XYMV%?[#]]1UQVEVPH[C;$[/.#YA;[7CU:Z^V2R:+](P
MR*9+&L318I8!K&DJ07$)$42T+_"ASU38^H("H8NL#;SQ[QWRE-N2-5R&>.2U M;FDCNC J^O"IH1))1;QHDX(M%9PC*^GNSAZ@/-S#?J$$ZR.VC))D[GV\6";^ MG8*,
[[I/]/I):VF?+=J^7E% !A+B]]FX0RA*I!U]]; \X>QH]ERW&7O"P;I[WH$58A;4Z.952.]H LQFA7 M7P-AEN#U0MWS\VRI*A#)W>2J=2'7DK20>Z3U@]=@W#A1<&07T.]
(@QM)$K9 M$)5D6TC&)KW,6=QA@@; "4("M,%N@?I0](\WCI?:;4! %*[V+=3B**C!!ZK M46)(%S '6X_B1S^2,;GEN5B9%D>TKM0<,IRR8_!0T09/@'+1AE,7]-N/P**(
M0GYBDZBXJ;Z]U[^UO;=(_@GN"0LDG;773XA_Y:;R GQ>-;;&NT3_W,WSNZ] M%3H(1]%5.:7D+55T6C,=+P>/&@%,2F[BN^N2^U;A"U77:/P8?XWX)%0KO(Y[M?
W<5VC*_1;E6JCO8DO06XK:O=B.95U9OL6*5MG"[HK1IM$640K=WF.ULR09; M-J7,2^IDVQ5+]QTY3AB"HX>^IJRNI*%WX\;AU?=]QWB8D1)IWKTJI=@X,WY MD:L^X)(^#^-
_$GE=^0*1=4OG$U3+.Z_\<5R)H.UQ;.%4_Q]GX&P\'5Q)$FX? ME?A_H1+?1^B!TP6Z86M")WG4AVCRKQX3B,4._)7O?*1E[GM4%B_I8X%&T &4;FPA_K.D@.DNC-
%MT;?]A=/3;SI)EM#R=,SID MG[$7_@Q+P0L @6P[7D:+T^SD"R"[#3691M/3)=MWXI]L7&ULU5?;;ALW$/V5@6($=K"0]B[)L07(MEZ1Y<&O83H*BZ .U.Y)8%<#F?(HZ72
MMV:.:.&^$M(<=^;6+@Y[/5/,L6*FJQ8H:6:J=,4L=?6L9Q8:6>D75:(7AV'> MJQB7G=&1'[O4HR-56\$E7FHP=54QO3I!H9;'G:BS'KCBL[EU [W1T8+-\!KM
MY\6EIEYO@U+R"J7A2H+&Z7%G'!V>I$[>"WSAN#2/VN LF2AUZSJ?RN-.Z!1" M@85U"(S^[O 4A7! I,;W%K.SV=(M?-Q>HW_PMI,M$V;P5(FOO+3SX\Z@ R5.
M62WLE5K^@JT]F<,KE##^"\M&-LLZ4-3&JJI=3!I47#;_[+[UPZ,%@_'"^)V M0>SU;C;R6IXQRT9'6BU!.VE",3@3 V!JTYZEG:PTGVBA;OI,&+?X 7Q7"AI)T;.)J3<1L-X
MK>%)O!/Q#(LN)%$ <1BG._"2C<6)QTM^RF(XXZ80RM0:X8_QQ%A-O/ESFQ^: M7=+MN[BS=&@6K,#C#AT6@_H..Z.W;Z(\?+_#AG1C0[H+_=_8<(/W%DZ$*FZW
M6K%SG^U6O+#YS1RAF-,@ I=@78]IO>)R!JQ2M;2@IC!;8U!:\3(K9-H .LX M11RK">I-U/U.U$@"6#(#])LJ0>G$P+[?0M6&),S!(9PPP62!3H1V^1XHACV(
MPGZ0Y1'0F:83*^F,:8VR6 %%6AK!FEQ1_D5'CW(/V1,/AR_)AYTD(>O!]W/ M!O'!"[!IJVW<'WBG;GPV:9=I)&3REU5P>?7;-7S0?I@;2DM24;+PL^2A\UHK MXYUH7X-
SH]D="CA5586ZP(""3$=PWU4 U&(%7]B*41A;L1LLYE()->-H&M&# M "[=AJW %5K&!5R/KQ]A-'.,K*7Q V! RIW?H5Y=U+)46VSXW+WN0DEA)YYT M'].-
;0K%!4*XX3)E<[,AB*>=L_=^SUOGOO^J_G!$=Z:BI/4!N[H>P$ >_4I7]7OH,R1%49,G_:T^N M(*?8IQ%O*J)&T@_"+',CP2#,X8)*K47Y$#J"-G.^,#")$CB?OM]^V801_%[
M./55A&Q[*IQ!1*0=A!#EP3!)8)CV751*!,DJ)*PXB,(0!N$0HB >1F36MYKK MIWK&-#>,L_:[WO%&629(WYP4'R:N$09A.J0&#:0IO#MM_$/UV"6 5QV9P%T!
M?"TGUU7J#MWH)L,TBXF!Z^@3BQS/G##)<>O).6<43@F<[A\6-2<=>479C3(2 M#3YCU].97?+^?\/D"4.DJ'+&$D:))%K#(*0@KN;+"D1O?F^ABS#.(^),^3E:N#FS@#WM,%
MV^#K*F'+M[8>QKX<[J7=G*Z&0A!: 'MY-U[WO-S>L#MXF*8JOD!_$Q:K+I7L MK10/O").L<+1O0)\@HR5&S#W'N&X-U8P@Q):>; MA\V?$G.KW>M4MNTRUWMT':>C-
/./#E>A2+/F9KX9W;QKQLUU_D&\>11=,#WC MTH# *2T-NWUZ1NCFH=%TK%KXR_U$63JWOCFGMQEJ)T#S4Z7LNN,VV+SV1O\ M4$L#!!0 (&R!3%JA/'((BP< %(3 9
>&PO=V]R:W-H965T&4J*G-C)+K OB4V1PS,S9\Z,=?K@_&THB*)ZK$H;SD9% MC/7)=!JR@BH=)JXFBR=KYRL=\=5OIJ'VI',Y5)73Q6SV<5H8T?GI[)V[<]/ M71-
+8^G;J]!4E?;;2RK=P]EH/NH6?C6;(O+"]/RTUANZH?A[?>WQ;=I;R4U% M-AAGE:?UV>AB?G)YQ/MEPQ^&'L+@LV)/5L[=\I>_YV>C&0.BDK+(%C3^W=,5 ME24;
HR[UN:HOY(/#C]WUG\4W^'+2@>ZVE[DRR%_UD/8N/XY4UH3HJO8P$%3&IO_ZL8W#X,#Q[,"!17M@(;C318+R MLX[Z_-2[!^5Y-ZSQ!W%53@.FB+#MKEXE6+GRF;J.5\
MK!:SQ=$K]I:]JTNQMWS;U<\F9*5C;X/Z\V(5H@<[_MKG=#)YM-\D5\Q)J'5& M9R.41"!_3Z/SK[^:?YQ]>@7P40_XZ#7K!P'_1H]1798NN]T+^;\V.DRX^JT@
M=>6J6MNMTKFK(^5JS7OO96\UW+MI3*YM1@JBH-;&XK/1I=(V5];9P4((A.V\ M7AJ],J6)AL)$[NIMH(0 ,0PN&RL*4:]* UKCM%I[71$7M]R7D!B[&<(S5OUT
M<7$M5]$CG,B#R@WG21V(X9-78[GY,OMVF/3F*UHOA 9%'I_A;* M7&L?36;@UPNTST+UA+DPY+7/BJU$C=>TF#:V;F)(7FR /+E60+U@BEUT'N 8 M]%WCF
7B=1"P(J$MJ"!V38X(FNPIV5@;Y%H2PO8A_L_--]:MN&0 GUI4R;>] M3IC 65B[$I;"B?J%[JE4$$DC? BP^:X]\9M@0#%^,%<8WX(/* M=:1=Y\8 "QI%&.8+]KKZJ<6T
*9_[@!A4\%4IM3^0)2,?8G1NMCA9R@I:P^% MR0IY_!0[E(N!"QZ$!QDCF"3[NV_C='\#E0-]4)9,-8YR [)&\I5R:UD0:$-D MVT^2ON36$FY=)W]VZ!0I*ZRY:ZB%[NFNPO%^1
M%CURJ,.-1 6)0DH S&P@AB6P14B6I+H$\3@J5GT_].V8XD*JKB!J(U5Y2QM.V=E38#G5+M@HE!H>UM6TJ=HN<.UIA1Q* 9 MNFO=2HK.%('^Y.
(&V%)3UI1:R%0R]>4*H%M]Z419JF')@4U&>UUML_2WX+Z!QP2=[,2Y8_[VGBS8K=JUF.>J!LB.:'F1ZGU-SX) M#T5M2H1@ ^#L!)\7TR"-L/A_X#?)V(5A$:< MR?
FNX6AUCW!P")@;XX%JHM#*)D]..L&>!'G,@POL>PYC&X KU+$K#7>#7%WJ M4MKM#4_:B47/.-/V%M&C;>_K]R"D-#2HHW4_T$&>BH3 M,L=CZXOT2_C,5OW:>I$5(P]BT(?
253>>^F[&_!;LO]N-CG>[13+R?)PGVBY M@=IV%:8A2_M+&,H:VQ\PN(,=]U3PZP5DX!<7PML1/1PS'N/WAVTW:@GIB]"E MPFL//.B=[H-S^)FAL91Q%Y3?.H-
0KOB]2B*B]GXKT\R D2^SU)&B\Z+/@]XI M_20E(O%0(W_C[%^JR_L^_T\';SGJ A5RF]ST+M8<],KCWZU?V%TD=Z3/&U/ M;YN^H,B9;26M<70V^>
[#2/GT!B=]B:Z6MR:86Z.KY&,!5I/G#7B^=NAO[1>^ MH'^-=OX?4$L#!!0 (&R!3%J!DC]&, , ,8' 9 >&PO=V]R:W-H M965TNZ<-DNWMO# 2VL[=_=]]]WY/%H\V!S ,?6A51V'.3.
ME1=A:),<"F[;N@2%7S)M"NYP:^:A+0WPU#L5,HPZG;.PX$(%DY$_FYG)2"^< M% IFAME%47"SF8+4JW'0#78'MV*>.SH()Z.2S^$.W-=R9G 7UE%248"R0BMF
M(!L'E]V+:9_LO<$W 2O;6#/*)-;Z@3:?TG'0(4(@(7$4@>/?$JY 2@J$-'YM M8P8U)#DVU[OH'WSNF$O,+5QI^5VD+A\'YP%+(>,+Z6[UZB-L\QE0O$1+ZW_9 MJK(=#
.6+*S3Q=89&11"5?]\O=6AX7#>.>(0;1TBS[L"\BRON>.3D=$K9L@: MH]'"I^J]D9Q05)0[9_"K0#\WN88,C(&4W<(2U (85RF;@?'E5@FP+[$4<^X5 M?/U9.[!O1]%#8'(/DRW(M
*)CH!T(W:CEZ]22/<#A,BXIAWM:$^CDQ&O M(6FS7K?%HD[4/Q&O5\O0_%Z_T&&'Y>Q=0;;Z>&>-]8BX'M@%N+ /J"31*H(C!U%7U(7'1:WG;*UV47&TPM43/E?B-+KPL
MC5X+O)H@-^QEM_NV/<0[(J6_[NB-1YUV=W?40E];@A\#0O'H)A>0M58BGH;IT[AITX+9ZK+JW)5Y6MV$>D)/'-@VH>N8-B8K068N7]! M+$OT0KEJS-:G]2-U6'=>U#<1-
A^Y# B-96PS#/M#2R2)*B2I)Q?&_WY&2%1>-LP[8OE \DO?< M/7='GA9[J;[J"M' 8RT:O?0J8]IY$.B\PIKIB6RQH9U2JHH9$M4NT*U"5CBE M6@1Q&$Z#FO'&6RWX4:"
[NF;JL$8A]TLO\HX+=WQ7&;L0K!8M MV^$]FD_M1I$4C"@%K['17#:@L%QZ5]%\G=KS[L!GCGM],@?+9"OE5RO\5BR] MT#J$ G-C$1A]'O]"F&!R(UO
Z8WFK2*I_,C^J^..W'9,HWOI?C""U,MO9D' M!9:L$^9.[C_BP">S>+D4VHVP[\\FH0=YIXVL!V7RH.9-_V6/0QQ.%&;G%.)! M(79^]X:YK0[,11==KD'&]L4NZ-HEU.>F;U@:F&-SL-
+2JX MKYC"16 (U^X&^8"Q[C'B,QA1##>R,96&#TV!Q?< 3DT>A4?O5K'+R)>8SZ! M)/(A#N/T!;QD9)DXO.2?6&Z.+.'/JZTVBHKBK^<(]W#I\W#VHLQURW)<>G03 M-
*H']%:O7T73\-T+SJ:CL^E+Z#^9DI_$>"+\>X502D&WD#; L*U T&@T+2I3 M@:'M7-9M9YB[+K*TU=P0+PU#5M8>?P!RWVB0=*&]9;VCJFS@Z)
M'6*X[6I4S$@UAUMZ:X34&GZ!-W'HIY?9A9UF4S_)4C>=Q7Z<3B\(L)%4]+W: M%W?#R Q[(*0=]@YH>./\O(#TTH^B*:13/\HR2#,_GKZ%:^LYW7O LJ2'P-)J MI<'&
<"8LWYJH#CBO7\WB*'[WP_>LW2$J9RRO7?01ZB/&_U+#VI$>5KC6G9!ZIOI+U@9.N:UU8::H5N6M&_!RI[@/9+24$?!&M@_)M9_0U02P,$% M @ ;
(%,6D&ULM5II;]M($OTK#4T\ZP"T3.J6L)#TTU: MUOSZ?57=I$A9MI,Y@,2BR.ZZZU554R^WA?ELUTJ5XBY+<_NJMR[+S<7YN8W7 M*I.V7VQ4CB?
+PF2RQ%>S.K<;HV3"F[+T?!"&D_-,ZKSW^B7?NS:O7Q95F>I< M71MAJRR39O=&I<7V52_JU3<^Z=6ZI!OGKU]NY$K=J/+'S;7!M_.&2J(SE5M= MY,*HY:O>973Q9D3K>
<%/6FUMZUJ0)HNB^$Q?WB>O>B$)I%(5ET1!XN-6O55I M2H0@QF^>9J]A21O;US7U[UAWZ+*05KTMTI]U4JY?]68]D:BEK-+R4[']I_+Z
MC(E>7*26_XJM6SL:]41#>%T3DZY*0V>:NPK7W\L\EC:M;A92Z/.2+]$O"TR M^-Q*,MO+\Q)<:.UY["F^<10'#U",!N)#D9=K*Z[R1"5= N<0KY%Q4,OX9O H
MQ7L,_J+/X[^7"E@8!\[]CZCOBH^/$*8DN[$;& MZE4/66*5N56]U]]^$TW"%X^(/FI$'SU&_0^YZVLHOKEOC*MLDQ8[I<239KM.
M96[AI&@J;LHB_LPW^N*'M>)U,M]]^\UL$$U?W%LD-J:XU8FR C C2FS0UE8R MCY4HED)NI4FL* NAO"PVP/VECI7!5:(-4KPP5L@\$;A7 HM$ 2I&Z#S1(%S)
MU'H>.E\)\@HV,\ER+YW8K@L!W81*]4HO4D7/05L!-[P0??$^%Q_DCD)Q&+0W M_\,*2_JLBS11),N&^,%TX"Q1+\+VN&A^KK/ :B6I*-'LO5RJB5+'&5%16V MP0B6K
ZRMU*GDF0C2S56 MTH#,;C, C#4'1L#K38U?8EZE81.P@#K6"!M2FJ MU9K9KHQD7A?B5#^'XL@!'9=0@17S%GB!AWCZZ>9'*TY+X',@-LIP=2!!R 5 M]\^J=!'RG-=C@Z-
1;"A2F,CM(T!>7EJP#B%#9 @ZO8:+C&[&6B4!%LB4(DY'5;Y4N=ZW DC'NP//# M()S- Q"H[0W:NK0B+K(,$>Z46*LT$8M=FT,3V*T(/8A+J(U* 36MJ ",YF@@ MG$IX-
",1H5U7^Q(>#D]((-I(RL./NM0R37?.=;!VP+S@W[2R%+58/0@F"(O1 M?.Q\1L]'PUDP#:=/67 8#(8#&&-:&\,H*O,',>BBYD&5'O<03+ZE/WE1AT; M41$\%'X"'#O!PCF 18\
(\#Y/*C"G_&ME\4=D)PL$8:)NN'AK$GIT-PK2/C^: MGT.8*@Q'M:EH81P7)F'G;76Y%A]_N;D2GRJ8;1@.+_OAC-.4T_&0#=L$)$@H MB@!BP-ZK)4/(UD"7H_-
IHHXV(=)RW_,P7T84BF^K^29H7=TJL_L DQ5?D4#(MB\'H6!K=E_^4(?SP-D@6*\6XW AVF $O^C+E#%.2VEY66^_Q/:>]YM:9%NU M*&[7(G5'URY"D2$(L/L;-
G+7%KKQND5;5RJ#-,0WM[3(6PB9D.>74AMQ*]-* MU2G)9+K0"P H5KG^7=FCT@5P'@41"9O)7[$I5:PL/:A)0N5 *__V*56 M\.-
;H,S*9=0Q]WBI7+QZ+R=-.97HW;,JE51D12S+>'U6;81,?D5'SS'GDWMO M\)C9,3R7ZPIL89"X='YH0.:8_X^&/8)@T1$,_)85R^U8VJ_((;@>[BMBZ<.K MOD\W5C
KE!S&,RQG3YG\YGX#SP@.?J_/9"W& LI3O[M]HF^42U#XH*FN">L&$ZPY!>CFH2@A+:$??@N M5^T$'_0G->+MFV??)'B-
<;B#P!,_<3EA_0PC.1#/1_[PQ>^I#+U0,K2XR+WX'J:5[QQ/Y=V MP/1"?&R>_UQG1'/Q8RV5O)_Q -E@.B%4&(;]<2B^]T:/@DD$R$$.1>(GM_LT

M"J+Y]#EV]LP1SCDL8CZ/"!XNG/1X("O)9AS MK@O_>G'3\-21=RBVM].?DWK2G]:03,)/^V&#T*S#8 0,K.\-?TG@EMG5 3(_'0')SZY M>.*[7N72\LGUTY;_,GFGLRH3]P&)CL;
(G.RT.OPU'3T^=8KRE2CKXHCBF :, M=B_Z4/;\G?@Y!!@"TF;]0;1'SUDHAO/^?-Q@YS!\+L9 E'$;."?S^N;5W4;3 M ,X!/GC1?#Z.IZ/AG%A/^H.QB/J0Y4_ 4^V)W90I>P!?'$/7^
M,,KG,!WH9^%\8G:K><7'N))?@H 6VH ";8T;!K$A*Q*5.C[U*8.LCV7NL]D' M*4)LN703?O?HL3YX%ANC_0&L;*4#'RBZHS7?V->&;$X,;@N2+446*'L)@WQ M.D,9+
*>P8VVG\^6U#%I:$KG=3P3\]*&-A^_PUG=.?\?]@CW'475?7N2"SLX MV)K]'Y&*_$>WA["M7I;HA.,!F7C?!CS8.AO4IP=DU0-T*8ZXT2R (F@<\S@
MFV,2"=XF0EY8AS@H0<7&!TA?W&C,%$OH1\H?]B)M=U;6->LLRR/1Q@)_^"N: M$ZJ6TGIHQ-CZA3/S3WL7CP$,HQ,Q&?8'DQ,Q'J').Q&?'HBD$7JX$S'L3[$4
M^[#RJHX:U\.G>LGGI$Z)07\>TI^I^_/.AY[8:3JP]QAV<7E6X@*\S4B MSIU(=L/VT:6GO:N;Z^O>\^[KK*:P[\<>!,RFWEF_:' GRS3KG)7RSI_5^?-F M=P"T4.66#JFB$_9(U-
0Q;>JY82-W[NT-5.(9?E5'R-\[)"CY A ^>C?G5&C64FH^PO0Q6WYUE]+X; M,YNT2&T^C/&';(!X&QN]H(!=%/0^QK1)1NYUG?,=59_]R\7HC[]^+=P>CX8/PT09D_Z)F-
@RFX:3FWF7SR-N(:#X/1E%T^"JJ M0M=D^ 2&"]^7Z/*EKSP(--C0=UP($%"=3@+_%FHMTR5'<9/:Q+@^:?51=*AE MX&L3U73G#:IQ=)AD_*F;C&-#MDJU7-3E3>
<'$=$Y;'TC4U;UAGX)TC_V2X/S MUH]$,F56_%,8RAP(X'XOTMQM?FUSZ7YDLE_N?JKS09J51@%*U1);P_YTW$,W MP#]_<5_*8L,_.5D495ED?+E6$C:@!7B^+(JR_D(,FM\@O?
X_4$L#!!0 (M &R!3%KKJID610L #X= 9 >&PO=V]R:W-H965T%5*7O8L7_.R=O7AA*I_K4KVS MPE5%(>W=EVEY+I0I5.FU)8 MM7K9NXS/K\8TG@?\JM7.M:X%6;
(TYC/=O,U>]H:DD,I5ZDF"Q+\;=:WRG 1! MC=]KF;W]DC2Q?=U(?\.VPY:E=.K:Y/_4F=^\[,U[(E,K6>7^O=G]H&I[)B0O M-;GC7[$+8T>3GD@KYTU13X8&A2[#?
WE;^Z$U83Y\9$)23TA8[[0:_E*>GGQ MPIJ=L#0:TNB"3>794$Z7%)0/WN*MQCQ_\;9,3:'$1WDK7FF7YL955KTX\Q!- M \[26LQ5$),\
(B9.Q$^F]!LG7I>9RHX%G$&GO6))H]A5\J3$5RH=B%$]I /3MD;U;OX M[IMX.GS^A+[CO;[CIZ0_IN]'=>O%56[2SYT:?ZU,Y<3'C1(Z//!89&O-C>94 M2PU2SGF5";,2'J-6)D?
NZG*-*\M/[I2T3B@*M4"@5+%4=A\L_AT)669TD8B^ M+C')5 Y/W.FY^!YC[U]V^7 DWJQ$U[N MA!X.D_Z+Z)Z(_CC#_E*[B.)J.%N%R%@UGTU.*!@J34Z*?J7!U2EJ#H!F\
MUA3GXF=#.E6P8YG#];>H;@[>BZ/A9"&FT"B))QSTL*XWXOO+RW>-JV7V&S@9 M1J5"OM7< X(97&=WWXVA&/L3_R6+!_Q=T?[V1Y5HQ M"FMPGM6+N6KY&_!
+@("E&VAMS^-3\G:X5STY]/)7HI5T!N^P92MU;4& 87] MV01S^K,9'-&?3I/VRCO="J!3D@BA[F&P[.:\((4YY0/HG,M MESK77M-2//IAMM8VP)C_->4I3P*M'RFDW#D1P599?
\>KJ=\KO>4L0W:/9B'A MYU/ \BLR;98L@([1=$2%DP'#+.KA4>>;C =R%M-8S*+1>"8N"_+6'T$ X (L MQ=%\,A2_0"7)Y)$SKUCJ\9Z9U;/*J<:+_7D$")WR_WA^^F!.V\/@K/EH*.($
MDS^^]DL7W^NI6&(I76W@%?.VDS!Y]%PRF&SZ,Q=+V66XT4UG_'.HWI$TW M[*U, 5,F^&M/:*,$.0$V2Z().*:I=YAXH\I*P;YD/!3S\6)? '_&#N"@^X_& MD91^[^=??G2]4S$?
17/(60SAMG%=%.D54 M#NJ.YV,13Z(8B=F\>L0CT'HZ'&*Q(5(Y$&@?9DZ(KJ!?#)Q\Y#)9=N.L"5D\ M@XAX!-Z817.PR(_* 8&_=K ,2@N%+"$^Q. I7=5+J"[91#?SF'YG,\[Q1X9I
M1Y2=5UDH\"'!@W916_NZ^,LT#71%H;E&6IM<9\RD5S)G13_0#L -VM1&C1QB M61%7& 0^-?"@["13N<;V#>8
Z!IDX&K\CRD_$[G5)T8H):R>BN1D_R:.QVQ0TF$D)585@Y]K7-U:3]T M/K"P-(5.0\@DVB1SU::8E3*_0R.-&VNJ-7C2UX6A)0["P$N8H]@$ M&XI.:5H:@\J=YL*D;G1&18$4A[0=
[3A96(,6<@2\C\8%3BC56CZ8ME\NE_D M%ZT'^B.>^HS*1,]+*.##@*/246?/SE1YQD,X7(&1&'EH6B'IV, C$'(PGH9@ M=\)\N3@%Z!]UCR3*'-
B8&2WJ8EV2$69^@7]D82KR\XW4N:3^$3;!"94+:;RJ M/&W2 K:QE)>?:674'L,I3'/)-V^I& $>XGW-QM6 M987QN2Y0 H+GH',3=VI$]O8!<7(+A-_J
IF&B)Z,%HO!6!1(,R,QDR'B3- M+-8 MCZT$;;0-"7O3(,MQ>=T+VT)41?TQ/-2R-A(;=(DH/(&[]IXGH<1#C\:<6+"] M#SIX"0A*J>)R.3 -%@C-N=R%9;[HJHX5#J;4OCI:\E.9@?
[##@%=M+0E)+M[M)6R?Q@VB(=[I3$NK:ZOX! @N"'6ZD&4HG!A=PNF<1V46,:6Q@70>4)I[AQ-' M5(S[.&C(PL\1:_SC$<^W/12#BSIC(3E9DV%;%(EK8HJ#Q7N ,%]K:S^E"?
V M6K1=$5&S@5%1J)&Z!*'F7[?YNU>5&MB"FOFD,+0A[,M0'\+VI.0PDK<.29J; M5-:G0*\KVB)%V)9O\&>!54FE>C02DT#+JU%Y@UX)"XK.M?$WB,2/QBL
M\0_Z(:T^8$6)GD<]4&U%/JN;%SI*I^LT[#D 596Q]^JC \9-2\VZQSDTD(=W MW!MQ5G%U/.X.P#(E=P8U$QS)[XYA1*W 3J%\X'_3761[[>F4ITN-J-WNT?O6
MU'J]$!'J&@>T$_D+>WQ_1.'4)#6-,0?9<\]*!\4,HZJDIAQ[[C^:)KH^G.EL MX[D5+@RB;: 1'W*8AO#V#7338-?01=QVK6$4Q;IED1E9E%6VB7A)!\OH*7,H
M5_!1_L.*!'65ILX9I,0'#4V_+(.W6\?)LJ+FJ4D6M/EPH:QKT*%FM]!7URO8 MB$#29JA* X^O*KR-;)3/BHZG@^0(8)Z'PS+F\-1&\[ZTKHZ2CXS8:QP*2/Q
M]PQ>Z5P%/UL%X):NV8RQJ>3Q&T@QU0&OO\&;#GN:&O9M886DHM4F\B-Z;%FJ M;B6H)GBVTT8Z%HC'^XPC!$;-MNRK!21)6\ X:C49[>;K";T:XX/$3&U5R+^Z
M.0@GMUS*6TTKTZ^!YX]=U?6YY*SU30M4M^8O=Y2U8/KP>6O_=/]Q\#)\$SL, M#U\6?Y(6?2:X5*TP=3B837KA)*>Y\6;+7\B6QGM3\.5&282&!N#]RAC?W-_"
M^T^F%_\%4$L#!!0 (&R!3%H@Q3U?#! "(R 9 >&PO=V]R:W-H M965T0,_]?KK5Y'7RXLTL)RL>)MT?RD'KX33IX+I)>IPM!?]F"?31<3EK6F4:5;#!R4LK*?_-'I
M(5AP'1]8D+H%*?%M-R(NO^4-OWVIU0/3^#10PR\D*JT&YF2%1OG<:+@K85US M^U95]T(W9H_3&4DH/4$I2]E%5S<:P=U4N M\B&!'F ?&E&;_^R3UU*;[Z>&T?
+"U#P3KR80#D;H>S&Y_>9OR65\"%TRXOJ7+ ^*Q86*E=WM9?4XL=#(GT4EE69D9?9E(]A;5=:\ MVC)I3"MR=I+,9]-K<+6BP*BIM:PR6?."\5*UH#2U8@VL0I,X(K)B'_D6KB0+
MQBND$7ZN!.V7W2BZL4]!^32"$%C67 M]A(@D&G@OJS6 0]+7O J$\C$29I,KSHV\U;CD[C2B$P!W=]:KL$"^"CNU?%T M->)6>J9=XQ=1:RM"F$,,)0+42+GFF76#/!#(AQE2N?
$RX-L-KBQU PM;I!= M>+Q1)79AN6\$79S6<%]81JFX1);X3-#-3UPPU;R$7;@#4N>L1I8XE75EJ2H M;CD^5O,M1W\PHI3X""^*+?&E =NUZ35-2W]0]UY U(?@P-<6GHM
J!*"*4/= MP9+@N8@\XBN,=QX0\)U.TXL]K#-+07Z==?B:<;.Q(FC@U D1FFDDQ5*L954Y M(?PB,F4R9>_PN9,DBN,8E_7.M!L+J%E9R4823V#!I?!FI^@#.110GB:SQ9R9
M#0>1/!7GPM_\[3I-KFX,*1:8@0R0W47L82.!"20O?FOE/2\0P(6K_Q^;A_C M8L[Z.*]KK1XEN*H ?DXN+Z?Q!:F6]GZ2:-Y$#Q H@6S[!$MGTT4RN_H3@LG_
M3:YY,KU.0[FLTQU8C_Y'MG<,=BYHVN6O4"W0_OFOD'PI3;0UK"1$R;(67,S! M1P:B0]'#3"TRN9+@N^(>'C=V+$[K44E-/#25@ N%LF6A5QSK$P,.:?F MU1UX-($S4-
5839!)^+;T.BF*D4[_CMZ&:5OD%:)-L^$4(>(14Y(!U8!(#.R MX@YV]M'M=!!9+L 2/J1V'B>LVLN(>)2FP0A":58M86,A^5(68 ;A>$.%5*IA M1@TXBZRF5BM!11KL_6M;.0Q$6-
_9S&MQ*+T5!3*EZ-,,N%0K_]NC&C<:F25 M\'5 YE'7K!(R$ &4L1 B/<40JUH*3TUFN?" MPYIARQ; [M'?).S,7'X+O48]6&["_(?.TPPW.INR'RN\P5>8S=Z+I8;$-LJA
M_VBA$NJ3%SA/[4T1^3VR0AG2Y+(UDL1V<>'R)38,>5L@4R /LIY# I&0'H 3 MBE-PRDSD/LU2_I3-EA)S@:Z)M $0R' M7.:B@'TUY9XHP$
T2(AY)!%>6:)'.9DH8:$TA]=%F!SQHF]IX$+(L+360,>L M*/K6D(QUY=6]1U]3]MT>I1]4+^YO;ZK:ME0-F::!+JVO68ZZ2O?[L&O\"0=5 M%5!H06Y;5ZQ4 ;TFTLJDSMH2R\!,F!
<,4U!Z>1/6>BL@@9(C)""Y(8>04:3* M!XSVQ%'TG>6AZ[O5I[C/Y*/@!HQ"(/J);DS.T&0V_^$C?JE-4K789X.QY%TJ MP_W(Q\$FNUM1X5"X#%&QQ?4S'Q"01G,
.O^SX%BD"0PV\"@#Z;C/N4,L&WBT M+\.#F*)*#SZ).U?';F_&)D =9ICTGQ4*6]K %^<8LCOH6 M!#I'6^BY[C$>ZTT^3=R!D*CK-,;H+94>6!K_&$C"/_A+N:WP"7(RMP[Q">
MQ8<\Q@1"=>R%'N78VA\X.QJ"0F -%;'5(*<<0*D=HS29Q<\"4!P56,YL4&45 M,J-:.^#B!@EY.QXHCOJB"+H<4"\Z@R^//D#Y!@4"L(H>B@4:,+<6[)30; 71 MUV&9!JB[Y^#&AT
MX! Z<)=T[03#(U45K*(J@ MG]38OZ/[MQ5UP5W7U:AH6%1$3KL=,[;'A#KA=;N&NA8J;V3#;"2*8VV*_ M@.1*C8"T/@O$K1TY.!V!CW'5(A1%I<0
@VYN:1OJKE@,+#!JI6"+GN2PW$_2 M-!@P\/4:$WVS1V^.:K=;0'YEC?;UX00EN9X5C2G;=7:YP'Z='!8G@[F/VYQ+ M8/->%6TIGC_08! M X[+UV.]SG$!1F*$@;VF%C3U-05HJR5
4C]#1[IY\Q]_0LVV-3HAI MU4@C3$J"X-PXE:M(\U000Q5_6"I%JL,!<@ MAPXJ5_%W8-#N$ M&H 7K;>HA$&O,PREI>B(M>'9[3GKPV M-".D6;ZNV>&OBOO.=4[%CKEK9
I<6!YU@D@0Z] M*4BKJ#X<##KN[+;.,V0U&#\AAE75" M]'NX#'P4VY!GH-2SZ#-<(5.EF?3A7=: -+! IJ.N $HSAZQY!.[%>L(0(.(M"+1I/7JX7S]0^ZO\&9R"@C%+"[EK M9-
,"6]C_:!N2*P[D(H\-I18L 7?5.#-VC4!'$!G=.:,,^&P+B^[4Q H>HG MJJ,3&.BK_"R3NJ@2"XK?!Q41>'DIV]*7M%\7#Q$@G2;S9\.L!_K'OM#ECT[< M3!F+,B?I-.UL-^**KI]T5#U]-
.%PYQB^ B[O-><\VFD W,QZ*YIPRZX&A+"W M/H3;%G*%J7E4Y,R@P*&S\8.[^C&/0X=A/CE6%_3G3B?I13R]Z(,70V.6!I>& M0Y#_)S ?'F\2GN_@M7D:8/>'-QBO$%=>T?
W@[Y0(J-; KN;LQ1YC[G@;^]29 M[X0!7D77R25^N[Z.+M*%/>-W$6>]&,^XPJB\BN)%RA;1U=6E?7H82?L7GK!O%IP; 1-7<72UN,)OBUFT@&V^#,1MW'C%)B/$1853
MFT[=XK&&&&D&PH$D9Q;'5YUAM_\;H?+<@[3:/+ZSFH[3))SZA!3M(; M]H6DQFTO%I?$QO5U2FS-XCE["P$/@KS%<="7H,EF'T9O1^R\ZQ =*N$5@'?8
MVS[AP./@L*:FFA&AJ!)KU4BR3F9YSI#G<## 3C,P_I#J)!!P@[C3 M=@"ZAM9+^@04JF6P188SC2CLK^W+3CCXQV;S>2Z+UAXR=">Q;F+13Y&>?LX<
M'%S3.4&Q]7CB]$C3.>AVY)V?S#D TZAA!1[KG?G8L71(L+!GG+L'RE%WR"@> MA_RU%(-NL.1WE Z@8 T.WL;IRUB!75\<".W55Q&Q\$@8"&B!
MPTH*#ARF%8>M$%:Y.,EPKSX R9,D3J:7P=L"@Y8LR/MVG7VU -==74\7DVBV MG0MA8;+3?/TJDE8"HU2>%;7='8@O[MK^YMKT $;HS*9%=&C)="&%2\P:IP@USFI.4-
I_D%D^#Z>&"VIW]^+RO(.AAQ?2<]Q0P0 MC/8.PGW?AU\4"'A[$[&.J^[I\)/(CWJ>#N..%NE(*2SSQYEV^=*BRET+G
M/OMYL1Y;^6+D^%C]KQRH:P')EDZOOC92]Q&U'W<.B"DM5!A>TH!TA#0#?UX" M<^@T-LO@.5E0 QP@[P[?NJ9L[Q246$*.?J=-!\$I6W522^M^P ::DPMV2KO.@
M%=T(,IRCA*-5?+?I#TT-X^GE#LH?'TGV??A?,5S\L %8?P.TIA>[/!&_>J\6=\.7^Z[YWP\^"]_5+H M-?UW@K$(:E_A[ZYV_P#QVK[WWS]N_WOB(]> 5]CCKF!I/+VZF-B7]_R/1M7T
M7P!+U4"935\W@H-;X -P?Z4 BMP/W*#[MY#;_P)02P,$% @ ;(%,6]'X MCR*%!0 1@T !D !X;"]W;W)K&ULC5?;;ALW M$/V5P39I9I39I$T#1U4Z#U#9@.36:HD$,.VT?
BCY0NR,M8RZY(;F2W;_O&:ZTD019 M\(N]O,S,F3,WZFSE_'THF2,]5,:&\ZR,L7X_&(2\Y$J%OJO9XF3N?*4BEGXQ M"+5G522AR@S&P^';0:6TS2[.TMZ-OSAS333:\HVGT%25\H]3-
FYUGHVRS<:M M7I11-@879[5:\!W'/^L;C]6@TU+HBFW0SI+G^7EV.7H_/9'[Z<)?FE=AZYO$ MDYES][+X6)QG0P'$AO,H&A3^+?F*C1%%@/%MK3/K3(K@]O=&^W7R';[,5. K
M9_[612S/LW<9%3Q7C8FW;O4;K_TY%7VY,R']I55[=X++>1.BJ];"0%!IV_Y7 M#VL>M@3>#9\0&*\%Q@EW:RBA_*"BNCCS;D5>;D.;?"17DS3 :2M!N8L>IQIR M\>+*B1&?\>
MW)8K53+^U"KG,\SE$-@O^3LXLJEF]O/=SWZ:/-^C]A&A@72-CI2(L[\YI$5BI_S1D[R%H!:X 0E M'>E5ML9TN=G*7B/U8YF0&$8N^4!S[RJ*: ($Q>E_K3SPXXYGL64+ C$JT)6J
M=52&ILK>$]:J0+%H":Y4/0R+4?2P'?4[ROKT13C80T6U=TM=<$C""GUHZ2INAN;;*Y@(CB;_*[CY?WX+!VC3PG8;] MT?#EEE(Y!25?T4]:I](U],2Z-CI7,\/H*7ZAK;AQTA^?
ONS3U'GD+P:H2N M-D7VZ5'(3?0@ Q1>&?T?4,X>@6"NP:^PIYV7C.L8@ V)FM$,8_@V1FQNI=]/ M 5AP68,&%0)CYAR.3 X:,77@R!S6JG6@H=ORHEWD(
P\Q="#V=PTA1#6;2*U M=5Z2H/(ZCPF#FK4%L@L)X4"P$+8%.P&_T>66#2G,JZ2%60)9CVDC)?65!YSH9?H O,A7! MS$?;&>P=CE!'TT9\G3O
MT_%C'.'&N/YG-.P%"2BDY>B:#=&1G]KT K U2N4 M&^:@MJD#' 3QFN8(=(!/ *0'1LH!IK-$^%5)C@JI92AO79!1X>V V]:;[OH M
09"N!N@W>B1=79SYSG1N%Z/$IER@62>%$<9V0Z21YEY M$0 KDWV:1D=H6I.D4GBP/D156Q;[A+2^8@?U#5_YL)-W$?^$T!1@@>NYE #1S*2XVF=NM]O] M2+ALW\;?
K[>_,#ZE$8?6Q7.((B-/,_+MJ[U=1%>GE_+,1;R[TV>)'SKLY0+. MY\[%S4(,=#^=+OX'4$L#!!0 (&R!3%H7>I;MM 4 ,,, 9 >&PO M=V]R:W-H965T)*D2I)V?
5^_9XC+=GID@#;OB04>;Q[[NTY^GQKW2=? M$P7QI='&7XSJ$-H7TZG/:VJDG]B6#$Y*ZQH9\.FJJ6\=R2)>:O0TF\U.IXU4 M9G1Y'O=NW>6Y[8)6AFZ=\%W32+>[)FVW%Z/YJ-
]XKZHZ\,;T\KR5%7V@\'-[MZ_U';04JB'CE37"47DQNIJ_N%ZP?!3X1='6'ZT%>[*V]A-_O"TN1C,&1)KR MP!HD_FWHAK1F18#Q>:]S-)CDB\?K7ON;Z#M\64M/-
U;_JHI07XQ6(U%0*3L= MWMOM#[3W9\GZ^6";_64@:)1)_^67?1R.+JQF#US(]A>R MB#L9BBA?R2 OSYW="L?2T,:+Z&J\#7#*<%(^!(=3A7OA\L8VC0J()T] MJO$5Y1-
Q,A^+;)8M'M%W,CA\$O6=_!>'Q2OE#"XC'M_SYG_T.=^%$%5@+V?W+'?R$\ )]G41D6& $'A6RNY M5K"S V-HR7Z(8/>PT,.!G(=M,D(%]F%M0\TZUG*M">9DN*.CEA
AEC9YYQQ\ M93<8E6QL9T*/$27C12X-A&%7>FN@;R?(!P6C5$3L<&E "^B.13=@&=8: %'Z M(#YWT@$C[K(A6?P)!L Y7 !9,9-%XYGB@/@:\&(T ?_)P;U$[Y$GL4N;6
TMN0!>WP<1P08XE7=:NGTL M)U_7A+%!Q$B9 !^.*X0%,!1\@'Y6>%0+,>S(QYJT@F4@5I#9J**3&EJLZRM$ M5I6#!X'&8$FMD9X--AD+.07'X"AQY5!9H+51U# ML'&$B
M#P:/P<2H]@?YT0&T>^5C=4@@3@GA M$ [2E;5%Z@DF!V3'"\B0B[&"X /]<'"%YZW>%WDJ$.30H81FKQ8'G%3(M]K=$H+PV5MMJ)[PMPY9K,&+HVM:Z,#ZJB!Y6RG!I->
(0ZR V2AKAZB_ 9J3& MFF>H_AQ@^+0S0WB9#.Z+$#*!O/\^84T(U_SC:^U: M#[5HA<>#IQ!/SE:3)2:NUKR]WHF?["99A^73O2G5<$SV/O2Y:.4N.1FIW_#6 M'HV/#XB""
[.1!F\>EOO6#SS!?@) Y">X%6.6H':Q9@_QB^4/LO% [4O%#/,; MN_8Z-=>=2%TEJ@+LI7@BEK/Q:G$:G1#+Q7BY6O+ZN9B/3\XR7JZP7*SB\@S+ M#'(?#YEX^LTJFV-.^M[E*7
M<_PJ$-]A%JY(C+. BY#I,=,,UXSO4O[H;MU3YO1*9YZ[K=1PY>-3U4/!#P$;,Q.2^A\GTZ&&)<%?Q^>SC GIC3GL#B_TJ_0P/8BGY_T[Z2ID M"B.HQ-79Y/ERE"+9?
P3;QF&PO=V]R:W-H965T?LTD 9),V@XPV0DF,UL4Q7Z@)=HF M(HDJ2>717[_GDI)C=Y.@7VQ2NH]SSWV0.K[7YM9NI73T4%>-/1EMG6O?3R:V MV,I:V+%N98,W:VUJX;
UFXEMC12E5ZJK21K'LTDM5#,Z/?;/KLWIL>YX'_*'EO]];$D:RTON7-I_)D%#,@6:&KWU3IMB>CQ8A*N19=Y;[J^U]E'\^4[16Z
MLOZ7[H/L#,)%9YVN>V4@J%43_L5#S\.>PB)^02'M%5*/.SCR*#*)TZ/C;XG MP]*PQ@L?JM<&.-5P4FZ@V)%H2OI%ZHT1[585HJ)/3<@XJ#N>
M.'AB^4G16ST/5M,7K"8I7>G&;2U=-J4L#PU, '&';QUPGJ>O6OPHBS%E241I MG.:OV,MV<6?>7O:"O:_R3C:=M+0VNJ;+!R=-@Z@O/./26$_(9]UL?OJ,JBGI
MS%KI+/WQ&7;HDY.U_>]SM 2G^?-.N<'>VU84\F2$#K+2W,G1Z8_)+/XPRLA MY;N0\M>L[U+Y5;;:.-5LZ*.R1:5M9R3]\4T^.#JO=''[+/!_9OJP2O9KA+YM M)5WHNA7-
(V%D&.% KK"DP5?8,R(V8#P^L:HDV6!WO*_]XP^+-)E_L'2Q57)- M7W:Z* 'E9\&5N)6&WK)@&G^X^/+QRB^3#^](65)N4+U\D$7'34]?UFM52-/[M@0)U%O *W5A=J1)82VHP
4&6):>IEL*SUN.CUNBU4](^)*_<65W35^\D%=/F"(<\1O M"VT1QQI#>&4+HUH7AFMHAHB&USS.G>3HI#=JNY:3]HPD5S&XM<.K"$^J:L@U
M!OVMY.Q%'((4IMCZYR6$*]TRN8&OC6R0YRIP5V+0*>LX[W?R'0GG(SW(5L4& M?*I$@\,C4/&W NK+#FIC^@(!L\NGX@:&P;HURDI.%FDOP(6/_#1%U6%N8?%" MC>#HX',EB
3?>V(W#G_LR#)##,O(+1]D*,7/4]U.!29)['OKS!EE.V;!+;T M,_;/1>4S<\-CWW>9TP[D'6 -ML;43[H7!AI*<&CHQX,>]@.*(W@JQJVK!S\'.($N+(K9$\Z0M8F8B-# MAGP 3QT.^-
$+^/T-P2>-(?L4_!0>U=(95=B#4?P*#(D61#S HV,NC])D-E[BSH%NYF%SE"QGX_FP]R:.DOE\O'@20GA#_UY+G"+^>']]S_#/X!6W./N> MOC=J-Y'\-.I?T1$E219-
XP5E.;WA;3R/XCBG;.JWRT64S1+*9MB%X9FET7PQ MAQR>I/,HS9:TY.4T2K*Y7]YTJS"(DGP6I1XLPTB<^B4'A33[$^>R,YCL-%M&Z6)!:8+7\R1:+&>4 MLH1+%TRDET]
[/E2I+W$TN M!=P!^B*9@2J&LXCB/!Z090B/EV=K3V<:Y8N$O!A(#:LDFH-/7GWSK R=>H2 MXRB;IX@X]F1G,;#%B]T^G<\\J7[_W-5PLG?C1T(W_KN&3S0T<[C\[Y[N/IW.
MPA?#DWCX[KH29J,PN2JYAFH\GD]'9,*W3-@XW?KOAY5V*&>_Y$*6A@7P?JVU M&S;L8/=!>?H_4$L#!!0 (&R!3%IHHZ?(Y@( )D& 9 >&PO=V]R M:W-
H965T8,EL1U>HZ"37IF2.EF86V\H@RX)3*>,T22[BD@D5C09A[\&,!KIV M4BA\,&#KLF1F/4:IE\.H&VTW'L6L<'XC'@TJ-L,G="_5@Z%5W*)DHD1EA59@ M,!]&M]WK<=_;!X-O
I=V9PY>R53KN5]\S891X@FA1.X\ J-A@1.4T@,1C;<- M9M2&](Z[\RWZYZ"=M$R9Q8F6WT7FBF%T%4&&.:NE>]3++[C1<^[QN)8V?&'9 MV/9[$?
#:.EUNG(E!*50SLM4F#SL.5\D!AW3CD ;>3:# \HXY-AH8O03CK0G- M3X+4X$WDA/*7\N0,G0KR58?8>("92+;-TRVR<'D6\0]Z!7O<,TB3M'\'KM4I[:]W ,_K
MLL!4!B\DV3AZL$Z@A=?;J27]W/W8I[K![_']!5S;2O&<1A125@T"XQ&IR?= MB^3F".-^R[A_#/W]W81[@3MAN=2V-
@BOS[AR,)::S_WEC(A6**"R9!*,I7387I++B".6#$!E>5MIB!T\#_@.8- MM/$*Z-0*ZZ R@KJ D.M@P&P1KB9,*T6"R9]@+.P2U@94@%S7?N@!CF2P51B MI\GU#M^/EFJ2J
BRPQ5'HI1CAH9)BD3,*7,92%'2>0>HKDD!PAJ9 ?3O%NC5 M83E%TP!OG]\9*+VI1C1;(AZ: +K)!Z"AU)0%DG*0ZV_Q[%\"TK<7Q-,D#?&M M4#.)_TC#X)5C9U]SS#>:1<$- M-
T4) :SI'N]OVW=NFW?PR;YKV/3,SRBI(MS,DUZ5R>1W3-H1$V"Z>KT'RFVA'K,"WHWX'&&]!YKK7;+GR]F\T^@E02P,$ M% @ ;(%,6M U52&K @_04 !D
!X;"]W;W)K&ULE53!;MLP#/T5P@-=="Q4EER) MCI._'R4G7@:DP7:Q2(GO\5$6.6N-?7$E(L&V4MK-
HY*HOHICEY58"3S6JSQ$>E[O;3LQ3U++BO43AH-%HMY=#V^6DQ]? CX(;%U M1S;X2E;&O'CG+I]'(R\(%6;D&00O&[Q!I3P1RWC=Q74G>K MV.
[OX0AP.7H#D.P!2=#=)0HJ;P6)=&9-"]9',YLW0JD!S>*D]C_ED2R?2L91 M^H!*$.:P%)9V\&2%=B+=8_XW0G')0=PB.H9OTA<["7R3_RW6P?/URI%E[]>IPCO:Z6E:
MWS=7KA89SB-N#(=V@U'Z_MWXX^CS&='37O3T'/LYT;?29%$CJ<2X<94M= [?H_6HB:U@U(XP*I69L<-2B#6%M%;CI\OE2#9 MP"UFC6\Y,$4A,[1N"'<:B/EPXT&F
$++;UJ$_F3WB-%PG.5@H8$G#V2B<3CH MP"?3UM9L9([@L!:V(URAQH*5#$#J3#6YU&N@%A4K(@.A71$U5-V;Y?1.*)Y+ M_^#:.$SYU2?&7LHZL0"9YK
MI=TDJHB:\R1Q>86U<+%I4/-):6PMB$V[2%QC410!5*LD2].3I!921]-QV+NU MT[%9DI(:;RVX95T+V\Y0F=4D&D3KC3NYJ,AO)--Q(Q9XC_30W%JVD@U+(6O4 M3AH-
%LM)=#$XGXV\?W#X(7'EMM;@,YD;\^B-ZV(2I5X0*LS),PC^>\)+5,H3 ML8P_/6>T">F!V^LU^Y>0.^C.K+YBG\^QY\N- MU?Y1[LGPJ&4?
3SW6C3,NW3'"')"V&Y;UXDGKAQ@EQ".^8 MY#W=K*/+7J ;9'!C-%4./NL"BUV"A+5M!&9K@;/L(.,5YC$,!T>0I=GH -]P MD_P\ U?X-O*-CN":LW5[MA]F[MQT?
<_1=I.\5PJ6I&Z%;J(0# :-T\/[Q [C>]_%>/!I * 6HY$+.%0+VO ZD M!F*.!RV)L[@G0>AB^"JYKJW,&=0>!8<^R-M79]G@])/C"J>\X@B0/" 5?IT7ORE-I
M%QK#M8:+QDKERV^XH_7=2RKS2N@%9TOF?YVC SK!:-6&R_3^Q=**0-?C6Q06 MT#<5<$M@/4>[;HMA##?[E/!EM3MY\VOX+NI X59XD;%0$HIY1=-8\RPY*V0A MKX?
Q,4\G:"D@^_OCOF"N_P3!@51OOJ_MD:T35:!=A$#N6N]34 M3:O-[F;67W0C[I][Z&X$78A.3F%)4/3^)1'J^V&;V>0:<+ FQOB\1F6%7^O MT'H'/B^-H;7A VR^@-._4$L#!!0 (
&R!3%H?3GDADP, !0) 9 M>&PO=V]R:W-H965TB!UH:6T0H4DM2=MQ?WT=*UMK;.&B!7GJQ^3'SYLT\#JGY MWM@G5S%
[>JZ5=HND\KZYSC)75%P+EYJ&-78VQM;"8VJWF6LLBS(ZU2K+Q^.K MK!92)\MY7+NWR[EIO9*:[RVYMJZ%/=RP,OM%,DF."P]R6_FPD"WGC=CR(_M/

MS;W%+!M02EFS=M)HLKQ9)*O)]#7R7OWB%;Y M![/_B?M\W@:\PB@7?VG?V>3= M!8HL[X07R[DU>[+!&FAA$%.-WB G=1#ET5OL2OCYY2/OV I=, E=TD=?L:4' M5L)S2;?
&>3?//,($XZSH(6\ZR/P"Y"2G#T;[RM$/NN3R'" #OX%D?B1YD[^* M>,=%2M/)B/)Q/GL%;SHD/8UXTPMX#^R\;0O?6JFW,?%CRJMP2*27[.CWU1I6 M.#5_O%2"+L#LY0"ADZY=
(PI>)&@5QW;'R?+;;R97X^]?H3\;Z,]>0_]*,Q,U MLWT"Q27-_@WD"\> WFOZ6'BSQ@94R$<$&VS5C= '1&^L-!:%^Q,.$N92[U!D M="_&WM#&X"P3NM"U36.L#W5_X@-
MD;JO2. ^P?8FNJY;!W;.I;1R)(#MT&%A MTU?2G882H:_/B4A=M-:"@V@::YXEVI;5@=[,TC&Z1ZEP$0#)'=,=$=>-,@=F M6K/F#>*/"'=7HR!>8!_K<594+&/(1X^_KHR($-
*T7(4[<%21P+&Q11<(E\E.F"7ZCN."$0H P H,G#G%3NNO.?XAYS()#QQ+Z MC>N@=-]S4+L0KJ)&'
8J;Z;I9"CI>9YX*B+H($8L1AJ.4"R\>K6%U>/)7W4OWQ;S[7O@@[%9J1XHW M/?<<;'3YHMM$!WL6ZGL,FJZ<% KO#-BN;;EY MND:I=\LHBPZ"SV+3."](5HLMW^
]NE^V=X9VR1&E$BTJ*[0"@_4RNLHNKPNO MWRO*G!G3];@(UEK_<5O/E;+*/6$4&+I/ *GZ1'?HY0>B&@\#)C1T:4W/%T?
MT+_K8Z=8UMSB>RU_$Y5KEM$\@@IKWDGW6>]^P"&>I8?N..KA=$[,%Z;T/RB#[6W)G)" M^:3<.T.G@NS/DQV+S'R_]OL/#'U=HZ M0T_DSY?B#JC%RZB^;"
[MEI>XC*@N+)I'C%9OWV33]-TKG(LCY^(U]('SK594 MAX8[H38O!/ 2Z?\"&Y!BN*7J#Q(Q2!1)2DVU9QU6H&N@4ZBUI"+V%$9"D41W MEDC8\27\CMR$M ,E#=LU01T2YX?
<#XS\.:0KSI/ M!EWJ /C0"?=$OA^) C469P=C-H:W;^8L8^]@3FX)*YW#CV3FK2HTXI'[WF$) M_EES5,3%_.)Y_ZR_=H![GZE.V,;[^=HNBV>S$[MP[R.B.RIR3SU+2?M\"C]K
MQR7H?Z3E#,CS^8SF+$ZG.(OR@EEBY*IADZX M$Z[I\WFK'2G?[,N&JPVA6PPRR(I)?ROW!\$%Y=X KRKA$8A6A8X+Z>/U0#X1 M*\7/>FCI#/TMN_%:^VHL_?+AKY2 M-
%Z!SFM-/(>-=W#\G%=_U!+ P04 " !L@4Q:UKZ_S3<# !G!P &0 M 'AL+W=O&DK4RUDUZH3CDFS=OAM1PMM?F MP18 CCU5JK;SH'!N=Q5%-BN@DO9"
[Z#&G8TVE71HFFUD=P9D[IT]%8DX3J-* MEG6PF/FU.[.8Z<:ILH8[PVQ35=(\KT#I_3S@P6'A2[DM'"U$B]E.;N$>W-?=
MG4$KZEGRLH+:EKIF!C;S8,FO5@GA/>!;"7L[F#/*9*WU QFW^3R(21 HR!PQ M2/P\PC4H140HX]^.,^A#DN-P?F#_Z'/"7-;2PK56W\O<%?/@,F Y;&2CW!>] M_P1=/F/BR[2R?
F3[#AL'+&NLTU7GC JJLFZ_\JFKP^\XB,Y!>-UM(*_R1CJY MF!F]9X;0R$83GZKW1G%E38=R[PSNENCG%O=XRGFC@-W>LG?LFU2-;*M5Y^RO
M1JIR\US66[;,,MW4SLXBAT')-81@\?8-3^/W+R24] DE+[&?3J@_ M:+WYC>1N2ILI;1L#[,??\.382NGLX62FKV@9W*_7PZZDDG4&3#JVS/.2L*@% M";)V>L;/V9^N
,/.Q/D16F%W\0;V*9890&>&"5BP_IJP/]AX0F,R%CB>\3@Y MQ^_;-Y>"B_)!R;38R#1()!8>"CBE)8ZSO!_8*(:9-V+
M["3Q=!*F(W(>A6W409PI)\2$AY>C7AI/QV$ZH8TDGSD<.9""\Y/Q_0'F0F MJ>>@C3!-QD=>(N339,!,%1X4'-M+4U'W]=>4C@BKC^8C&"L5W279GQ-"'DO=
M6/7,LD*:+>3,:62PZ$4'#D_XDM"!D-'42.U;\QHOASQ<@+TIG8,:B3&PO=V]R:W-H965TVT\.]G M.VE64$!HXDOCL^^]NWMN7I*MD/>J1-3P4%=8DW5B6B0FY.5
MD#75)I1K7S42:>% =>63()CZ-67<2Q.WMY!I(EI=,8X+":JM:RH?YUB)[+N-&[8NM=WPTZ2A:[Q%?=)JYEW,3G/(IOO$GXQW*J] M-=A)ED+254*Q&.X>XV@\.#(S@
MQN%G*5I%>:$27YO:EL'/^SKSK@YYHQB3NZ.+QNFL69RK MAN8X\XP;*)0;]-*/'R;3X/.85.])EKT3V1,9HT'&Z#7V](BQKA\+M0 MZ@@NM)9LV6JZK!"T@
65R/68HAUS[)BM6V[28Q)$IW'B;_:U&DF+IV$2BY;I[%X;=P64OG+D\VY\;]^W,\A]-9]W7 M5*X95U#ARE &)Z>F*=G981=HT3B#6 IM[,8M2_,%06D3S/E*"+T+;('AFY3^ M!5!+
P04 " !L@4Q:+'5HOD," "*!@ &0 'AL+W=O&6RY8!4M)N6AXZ16FW/3MP *O& M9K8)[;^O;0C+IH1*>0';G//Y.T8V(HEXHRAAL!5(-E6%Q>L:
M*&]CQW>."SM2E,HLN$E4XP(>0?VLMT+/W(&2D0J8))PA 7GLK/SE>F'B;< O M JT\&2-3R9[S9S/99+'C&2&@D"I#P/IV@#N@U("TQI^>Z0Q;FL33\9'^S=:N M:]EC"7>
<_B:9*F/GDX,RR'%#U8ZWWZ&O9V9X*:?27E';Q8:?'90V4O&J3]8& M%6'=';_TYW"2H#GG$X(^(;#>W4;6\AXKG$2"MTB8:$TS UNJS=9RA)F7\JB$ M?DITGDHV^G@S$.A)X(RP
JV$P*P ?>Q*1J[2.Y@X-^UIZXX67*"%Z($S54KT ME660_9OO:K-!+SCJK8-1X#VD$Q3Z-RCP@ND(+QS*#2TOO, [5^8-VK^B#J[J#3\U#SW2QEC5.('?UA2!
'<)*/'_RY]V5$>3HH3\?HR:ZA@'QO M/[OU3[71*N.U^O^0.]UQ8(ZIA!&QV2 V&^7\X.SV"KEQZ'MR\T%N?M6I/8'0 M7Q&^X#;.?,]M,;@MKCZX<;]Q[D4_]Z0_5" *VP4E2GG#5-
IWF2A7Z?H.E\W4;RVW6;/E>Y==ECJGP4($Z"?YYRKX\1L M,/Q^DC=02P,$% @ ;(%,6C3@DF3W#@ ^T(!D !X;"]W;W)K&UL[5S?<]LV$OY7,.I,)YE1;;M)TS1-,N,X3NNYYN*Q
M<^U#YQY@$I)0DP0+@')\?_U]NP!!2J:I..X]W%0/2?2#7.PN=K_]=L'HU;6Q M5VZIE!>?RZ)RKR=+[^N7^_LN6ZI2NCU3JPK?S(TMI<=;N]AWM54RYYO*8O_P MX.#Y?BEU-
7GSBC\[LV]>F<87NE)G5KBF+*6]>:L*<_UZ,INT'YSKQ=+3!_MO M7M5RH2Z4_U=]9O%N/TG)=:DJ]ITTEK)J_GAS-7KZ=O: ;^(I?M;IVO=>"3+DT
MYHK>G.:O)P>DD2I4YDF$Q#\K=:R*@B1!CS^CT$E:DV[LOVZEOV?C8$PWG#(>H>%6,MWTLLWKZRY%I:NAC1ZP:;RW5!.5[0K%][B6XW[
M_)OCFTMEG&S$7E/DR.>LKRG7^.(:?+"E'WRDUDI6\DJ4^+W7R!(G'I5NG\/^26L^FQX M5E9LNG9F/0MFWMF3::<4TX@N<41 MO7*Z6DS%:8ZO]?
R&WY"Y?!/>B4]+9+YWXO=/ZK,7;PN370T:/:[6Q\:*MT;: M'&F=F46E_P,=_%*)#'KJ3!9"E[6QGOUKYH+ Q>,/:4"7>8N\8,4R4\TUM W7 M&<@-*0.KI^*R@3FP2=32^@H?\2VJK
MSHY3;$YT>VD5X*&Z$KE:F6"E\6 G: M9D=YW8JWY,.R\V%MS<+*,K@I6W.W5;RCE:=UDT4>.N-E13='F;2(+ HA:TB3 MV5)X(_"ULC564[>6?/3M-
R\.#P]^/#G_P*]F/SX.IJPO7YM"9UK!#P[+YK 2 M+^NTY:1O;6\]HWGW;IHU6+)GU2VK$QA*,/HGE-R0-7> M^-$N)%;BMQRM[R@.QI]#3873&=48/+@8"GZ&H]. W9NQ[",?
+6_4J>F<,+YIK4O8)"B$KI7O9!>8\4 MR%&O&N=")I?DJEP!1@K1H 19EK,CRI,:4Z"3&SQ"71EJ!;0 IV:6=TKE8& MX0R,J/0:BP:$P"MS7? 22U74 M@ HJR2% '-$EPC&1@PQ
(D&G$RR XHF0"-%AGV1+62U":%(4B)VN4S6BN(R M*QKV2EQ. 3]5SDC:#RALA0O;K0E,/RT)1+F(L&<0[PYQ2:@K+!;CG)\#< QA M<[<(69N0VES^H1B'74"!(>UB3GNKJKR-
WD532 @F'_[9:,M[XX*3C[",%\>F MA-Y>J3:W@N\?33:^GCP.FX3Z,!"0FU#<+6ZQ?R4X&/2N#!0F8[CE?BS0?%1 M^!IPH_V2A1XOM9H#B;KLOFA7^#A'%"$X6Y
_/KWXV*)\#^1*59)>H3AV)*7S MJE\:E Y>L1^;UD S+FRW;%-SJ.-C53SYC(\YCB[@%$L2DXNF"'J'U+XD@_I M@9!<8:\IT"H-=.ZYJ*N@L:0,IO@>Q!> /V.#/_;$;]A\>:7&0=2%EB
M*,/0N9FI (B4[E.&J4"K8SP14>#,F*-7@IE)U;U0)1E2+^0<@Z@=M1;^^N!M'%!:5W)3#;NN'UQPY=@U\X@^)CNE0\+CPQ'(, ML(V=5Y1-
GO;Z22F+:^(1W8ZF&IAE7(/C#B!CEAKVH^JIE2P:\G/<*\2;2G5Y MU114T&/M["#(#9"R""A4>XM"+X@Y$B<(#A;G7 9=6.8<] ;!>R/. #_,/=G1 M?
7X3BD$@IVF;8C%U[79&*36DN(#2+=E@0ME>3"1D*'Q"?'H5&6_R!(=&$$H. M;W&(Z)D.<&SS)V< G]O$G^U(>DN&M2>!U@WE5LLD(C#>9A*!)D6VV](^+,_$
MFREH%SDP*><*P-P(I3IB1V3G =[07% =1J5V$>7(55T8@8TH(LPNK/.D9C/; M$&8?9Z8I8$[..A.K+]%E^?5JHP.9"+B!10;]+^1\3G&<0#4NLR=.\B;KV.<1 M!36+9?
=&L]IMF1(FYJ%&H6B&7H:(+"F46A*ZFDCM*%=C5VRR?.X94/KJ#8%< M ;PA/+N3Y:;\YD SU*"4#8$(\7221OT0Z;2&%U_39[!GNH(94K6+[X'R<"_A M*/?
8GUC(8LQ1!;GFC6@Y"#=Z>C,N)?$ CJT$'Z @U$9X ^3^K&R&9HQI"2-(M:7)5,-]>AQ\R)"5,#.9X;Y_$QC1NFP,58FP5 JAM9==<48+C+\QZ^>'^EPK&\H17M!6KH&E&6(%
[:I]5PV& =Z'%VL.#%Z-!1M.8T](?,_F@?'$<%*I>@;B61-W>YF M0Q83O&UR">[OL#Q:N]=O4-+H@1P+6PUE?1 <4O8VZ\1/K=&O M>43GN^OZ>B^2#RU-
$:6(#;9%)F(]*^QZM(6C:*@X\/+,?4%HV*>R>K.+$76 MZCMP1J:$;@63;AF%:.^)! M+TRG U2@3=@I]60JUV&K(U1-$V!WM8'Y4"HICUH_D!H0VA0^94_H'S?W-LIY M/ V4D"8K3
M[;=-=:<=M6[NUV#Y2AX.2K""N&)E\K=JJO5;MT4$0J4B-3V D MH8?>C*NV10\AW2=<6)I+UA=BI K8NB"0Y-KX?X)^?95F:!JDOX7?I#"GDS-PS+59MZS7EJ60TJ6U;-QW(
M85(XT[5@82VQ:'0>YJ>;"8D=]^2CN(OL0=-XVG6&BU1-Z 0H;PHH-[1J\!3U MO/!K;!M#<@\"FMG:509,B'@0 N+XY..TUS&_UP2>FN:!FVWR^]0E3S>6^I5(MYAE"ES-
R*DYH[A%6#Y=>A)[U7=RCJ3C]E'C63V%4"#4;9#&-#'G&F77-*H^, M)?>HO$$PJ);5#?/GU%/*+>&5QJ4N-TSUF@%!ML$>E1B#+ ML&L<-&G+OJ2IX6$;)7\(4MF;BI<
*DU)KFN0):JG7LG2#3GLT:6A804A><3) M4&KB#33N!/C0YL=/J$HK..LQ3Z5#_YMK7A+>U<0XQ@E!2WONRY M<,A]5$-#,VJJA6'^GD@TXVA;U*G1(_6GZ^C5BX72)I,&$]V'?
6T:Z>G_0E< MV(VNHF 'OF#FT:O8H<(.7P5C!WE(N"K-/&[=$(D-3XP9TVL+]52'$6(I'3> M83:[0I4QC>NF4T-SMMZ)R.VVGCLIVN+# W&CY/J$L9W"8\UWJFYP>? [Y>6B
M,)>WBF?"XBS$YH;BP$^8#=6KIE26%*>1+!V>\7B*W,+S-M[YOB+'X1O^=U41QO.^$A'WB>'AWW MIH1U(@A16'31"7,[PV[*5289R.>]XM:!;VA'-$U@IOUXD GZ0W%;KX'=
()ZV M?(ZWB,BJW?.\8%JYKPI#(>*SCX^T6(!E9CIUT;8D?B>"SEG5^%=2BF0VH(ZTBY47;IG%&=++Y M_(T.[/GP+=&.I4$6R)?61T5$;7@,J9:SI/X9EXK=N!
M24OKZ;P.?!,FJD*7Q(>"L[>U9'2(8%,90[/26*IB+IT"A!SD/)07RZ(D9,3MX\H^]D<<8ODN/,7SWESS&<-J=8/_^OI"+P4<3QI?R MME$C&C]/&C__RS7>\DC%^(*
[1QG^=H\RC(3I]RE,OW] F/(1@@A'""<\61S+ MJ_&5MN35BZ3PB_LJW-?R8XIQYDBAK$0FULNZNXT87WV+$3\D(WZXO]=3I3KJ M5;;SKJK]DJK:K6MQV4)3,
<.>W6W:N$YS6;@QVV8'W?.$!_>U+@ 3\J3ML5UO MI[;AWI;E=L]Y[)[S&(O;WG.PLZ^+V]ZC(P#KYC)+[^-QL2:)B2_1U"/Z[)[M;N7_Y;F5L= [[$+O\+ZA%XL5AU5P.-
GR/PS(<0UW 7G_@!P+C>ZA]-GH\^%# MH7&.I4G?'E/;NKOCB^Q&][O1_6YTOQO=CXSNQ\"L^]\HLP?]=Q3C=/ X7)A4 M=FM%[>[V9LO26UJW63>*FCUH%O4E-
FP#ZW$%=F"] ^N_+UB/Y7 WG)T]9#I[MPH_)T;ARG63=*X>W3VMWYZ"[<]#=.>C?]1QT#,>ZZ?WLWN/[X;E!#\4>P$O& ME=FQZ(>QZ.X(9';O,Y![,M!X3 ME X2,L.JO.Q#9[_T>
4K#@G]U@>A<4_GP MTP3IT_3+#D?A]PRZR\//0GR0=D&C[4+-<>O!WO=@QS;\TD)XXTW-OVX K/"F MY)=+SENZ -_/#?A=?$,+I-^[>/-?4$L#!!0 (&R!3%I,E7=$?B8 V(M 9
>&PO=V]R:W-H965T[KYX_=^6=V19NT>Y, T_6;;OBSVSQWN\X4%0W:UL^7EY>OGF\+VYR]_89^^]2]_:8=^MHVYE.7N6&[+;K]
M=Z9N'[X]NSKS/]S8S5V//SQ_^\VNV)A;T_^Z^]3!7_#+)7=FL;9MLDZL_[V M[/KJ]^^6;W O?%7:QZ<^G>&6UFU[6_XQ\?JV[-+A,C4INQQB@+^=V_>F;K& MF0".?\JD9V%-
'*C_[6?_GC8/FUD5SKQKZ[_9JK_[]NS-65:9=3'4_4W[\&)GED66NEMF/;=/?N>Q# M4YDJG> YP!P 7WK OUO.SOC>E(OLQ56>+2^7+V?F>Q$0\8+F>W%DOJD=__UZ MY?
H.".>_IG;,\[VSOOYC/??9=W9;_3>YU'H/G87)=S6@#-8ZA.:[PEEZI,&: MP<(7 0M?S*[[OJWKHLN*+9Z5^L M!GP!=E< J_9W_+LSV;IM^Z;M88J 5I<5@%N'&)
<)VL$!0@@7O)++,_.Y-+L^ MVQD0EG3>U\F(&NZ\"=E_-8N=7V!0N MX7H+TL],XO>D&3[X&0C#@-)=T07*9.1%FH&M3A(K[!WVC6K(]GO"1O:GZ^M/
MH!G^.5A$-6+F7;O=%\BS?PS5AF=$RBP@+V@R@+/M$!Y/# MO&_P9&I;K&QM>XM3=N;>-/^JVR=3&P^@]YT M
%8U="A3XH3X%YRU;:L%X<,#Y'<22$TV\Q_.@X\8VW5M:1PL!83Q +H,_V]A M$[!29VI"'VP>AZNM 8C6_<: #8T@!6&'I>Y,AXO#FI7I#6"W\> V18^B 0?! M\O@K(,
!&&Y=E/[X8"=D&L"L6;NJ[:9@9.*H\83 "$U5U&T#_P30"1&=+K88>60Z.&"B-T)GK*0&B&DP9 A3>STJ8V<+;K2,H$$Z_;TWCFQ46[O@ HA01I9^/WJJ=]=# M#;_=FX1T*P,<"-
P5I#.@%:C2ZQ*0Y.T6Y=SG,?K@)YXDNR_J05X/_R3BZ$%_M9,5#T56X"]@VX&?HB, 4;+QJ678#S*I^7V0_#5O3@8P$* "%#4@ YB7Y ^FN M[5P&)HJGB\#9"[!9^@%> ED
%AF\U XU0&_AO2Y;=^T6Q2\@R<3#A[G= *4 M7S)PI'[8RF3X3H="2/@ILF.IA=4Z"*M=ZVQ JH<"L"*G!(/FI/+K()5?S\K4 M=X6[HQ7H'Q] 9, 1&%(79+?
LL[_+_Q]1Z;]S&9)97LXB)FQEX$B *;([(--Z M#R<*;Z,4 \+K6=22N(9#:X&2+9[D%F4+"G+BCLX NMD\!)X)H/YF.7AJ%@\ M#%UY!R1..I%D 1$-2?H5BI.^KUERE@BO*,M"
<9U>)9=A]*Z)>ULDFX/U8 9Z M!^02N"@DI4$;[IBR]H"_KB'_3OB900K;H4YV>4U3S%JJA19L#:(// Y+: M*0#1W0'S7:"\R'KPJD!W[PGM *C9P[K=;P:%,YBA
Z%RCH3>!!)Z,WNVOW1% MQ7+]9V)1,7U==A/$7)[]ZL7IC99]3R.QIX&A%LKB,Y8BB4SOC,(A2"OX Z4W M'C(-2Z1U8^@H9H4V&E1HYFO9.J5.4OJ !RT(.EFT\$B,
[]-2%GX"G=LV%0D' M%% HS1V2H&64&9-Z"XN;%RJ+K]C@UZ@)Z MA83JU"D0Y\Z=1&?$XB9[SG9!6EX0!D2W M'\,LN ,U@0I6+Y0!NOOC))8GQF04<@3^?6%K@L
V'!3A^$1M[M%Q!N0A$3GG MC1YPT#$"X>45@$3B8 U(@'4>[BR@"G1N/: 8*9"<5\IR6 %L1Y3A:'FV V#Y M7>% +=ZS2O#:-] ?VB\PRWH@VPYF, .DGPT)\-
>_@GJU**S=L]X@K_!:I0? MO"XF.4IKFW7=MLQ:[D/6J,LD9$?GHWXKQP_MDI'$-KWQ4 S9-+@K%]>)B\)$=.SXY\BV 644U'NP4P&FS!O:U:@(2JAG!\5GZ'
'R#%W&'('N3=#S")'Q3-<-Y. M4<_RG I>7\WRP4?1C.08>[$PR4\GSH,1JULO7MZ1N/#4BT0MAD;0R,FZ.M13 M[';
YGP,,HBX$,RQC6%6*7:@2FM4!;D/$0:V9+];CO(/I^KK6>!82$;C4(R3 M# X-I+((;CA0US:-J95,U2+:FZ= 3%'@.]?*?HB_CR Q D2&^=INABX&*\JV M E2 X>#1%X,/:'0R-
"NS04I^0+;J.>2(T9P&$QU>%_!FK2,'HC8]FS@E,FGP M/G>M'9LP?C@,1.W3HT5$:$JF(18NJGWP $B,HG@ 1Q;966V 6&L*$]9YW!/S M'9.5#3F(A[SY'3N/0CJSAU6!J
NO'6\!11.%!AOV#FMR MQSA6%V2#TC]D*AU .+]0#,J&Z#I/L2OVW@ 8^:_T/-G+],+>-/&V>Z_@Q;@H M!N;HY,D%Q1QL10Y<(O \[,$)'4$W@8?
4G8].6(,\UMO2[FAF'H!TUO0D3N4H M#*\Z<[VZ?0#$J3V3I$BP2E%Z,"I6+4=<".B#SVCX!@Z6*6S08%KGR\ZHO,(MRZ=B^X]@*P5]0[L>N5XM;0;])5S'K'I*0U"
(2SN3NP'HI@3Y&,&EU!D)QAC6 M8HW@0$AC<@W-2% >L'/ 52F"7&^!1>HQ[*7@!PJ.!X_+U770;*U/ +7D79,J M\^BDI6TO$AUT'FQA'_)*VJFE*G*Y3Y!=][OX\-N-NB)O(-
"9;,%%T#CU?[M$79=D?C]!;,[66M"_".N93.\1-E"I,WF!\;\5XA=DL+!G0]&T6("I)%)J!,S M3 ?%R/1;<4[=2[6#]%(^$7?!B'90K94$P==HK"/IDR;9 VZ0E+(I;5P=R60A M(HO?
B#&;@[(\NH!"F*2E'P+T)[FH:C%4L4LS<2(\R)-\HK6!7:L6D-I.'6%M;_DL+T4, M*)6!?_G(P.]Q*&N9JO5XD"@N(53\YKG#K]1W0)MJ$.A\51DC]3).9U M2J!-\-_6H%.V'
UU%.D@Y$H%@3A@,8[&9W#.9^TRX"/$=QY(-;APN>=<<>:* M?=>"\J)@V+/\P%&+Z9%HA9-2QA"YM::+NJE!G-P@^&BP,&!(Y>J(4BSM2
M,&"/28H19X*;M$=TV12WT0W5.!590L\JX(L2I86JDYC@H,!W03BQF%1B'N-" M&A\PFIA7S$5WRJ92=Y0CJ(K\Q O2!0HJOIMK3^D$A_6XK)F$ M;R1Z*$I&48%1B#@\|(3KJW?
^>'D4R]BNYNO0)BVD'#H1LZ$"BQ1$M$E?(]TTPSR/$R/1)^< M9!0[I%I"E%IJ.G98:+4XW)IVZR);B]^IPG<-HK@''^;>7)"-[HT>'>DM7"#Y
M<8F1Q,,TKU/I%YI#Z0R*)P[JE.9H*Q;Q7V MV5S\0,[EM7#H$]7@Z2M/K,:_U/2+%QD4"+BWYH&+L9#3_13HB!D4H6!F4783 MMP..8K,A2Z*T73EL,1Y'%-54&. T(LY[G:5F*XAJ
AH?(^FR3=<.NU@F!32U M)W4VEOQ(R@HJAC;&#M"0PS@(2RS)LL:$[UBI,#/TT1R!']A2^YI*%R-7N.%N?QM5, MVL<8^;V7]D2*"%M:]=$9P[6-
4EKL5'>$KAJFPM&)"%LH=0OYNACX2[(R!Z<' MED^-O+0)#!\6P\W<8Q:#C&O>IE2<] 3^?B)Q$Z/24I28:PSC$H-+!4.N63W: M<8)^K/J MT7,_!A+XWH=IB._UXAKK!6ARGR2
6S):&!Y6.PPR]%9*M[I] 1 M0<&>3>7),31*H#A:,\,.R5^F',NV1)[IW5.9P7J-#2%J056P&5$B13>V"G2:PY!91 MF*2%5KY2T=D<*)Q@(LXO;"]6;GNQ 0;2C_V"Q:V\YA
M7A6>6Z)8\4NI\']HK&G>9]4CC1[^&2:%O,X M>^Q3B5QRV)K UK"NP=\69=>"&K:K2U5W5_&T5,?_O VE^<69,8*1)$O/^;" MXQXE0NB M6.TY*Z9"TI@%
[CU?/Y5]GDH@#>"\"K6 %7P6^*!KD),1NK\0D5HX+%4R"RR M/[0 M3CYV2=A5X0Q>$A/(LSM_+N2V@/6'*.=9:=*^I3Q0L#X#7K#,N=3]6.E.%M@4 M&3-\JEUD?
(CB8NJY(W$=*">.V*?'7=F**$64[#[C=+DLG3 M!(HL.[M"$%:P>O; C8I@&J!B !-UUA.+G0I7\ST""T,_A?>U)OVJ^4FP0++? M9Q]50XK^-_8'\AO #-
B58MDX!\OQ'@X0Y,B=J2NFT\9*'A==72SQLJ0J)8^Q6V6<,X$I[>U.*&$JRYF2G@U J[\4:E6#(8-F.+)&M7 MC*+GOSMLDG*WT10:X0H?2LRL:QYU^W.#"](,F#\XKN7K=YD.-
B"&6X8IM MA!_(BJ#B%V/-(9QL.FCE/KXW%#?@RX8>F)3 MP2H#@ES*^8"G%#.HW!:7ZP@1RYP248J]^00>Y_= &)-K@XE^%"T^N.[#[YC) M4)NMZ%
:29"5V=2CIR:NYJ@E5C8OYRN2;V!O18=:^+TNB*6.3#C8 0O+?:'R MDZGJM*5I,;5ZECS0A<-,!:1M0FL&%LFK#.NXY4R* *JT/^ 7N@R@]'77C]8= MZQ!"R'+
[W';^6$5R/EEU#%"W-84>NN">=?'UD0KNP24!N*0<=0>2T%"ACZJ^"LYX*+KPC@;Z M6QC& L)OI59SYLQ"(\+*] ^$BD=11WD !M478(8V1!:TM13/MB@U.'U0>3PNFT652J?
%0YWG&-;J\R^S$&3#I!9Y+)(N!< M EOG\?U4=$Z^ M3$6'&$<]4K\R"Q<>@U]+HSD6(E!F2>[02?UAOL.$Y/B1M4'0ZFH#/^/DC]/E M$DFU K8CLAC#4FJM$TL*HP(B\%
(4'T).37:\<*)NATKW%D^V+-O0-D8499 M%0(;+H4OT.NX5,FC?*!0%Y>0UI MK R3RFFY\T&=8LC-AV:,'B.ZNY;#?I$%5./JS@>#Z'?&$1)USL8L.\CYA)<+
MC_WKTR5RQS>06F!(<9A60HKD\D^+#8[-IK^3%EE/U](;/5&8DW2(:M$8#OBQ MY[%R8D3#M-FVN0 C:VO1C)+>7M]KIK]-.@NL%$04#SLJG#)"]M49J*U07&$
MAXA4Q!&)GU9 'K"++Q+2VC\ID!3:J<8'=FRYN;/#,XM'EL^<4N[[E"Y*_+/F M!/CMJ #N\(=IR48L*$74JCDO:E&R:CBZ0T?5<>(W13R8)VBNU7LJ$F9]'5!E M+%G0Q-UK^]E4%[
HW?QBM^8")KT(E_,(Q_ GMB9Z<4 AZ<2PJEK64-R(+*& M4KFM0(5I:O8H1UD/]F1Q'@9<@E:*4P4=&M)'X,,DC"'_Z"_Q\C*=[7CI=/\"=QEL:.('4*X)NA-I@*AN*P/:?9
M^5XX#+CJ=+ ZW J;6'R&)4XV)2.+,-TQ\X+.D2_.N)^YFXP/5)?//GY@@: H M+Y$\4HDK2=ZHK>2CJ430I36LZ8%(W42&V:7ZZ%Z/@_^HJD\6C[I>'!Y*^1^I MS"3#N=(WIDAH*-
Z[\4M:T*9 C.D3[^T<5/+ZE1:QF6AT*\X6Q=#N*%I<=JWC M0D<8(\[I>Z8>FS;R:9+I/<*ECP*9<&\XZ0/X3F"Y62Z[;C3%'+0)A8FL^SW< MIBF02]C!&GYL4$JJ)]CSQ]TF]T,_
M*"'W1YRBITBM!9;[%IM-9S;!$_-GH'4Q+KQINT,K*-PU%&W=%?H3> /:#BP< MQ$>11D#&7I\?"1QU9XKJGT.!=V*XV9 ^PMM5WCB.+.EA4S#L54#_ZO4?$]&/
MC8W+^3Y#V(*QFP;$#\:&,>ZJ,V9(\?1#+<3SQ"#M4]<>58>.VXE0>V(8JO&7 MT:YE!HYLES8JG,[@,[1R)H5C[#V/XAJ$,UV+@ Y%.N^>[QY=9'^BVT6HD(NO
M%R$2.W@[]>%\+Q.SXBAMR,H2;_Z+93KZGDZ4AS6H%_8,T+64,D:\X=)?G!!; M1KBX]O?K[-ON\X2W!]FYV?J5_.GE&]%(S^ M,'2MKZ7R1.N2=:FL"#6AK2S6@5+X5HB,*X';[-?
%[<+?+BSU3.R87&!K,U72 MR.6$7#W/8BSVY^M+1&&Y'B0#!E:G!W*J3T)GXJ1/OTFR.6,/:4V7!\56"1\K M7VB.D?MHSIE6*OP)])O=<-H]L*PEU M;K"5'-#^579NGR$#]T!-
%%Q5=\7" =BHUPQ1J]D%^28Y8E>C)5J L;YVAQTE_))!4C+\?B6K"$79DP8NT#H[P(@[X'1N"1W=5\(W/ M&&M#DYN6XTH*3,6W+?7W% -
(S8Y,)P%H1YDJ*3P)]_6V,1"N92GB(D*#5U;A M<,SH2WT8@DMECZ'\:'FYO$JWY[>&Q842$Y3SI+L',F^=&)60?O%BF5]>OF3Z M+RS<^"
[7#10]1L4HPQ*N5>9\O7+_*KY:5'\Z$# MI(F+36.I[PD%;:7=6=),7,>_(E(5 MIR^S"3=8Y,(4J6V2;N_AX**#>+G-KG7]A;YF\U%YYAO6N>FB\1Z ;\/VI0I8 MB[?CN]JP)G.RAI[9>/)
(M$!DLET/&+RB^JE*JTE?]C>NF'DAMD/(+O52-Z4* M_6.P7%9JAYZ\"+*J4*&C\T'/,DXA3BX5BW-J*H/&SS[*GWU.DYHVCS92< MQY(3C.X1_I]ER_S5JTOX[^M7K[,?
#Z7JRQ=?9B^^>'-D*L'#0:TO,7ZRC'6I M^X*?3TCNI9^R>T5LJ@@(%F=V_M)'ZR;:HH+@](1^N*D%2UH50$*))P0HT5N M,TXE8(=,_*%M[EU$I&HV=_!:P:$3&I103Z0'6ISF]^EI

UZGE;@-K3G&%A>_ M'JXP0EP$1B3'8^-N!H?N+%#+Y24HF,I\!C5*_P=)21@MLA=:;N#-%8C<,9E^ MD1_\]$K*6M)?7Z-)KA3[)YKV[%FN:I%JN=&)$$4X(J0 +OY2- -:XWZ)?/S+
M:UIT]..;J['';J7+P:Q)(K/(Q$#<.))+^S2..0,,>/;Z3SNNXY-"\ ME3Y%XF.Q/SXX/@O5*'V(L]10B9?M]P<+DHP%F?/7/B+,9,^31:'FI&C1B\)L*/$).L44(=8'% M] (^L$OHS+E6
9SDBS5>41\::"DREER34UFTPD',3M_U- 6']#VD^$7UF-"$ M%CT@D M[:'YZ=8%]G;*URI43;BO67E(BJ"T&TSV7^%ZWP/1\?VB"!HP2J@"X28TRO_Y
M@)3@35E90R/61JR$3^UY!'*5-KM@#4-M.KEIKNRHWBJL)1>,A>;/1FY0.A4M MB^Q[[A8Z&8]\>?^IR_B+X!CL(XWHB3?C=-A22-=KYS;Z#V#03]0TYW)"9-\5 MC>H)_M?
75XLOLBU> RZ2C)3DT*@(> (Y%X6I HI']ZJ3UVFMY6'GBU>S#W0M MF(G!G7C[UW+QRE\7AL'<]=!1$ 8[4(>D[&',F(\"2C=@Z@2"\>CD+Y2YTBE+T;E73K3^3XC-Q$D#+
<,292TG9),3>L M@(IX)-POP=6H+O%%,=]9/@4KR7-B(F_?P7^/[E:88!U>G4)Q3]7&1 M(5E!C>[+\@T:B,3P[2]%5>&S14FNC:,S6%W?T==5)OI&7/)MMG&(!B%3B_3M
MSI9>'ES?OANU"GU_??N=M]:7M/T/A,72%DW?']9PH;6,/59&TWOK.%?Y?KRG (^RY.X-\,EM$08J8EUJ_' M8LQ&@Y*'#$49OK\EYA^7NX.282VL@@YT?EB;XLD(OW6@/SK(53<-
[^1HP9/_ M M?TBEJSC&00WK&QSR="Z^K H_I^8IXO4%JZ:-0%+^8D?+P6:3E_.=&MV4A/ M@Q3B/;F)XHGSCTX!?Z7L!!5^AALZG R+$;,[:];9A\]@CY$(_1FOH@ M>W[V
M[L//V)G#;?SIU9@!AR6-CM-7IF39@2WGW;07 ?,&B:R[Q.*YQ<8;RD8GGT.+ M]4]RT[D3[J*\,-]!T@Z=+V_QO>L8?)KJ(I_Z(I<40*3]M'E,7LI5A &7_/&N MCN_AQ&?4SBG\%+
[3%+_2EA_>F,*%UT+I3JY7\&''L'=*5]18MS]KA<1KB);S M]P%] !L6"V'CIT$G"?'$23YAQQ!]7S3)_7,S$?E7(*&-?YNR;L_41TE7>W8_ MN8>E]^PI[XW-!1U%D%R;E_4'%F5TL?
THB4C'R"16,M0##CH.H%SE/XA[O['4 M&F+D\Y$M2?@*9Z$K$UNT\+FX[\B:.LPA.C9^AB%\JXV=3#'=^'[!<2M='&77 M%_(851:-D9W-P>2_BW,L%J3=5LJ!3X5$\ZG%.]
(>PD\G'J;X7>;#=O#EW??LK/;FX?)UGARKP_!1;0!C?9R/YI$WHJ4 M_%&L:_:9:BD0KU(S:H5-_KH_W\\\T>WG'UFPB9WT&LB].A1L$GM->3_4".B_MSH?N"]$??5J-JH?
#W4).E5URZC"$%:Z^R.4D]")B%/K/^CUIJI>+##0&WM=? M<5X80=MAC+7O?=TZGK)55W;5EFHW^ZZ-T6PO<0'7;1<@.OB<]J$[D1W<^"MT MV1_@S&=U,?"02649!28HT/*
[ZL(RX;#C3 !39O\)S.[99<04+Z>9XJ=V04\O M+N&L)#P0EB73:_EUY).TNHA?EY?D VOCRKXI3@FNDS*_%4^@O@TU8@>?K5:? M&V=Q*RB<\O].H6?A!4\
(CY'AJTF"CJ,"^>"54^KH%:U3BN4$:A[#G9*UK_8/ M,0SB8/Y*=$+RR2>?]"K9N'1#75ROS%^R#^ 5KTWQ.B,-6=OX3OVI;P\K9[Q0 MGP93XHPJ-0*:'Q/?7P8JY2"62.
[7+Z(C5P>Y(/B\3.9X+W%C[+.&3RCF_6.OZ>,>1(.1SYU MD&?A_GDVYAUU/1&TWY[A MK1#A5]CS&J^<^>IZ>?8<1L;7WWZS W_IQZ*CGO7:K&'HY>+U%V=&PO=V]R:W-
H965TQ;'E%=;,7NHU*CHIM*F9HZTI8[LV MR/(JF6<)LDPKIE0438.MKG)QKIQ4BB<&[!-73.SG:'4FTG4B_:&!U%6SAOB M;+QF)2[0_5S/#>WBCB47-2HKM *#Q22:]D:S@?
(M2>B*2\7?'&74A/?!PO6?_%G*G7);,XJV6OT7NJDET M$T&.!6ND>]";[[C+Y\KS<2UM^,)FYYM$P!OK=+T#DX);J/;/7G;W\#^ = =(M@^XV4%!YQQS+QD9OP'AO8O.+D&I
DSBA?%$6SM"I()S+%FTQ0!>P$*42A>!, M.9ARKAOEA"IAKJ7@ BVQ>0)NG@!%^_NX9^X.N_PW.<[;U=IANF,GA*906'O'%P4QJ MOCJ:\DE1QU-^K!
*+:GU_=6Z$"6<>DF.#E53+]'X-)A78H$&AW5,Y=Z?9@X@ MXU5[!FZ[1F#6.U/],0#W;P (XA=].!.*F'5CR6+/1V]=IZ]$ 140#TAU%MS1 MM5"_\14T2I"\,T?3I[VN&UL?57;;MI
$/V5D1M5 M1+)B8\RU8 F21JV4M%%"VX>H#XL]X%76NW1W">G?=W8-#E$)+_9>YIPYX[EX MO%7ZR92(%EXJ(T M/]9WFG91PU+P"J7A2H+&Y228MD>SU-E[@Y\\1*%
<$0DX\^.,VA<.N#A>L]^[6.G6!;,X*42OWAARTDP"*#)=L(M>Z^V7W 73]?QY4H8_X1M;=L?!I!OC%75#DP**B[K-WO9?8<#P"!^!Y#L (G7
M73OR*J^89=E8JRUH9TUL;N%#]6@2QZ5+RH/5=,L)9[.Y9@4"DP5\MR5JN,<< M^3-;"#0A?*.B:,W]YGP<67+G0%&^HY[5U,D[U.T$;I6TI8'/LL#B+4%$.ANQ MR5[L+#G)>
(7Y!73:(21QDI[@ZS3!=SQ?YQV^@V#A<;HP5E.1_#X6:_9 C5AL!():PC3/U49:EQME M78IN%)/&Y^^:2R9S+E<'.81'GSV8XXN%F5#YT]'H3OH_'MU>"#5FXXQ9H QA MM:
ZVF?)2Z-%)X1<42L;@E <5&NP5()&@A/@[B'LR5 M9>+-;:\;#N,4TF'8ZR1P@\:,8.JTT_=V86C(-1;<@E#DQT!KF"3GT.KVTW-X M[:__!(<@J;_.H)>&PT'B5_#N#N
8R43'71XA7KEYY@!_SWJ9F].FU$YK2?$ MJWD]9V^97G&J&8%+@L87_6X NIY=]<:JM9\7"V5I^OAE2>,>M3.@^Z6BTMMM MG(/F!Y+] U!+ P04 " !L@4Q:#]P86#H# 5!P &0
'AL+W=O;=FS#<1IB@U8 :/I MM@_#/M#2R2)"B2I)Q4E__8Z4K<:%XWZ1[LB[YYZ[(X^+O52/ND8T\-R(5B^] MVIAN'@2ZJ+%A^D9VV-).)57##*EJ%^A.(2N=4R.". PG0<-
XZZT6;FVC5@O9 M&\%;W"C0?=,P];)&(?=++_*."Y_YKC9V(5@M.K;#!S1_=1M%6C"BE+S!5G/9 M@L)JZ=U&\W5J[9W!WQSW^I4,-I.ME(]6^:-<>]$EA (+8Q$8_9[P#H6P0$3C
MZP'3&T-:Q]?R$?VCRYURV3*-=U+\PTM3+[W<@Q(KU@OS6>Y_QT,^F<4KI-#N M"_O!-IUY4/3:R.;@3 P:W@Y_]GRHPRN'/'S#(3XXQ([W$,BQ_, ,6RV4W(.R
MUH1F!9>J\R9RO+5->3"*=CGYF=5&47^5>0'6EG#_M><=5=SXT-)YN/K"M@+U M^T5@*)*U#XH#ZGI C=] C6+X)%M3:[AO2RQ/ 0*B./*,CSS7\47$#UC<0!+Y
M$(=Q>@$O&?-.'%[RD[Q]V C6FM/TX=_;K3:*3LQ_YW(?D-/SR/86S77'"EQZ M=$TTJB?T5K_^$DW"WR[P3D?>Z27TG_%V'8,O^&Q@+63Q>);_Q0CG^9\<$SP] M)DR#K(
:A,T6U=@D9TI" H6D.ZR-,S,U0B4%S0+>[N:G7O?:<+IG6$*OL>H% M"%[A@.5P/O:JY:97Z* K_FQE#=EU%,(+,J7A'4S*,S=/PE#N)--UQNDG1/> MD%QG!X_,C^,I1*D?1Q-
XD)79,\)/KB?C?I;E[AO#'>NX88)_(X:\)=B6B6NB M"OKH5^(3C;DA1B%MRLD!)PK]/$T@BOQ\.H,_D09)+07A-)V23V@]-#S44A&L MK9.P%D!* U+]4 _#V.((W]*S-]JS$Y)K2'-
_2PA^C-_,DTIJM9SN"V*ONF% MJW.)U.*"LV% $@)KB '_-BQ:BI51:[AS33S M0 U#>%",[-S@VTI#8]2)-;U;J*P![5=2FJ-B XPOX>I_4$L#!!0 (&R! M3%K)?2H5.@0 $0+ 9
>&PO=V]R:W-H965TX;4 V90E$T]S+/AF:@VM MW<)-OLZ47G!FDYJM\1;5M_I:T,SI4)9YB97,>04"5U/K?#B>QWJ_V?]QXW< MDT%;LN#\7D\NEU/+U82PP%1I!$;#
UY@46@@HO'W%M/J5.J#^_(._;.QG6Q9 M,(D7O/B1+U4VM1(+EKAB3:%N^.8/W-H3:KR4%])\8=/NC2,+TD8J7FX/$X,R MK]J1/6[[L'<@<=\XX&T/>
(9WJ\BP_,04FTT$WX#0NPE-"\94GQ$^8#L ?VN"Y7M"#YW"G"03<'3 M^Z-L>_&.L[W+$%)>UKS"2DG@*Z#"%DSEU1H*30#PD2J=Q@T*!"9AQ0LJ6TW2B@;^ F$-@>R;?-HOV?
5V0*PFF0G,&IEX3ZZWEG<,<5 M*U[J&P[M, I:(7%C+7AV-$R@)W!A%[BP-W"W35T72"U*:[U@,H//Y#&XK-IF MJ;O.#19,D:<4AUT>OBO"O8J/1_@%FWR/@WCF4+0<-
A3>_QYA8W'-\B4!"6 E M;W1F46R*1A\UH @EJ6R$X:6SK@U.0='.BUP]C0]0#I-RMS$GUB<0V[X?FJ2) M8M^, 9$Q-\E'OOK82)VXDJXROE!T(;4D\#'-6+7&7OPG0@OM$:7B"?
BV9Q(E M3N*^+(FZ+(G>GR5S5K J1;@U-^[_D2G]RE_'[W#%AQ_FZB+5[(&<0XZB:)'W MGIVD4)3CPX*6$]">*)4D9 ,@JWT"FN9RU0G!M!9/ (2#>@&^4 (0Q\^]'@[
M[KP=_TLSI02@;OJL:-M>O^PB;<,54XW0,7^?AWL5'J_%<]-A7SG?IJO;J-;I M_*H8].)[FZ\V[7\N2D_K24TA9)XL9Y$E,TCU]5B3&)"O93$1(O14(LCO8%\ M3_<#/>I6%&H8!G:01-
MF>E@P-7LJS0WBQW8\"D'[>PR79=TH4VX$@-1X3V,[M&B5G;X"\K&K?M=W1\5)S]EXV)8JU>;]),!G5/G*ZU>Z)>-Z^C)ZWM^_+*R;6 M>26)P8J.NH.86JQHWVSM1/':O),67-
&KRX@9/7-1Z WT?\6YVDVT@N[A//L' M4$L#!!0 (&R!3%I=0A^SQ 0 * - 9 >&PO=V]R:W-H965TN[4J-A[(V M)1=XI4#75<74PQ1+N1IU@LZFX0M?%,8V=,?#)5O@-9I?
EE>*:MT6)><5"LVE M (7S46<2G$Y3:^\,?N6XTD_*8%=R(^6MK5SDHXYO"6&)F;$(C/[N\ S+T@(1 MC6]KS$X[I1WXM+Q!/W=KI[7<,(UGLOS*]F(L?R S-
L/%1R!FWIOW^F'K@P6.D_=BVT@8EWP]BH.=5+EN&H0V&A4=UA M9_SV39#Z[_>0C%N2\3[T\35%85Z30^0<'@D[K\ ,[PU,2YG=[J2]%W@W[5F! MD!6D 00NP-
@:4^J!BP6P2M;"6!J+#0U*"<[F 9G2@-;-0$["Z@95ZR@G+"I$ M'JR8!OK-94FI@+3EH"U)@M]? I35C*1H36A69X#A? #!'[/2](*!XIV@3% MAU(HL@ 5V,B!]E/_<-
"CI!\>OP(;K]F&O3[L M44'2JB Y6 7G7'"#/WZF9+8K8@_3QO[IGJ"R!C63E(:UH1F)@?5YXT0GC)<; M\-RS+W?GJ\N6!,?N4%'RAUKCO"ZAY'.$(R>H8_BDI-9PME'@I%'@),OJJB:_
MT&AJ4H;_Y7ST#GZF,^RY]0>\HX-G2;8<+(4BX>("7OQ %Y/:!"U/\)+$M M7M]/X9(.,H/"^59AXWY=*6&/D1>%/;6W[=O^F$0OHH-H@@&<0]FBN4(@E5(6*$7^#
[T_0$$7C@(:%G?:JZV>8;4-PB3]74($:XAC>G37[0P*Q(7]0]#U[P+J3DK:NDG=H6]LKRG65>GVF>RXH2X/"D;N%,#I=#>H.''D%248RAG4^$)1WXF;DQT1^A\0 M2^A%
QO34>Q%@2WT/9^G->F5KBE)?AX3U=D MC0>FWKU<=A_+D]VQXKF]19H]L_J>-]384VJXIK8YJME&-B\WV)H@RXHVPUL] MZ#K+$'/KN.:4MZ^U(_XW&V/N?';]%?QUPM
J;>2.O%Z6V0A\O MH6Q)Q1Z$J2OT-X4!A)3E9H^3;RM\Y[HW.7&72KI/;LT4DPOW-K!'3%K+M!M M:_O\F#2W[D?
SYNURR=2""PTESFFH?]*C\U4U[X&F8N32W<%OI*$$X(H%/:%0 M60/JGTMI-A4[0?LH&_\-4$L#!!0 (&R!3%KHF49][@( )L& 9 M>&PO=V]R:W-H965T T"953>*F75?: M2NLV!
]#$QM,:.+!32Y--,<.MK..?_924/1ML)+?+;OOOL^VW>9;Y5^, 6B MA:=*2+,("FOK61B:M,"*FZ&J4=).KG3%+4WU)C2U1I[YHJ+(HF8<5+&2SG M?NU:+^>]L:*4>*W!-
%7%]:\5"K5=!'&P6_A2;@KK%L+EO.8;O$'[M;[6- M[ME*RL4)I22="8+X*S>+9*G+]W^%;BUNS9X)2LE7IPDT_9(H@<(1286H? :7C$
M._L&U])ZA.8,+]5'$[E2NDNYL9IV2XJSRTNN92DW!FK4<%-PC7!TR]<"C^>A M)7SG%:8=UJK%8J]@Q0RNE+2%@4N98?8W0C>G9LQV[%#B)>8#J$43P %K'D M -
ZH5SOR>*-_J;WNU=Z?K8W5]#A^O"2XA4M>AG,%,S,U3W$14$48U(\8+-^] MB2?1^P-DDYYL<@A]>4,%F#4"0>7PG/@ 5MR4*7"9P44I&HL9W/N;@UM\LK 2 M*GUX4=/AK+
<%0JX$%2OE ^L!#5I#B]H68&D[557=6.ZKBKBM>QY9QP/W'Y5Q M;&?PG1;;=P%TJUBM:6MWL^XS#(8C1-O3MF)9-C I2*:J,-N_.%2&GX(R%ML"5@X,CS/(;D9!#'$T@F@W@\
MAF0\8)/3]@2I/0#F.?4+)ZM6%J4MN7!Z*Y+:X;Q[,V4Q>_]L?#5O=RJO9&YO MT>OL3\MIBX;)R(N,AXQUQI2,W5W_=\1++S'<:QATWAO?%@T);:1M>T>_VG?>
ML[;A_"%OV_85UYM2&A"84V@T/!D'H-M6V$ZLJGW[62M+S><_=B8=K(6_4$E'# M7576ZFBTU'IU,!ZK?(D54ZY884U?YD)63-.K7(S52B(KK%!5C@//2\85X_5H
M>FAI9W)Z*!I=\AK/)*BFJIB\/\%2K(]&_FA#..>+I3:$\?1PQ18X0WVY.I/T M-NZU%+S"6G%1@\3YT>C8/SC)#+]EN.*X5EM[,)%<"W%C7CX41R//.(0EYMIH
M8+3:.TJ#IA\J#B=;NRN^X%<76'RK8$Q^]LX& M&V=/@D&-;S%W(?0="+P@&M 7]L&'5E_XB+Y'@SZ6DM4+)/!IN+[_YG#.V+TE M'Z^9+.#+1U()'S16ZL]=)]3:CW;;-
P5WH%8LQZ,1591">8NCZ: M.+3HZ8:P$)*C N+62R1O:R5*7EC.F:;%'+\R09E)"Y-A[A%^"B4- MSZ)11%'[+OQ!PBWX'\JVHE9L]H@S!Q2ATB92B;=8-PC/(7+B24)KZ&0D;M8T
M2^'W%4H2H8@[_]4!S*C3&8KQCL*_0?L]. LA E)IA"F3D1NT9+Z22?YW4S1F7C.)([,AN*) M)^UFXDVRY@3*8S-CN+Z'+[9KP@7> M:3@AG-_L[
[#IK\#Y;8XJA6K[W]1<#][5.V(,^:WT?L8>&&O;BR!(K.'K. ; M^![I_[[9SO<2$N_N=PVMRMAW"D-+F/*2/0"DM -DA<01V[LO8!SKFY>S2725"#W"(<:J#\@
M1*Y/O*$[(5:2(TXSK')['G;XEGQN9+H@ C?SS&/2/MY2)104&-QS+'L0O7BX M&0#(I ?(9#!GU$"UY'D[H38@@5>@Z?<5VO[PY=2>STY #"K_CS\):>]Z^C__M
J4_(;JLCRX;+J9=7G\-S($'F3-@WYE.YT>;^[!G/]3/VDO65O;VJTD!8<&K!)_UK7[18V2O7M=!T@;/; M)=V841H&^CX70F]>C('^#C[]!U!+ P04 " !L@4Q:A"A^_C\& !G#P M&0
'AL+W=ODXJ2_?G>DI+BMDV7=/EBF)-[=<\?G M'HK[:ZD^ZR6_8;=UU>B#T=*8U=YTJHLEU%SORA4T^&8A5&GHP M/=Q?\6NX!/-A=:[P;CIX*44-C1:R80H6!Z.C8.\XI?
EVPD0(87SI?(Z&D&2X.>Z]O[:Y8RYSKN%$5K^+ MTBP/1OF(E;#@;64NY/HWZ/))R%\A*VVO;.WF9O&(%:TVLNZ,4M&O?/;[LZ
M;!CD_@,&86<06MPND$7YBAM^N*_DFBF:C=YH8%.UU@A.-+0HET;A6X%VYO!- M4\@:V!6_9:^$+BJI6P5L?,7G%>C)_M1@#)HY+3I_Q\Y?^("_(&1O96.6FITV M)93?.I@BN
%AV",\#A_U^ J*718%'@O],'[$7S1D"%E_T;_*^-/17!N%'/ES M6\[.8[S=(_7-GE[Q @Y&V!@:U V,#I_"U+_Y2-XXP%O_)CWPTOLP[*M@,D% M.Y'U2C;0&$UW&YFHYZ"&
MM;77B/&FI$'(QJ)!(]EJ?*(G>^P/-':L^M'6F5JSDU8IK- >>PTE*%ZQ'?;\ M61X&X$])P_0I1"6[5\FGT>33P MP_0I!<+ 12I LSF8-4!CZ0$#.BJ,0EB:A)\4'!==N$E&&BS[?=6(6_=\1
M: M2YKX8?=RERVZ9=*X'*V1ZLZZI5*$P2_Q4L/(>F5PUG=>6R-F3"N.[;KGZ7M M^9 0-_\(?X>-8P_M)S0* B^-9FZ8>7Z63FAQ<89!"PU.0#12T$]F+$5$89!8%KNX1K)?
CX[.^U+S\B_I"3;X=KT(O#!,6X37 ZRP+V'M,5K$P2U@09&R< MHK.^$]?"+)>R*@FT6]ML%K+,3UCBI^R$(X&JROG%!2UA;GIX?9]AN"S<[#H% MA!DK.G="J1T'D&
[XJJ3[<>!E5$/\3V8S^S^C^Y,E;Z[!LK CY[0+IMOY7\@' M*A$R -0&>\=I,*%L_9R-\S09O"A W%@;-%DIT2%P+!QG"=J,LPP+,4[3<#/R M#:]:ER\GLE$!T'OJSUB,H%&L4B^-
D_]%7=)!7=(GJTNOCE95CK0&X[KQ3/ Y M*HL16)&G"-\ KU'BK("9>YL-/C2BI5M5Y2)*'/*D:?([R>T;!;.D&91&M$7DV6> ME6.#%=6FEPZDX"P-6.9%<<:.:JK65^<
>8>D#+P\\=E[A,2M"E56H!1]-;^0 MBQ>MAKZ*X]S#?IW8_R"?_&"S66$4OSSR61 BMT-V\9S7JY>G&_W,"J[4'?;X MFJM28\T\/\7IN1/3N_9D>35@>>3GZF?E8MKC[
M7*!7I%EQ3-^C\%\ MU 2GQ&-,,R'=0WP!\N3*[K?-=I[U2Q9DZ"*(4(R+TN&UL?55M;]LV$/XK![4H;$"(7BW+J6T@3CLSK^0AY/=P^?YR@>IWMM'NP6D>"I;92=
M!5NBW744V6J+K;!7>H>*OZRU:07QTFPBNS,H:I_4-E$:QT74"JF"^=3[[LU\ MJCMJL,)[[9K6V&^+[#1^UF0!,^.+W*S)>>(YM.=V.!7I-]W]X97T1&EEBTJ M*[4"@^M9<)-
<+W(7[P/^D+BW)S8X)2NM']SBKIX%L2.$#5;D$ 1/CWB+3>. MF,8_!\S@N*5+/+6?T7_UVEG+2EB\U1W)I<_D%NE%Q]874&6A)#&:7X!+SN* MS3Q>]BH>"[Q3EDS'_Q7!M]\X
.X(6_OW.;T]6GX>S5V7:[L3%]S=_,+#$)X)%HZN'LY0O@IZGO-PB?-:$%BK- ME\T2Z#40.]>ZX3LKU08&4K%'=U:HV@ZOF5"%[0K-\7!^\F1P;Z2JY$XT\!;2 MH@C+I'!668:C=-
)+8@ZM[-H0%/I-1:M9\0_A[^LXC"";M2]?7_]E^PN% MZ2_'F0KZHO&0PJWN=JSE+11A/"YY'H5)/N(YYR)F<',JF M0_UP<2$)&XC'+ M)SSFD^1\UN$ 8)"&19ESV8HD'<*[-
V6:I.]AZ56[;4>3PM,HR]33RN(])1^^QH]_TC>R_\/XY^"3,1BH+#:XY-;X:CP(P?8OM M%Z1WOJVM-'&3].:67R4T+H"_KS6?P6'A-CB^<_-_ 5!+ P04 " !L@4Q: MS> J\$,# #\!@ &0
'AL+W=OBVMM)>0/ !-,$ (<0')[DTUOP2;&?=^/6^YYSK[+?*W-O6T0'3Q*H>PB:IQKS^/8E@U*9L>Z144GM3:2.5J:56Q; M@ZP*05+$69*_6+.>Z;I"H=>+*(TV&Q_YJG%^
M(U[.6[;"3^@^M[>&5O$6I>(2E>5:@<%Z$5VFYU=3[Q\%/*7\HG9^B44YQ;7FLIN:,J M.V"J@FNM"%(/E&";I"+(DFQ[FVR%3P+>Y+_"[1[E-]R60MO.('R_
M+*PS]'I^["M#GV2Z/XGOJ]'/;LA(7$;6,1?. T?+X67J:7!R0,-U*F!Y"7]YV MIFSH1<*NEG!E^Y@>Q-K/]*Y!J+6@QJ7*@//(0_?R7U0D1\=*JY.2J1)%..U4 MJ57%?<,Q >V&8+E#D 8)
("L;T'6/@(\.:FI->$)F^LN@?9HPM4,#S'I'NGV4 M!2TW+P!><$5NNK/D;U^.P7/M&19^T@!7I>@J8LE 4H?R$X].1%2X2^HRUU J MT(7@*Q8&A--@:=95<'0V&^?4;$+X[>
()/NB'/CME/AU2<>EK,F@P)-]A!2U[MZD6&&BJ_-;"Q87940("2*1IWWN^Y!;2$1+%>)Q%8-QADA9KU5#LJY&[]UL2+
M4,$2:UMSK,;PS4NC1O.,_JK4I=0==3;1SN$(\F0TFYX&$9!/1_DL]_8K2$>3 ML\R;,S*GLV">D9F1W]V?FSA^-LO2[+NM"-*1Y F9Z-\DL*^EQSO3"2)9A7F
MKB4=1*F157%@36%)J,7^41F'[6]@NGVS#?"NUH M6@:SH<\3&N] Y[76;K/P";8?O.5O4$L#!!0 (&R!3%J[E^4PXP, !$(M 9 >&PO=V]R:W-H965T'8$&
<;AB*/=#2V28BD2Y)Q5H9*LMML)>Z!TJVEEKTPI'KMF,[,Z@J$-0 MVXQ8DHQ'K9 JFD_#VIV93W7G&JGPSH#MVE:8ERML]'X6I=%AX5YNMLXOC.;3
MG=C@$MV7W9TA;W1$J66+RDJMP.!Z%BW2RZO,GP\'?I6XMR*V;WV3MMK.H MC*#&M>@:=Z_W/^-03^[Q*MW8\ O[X6P20=59I]LAF!BT4O5/\3SH\'\"V!# M
N\^46#Y43@QGQJ]!^-/$YHW0JDAFLA)Y9NR=(9V)<6Y^1(W)+$#H6KXA'IC MQ&XK*]' 9]5WW$OW[D&L&K3OIR-'*7W@J!K@KWIX]B_P*8-;K=S6PHVJL?X[MP(BX'@FS
^$K=A;Q(U87P-,86,*R,WC* />/P_!+C'G39.J@U\7:RL,S0N M?[Q6;X^6O8[FK]"EW8D*9Q'=$8OF":/YVS?I./EPAFMVY)J=0Y\OZ4K678.@
MU\3W"56'L#:ZA9MGAT91UZ[#Q*"QL'#.R%7GL :G@2:8YE/!M>X4K:.%U\OP.>]UNU.J!>HA,.- M-O)/*O.$@>D5L^$6UZ!52$MU]J1(4^]7@X)OWY0L+3Y8V-*K[ELG#"EL+^!W
M%*:?Y7]R["D&>H?NW*&I^NDZ[WOZ"\I*5\]>PAI[P(MYK);.>UH=M)L'+-)#IF'3GD6LXP/#N-Q-BDA\UD^(;615.8\'M/: 3DOLAZ9 M0!(63%\4M=GY"FXZ0Q\2&$]B5I;
4MHNTKB,DRPY,.-4 MGC<7ZR GB[,RA7",1.VM-"Y(3V\]!%6&J2%Q.4]B7C"J. EB\X2X)>719\4X MB!K\UV[[Z.0U30W=A(^1A&PO=V]R:W-H965T,R6BW\V:U>+51O!9=XJ\'T7_D
A'Q1RSSL8\BS?,9J7+^ 51Z\+CU?\;Z__NEH; MJ^FM_/VX&@&@C\/RI)Q:F9Y7)S<&8T>/)LVEXV$$"YQXE!4D.H%!6?L5@[FW0+C1)4 MQ<[);/:<[CHBB "I#*2U)!:
(VR>H214,:,84-=)VB.LKC(+\9NSO*2 MYFE6C.%GND\&66H!>-]S^TBV'X@"=19K!N5\#*]?S?,L?P-S,DM8Z1Q^)36G M5:/F#\PU#RJ*[$ER5,;E_.)I_R2_MH!
[EY6>F];9^5XOBV>S$[T0]Q'1'96% MHYZE)'T^A2_*,@'J7VDY [)\/J,YB]-I07,1I_/2&W$DB.>.HDP]LU(;R?^A MG%"V*)ER:(4[;EN?SX_*DO#-OFJ9W!"ZP7
&63GQ4;D["%Q0[C6PNN8.@6C5 M:!D7SE\'Y!(!_QGHB?>27JKH:[(K#@'C9JN,<[4!1O2M<:NS=#*GCB=$:/^" MN7=H%3
02&T8.E7SAE?,>\0#C89K>EOW/=/TS!R(>WXG;LTFSQ5BBDQ]/C/W05VN^3>/C$/C"]X9)&ULS5AM;]LV$/XK!ZT8 M6L")7NS8268;2;)QL"] L1KQL'X9]H"7:
(BJ1*DG9]7Y]CZ2BV*ZB+IE7](LM MOMS#>Q[R3D<-UT)^4"FE&C[E&5BE)GC-.I!%7F.9&;2YJ])]<@+O<>.>[9,
MM>GPQ\."+.F,ZH=B*K'EUR@)RRE73'"0=#'R+L+S2=@S!G;&'XRNU=8S&"IS M(3Z8QDTR\@+C$N1[&;4B7M'X&+IA!Z(@ZC4X-/GWYF&+.]U:_J[%Z_YW^?]ZC[9P
MHVFN_FY2TBW4:U[(9(-S59"8CCP,=T7EBGKC'W\(^\%/32H<"&Q'DUZM2:\- M??R[T"0#E1))4Y$5&*ZT*7D4%#)1-(Q1VI#B50=P#0&*ZJL4"CA[>RA\9"U
MK]=U:$TRM!J^4H:36H:35K=F1@ %3*F2S#,*98%9;X]LQZ0"EI=Y$VL'?V;A M339?C:.AO]JFU^K *^GU:WK]5GK7>9&)#:4P0V 6X[_A>V12<@(3D>-[2A&3 MZ3OPF^"&-_9?
K(E,D+4[(MNSL*$TSM2XF1KN:2PPFO[93QE.&.=8&&PI,PB/ M3_;$:77_E>(,:G$&WX,X'9C:D+)Q5'6;^4VBM3L0N7_J6NI[6NIZUNWO"DC"E6(1JF&>$-6=R1;45Y:2X]$-@.X;.:\-
FW>K^<'5*3 M X'M:!(&3S5/\/74VA!-<"$EX4MW0.:;G:B;DHWMME'6@>N/)=,;N.%*R](, M*+C3*;ZK=(KGZJXP#N$;RT5:8PG4ZNQ+E:W0^EO)K=O%HKY7I[== MT;8*Q?
#_%@USU9&3ID&_#MR56FG"$SR6.+?,YU0VZA5^P? LBGI[Z;N=S6N/ M6/2D5M2>P1V_"9X"AB4,>2ZMML.\>/,/A+9+^JF8#;]9-1L>M)P]%-JN+D\%
M;=A>87X_H7.@@K92M?=%($:#;A@%>ZG&W[J>YE0N[:U=@3T4[N96]]9?!B[L M?7BO_]\,;#7WB<8]][GAEL@EXPHRND#(X'B I:UT-WC7T**PE^"YT'BEMH\I
M)1B99@*.+X30CPVS0/T=9?P94$L#!!0 (&R!3%H_,+XJV@('0) 9 M >&PO=V]R:W-H965TDWN.K^T, MUD(^J!0 R5.><35T4L3BPG55G$).U9DH@.N9A9
Y1=V52U<5$FAB07GF^IX7 MNCEEW(D&=FPJHX$H,6,MO4.OI&;Y89,H^R;J.]1P2EPI%7H-U!CGCU9L^U3ZT)WN'H!?_RW H(: M$%BA5696UA5%&@VD6!-
IHC6;:5AO+%JK8=RLX@REGF4:A]&L6CTB%F3&EIPM M6$PYDE$>$^)[?W0$?OQT>;,-=[4]C MDM^8Y%N^[AZ^6U H68R0D!F*^('<<89:,NIZMD64D/MKR.<@_^S2>I#<;-,+
M5= 8AH[>APKD"ISH_;M.Z'W>I?Q(9%L^!(T/@64/]OA05X!H5<#]=QU#)@BY MVJD].*;V(Y%M:>\VVKL':V!FZOJT6NRQR/4IJJ@]B$924KX$?;(AF6](.VY* M-W;8^G9"?@A^>E-
8T)?'DN&&3+@NK-+$J)/VQM*QI2FG78Y6:88V37-&KR(_M#+V!NVH[M2.H'_;;H"T'>HT#O8,.7,_N=F[E@ZA_7>(CD6T)#!N!X;'+.SRF M]B.1;6GO-]K[_T=Y]U5;C?X]**Z7|

<$O?,7Q>VV[D3S/W)-Y9)Q13)8:)1W MUM>5)JL[ONJ@*.PU.1>H+UW;3/5O$4@3H.<70N!SQ]R\S8]6]!=02P,$% M @ ;(%,6A_8C1!A P 0P !D
!X;"]W;W)K&ULK59=;]LX$/PKA*XH$B")9'U92FT#L77%%6CO@J2Y>SCT@9;6%E&)=$G: M3O_]D92B4R1%2(V\Q"*U,[LSRU [.S+^7>0 $CV6!15S*Y=R=VW;(LVAQ.** M[8"J-
QO&2RS5DF]ML>. ,P,J"]MUG- N,:'68F;V;OEBQO:R(!1N.1+[LL3\ MYQ(*=IQ;$^MIXXYL#6 +<+|%| >#7 >RW KP&^<::28GQ(L,2+
M&6='Q'6T8M,/QDR#5O()U6V_EUR])0HG%U\YS@!AFJ&_9 XG:-WB%#T-6=[H8!B9DM5B*:STSKILDKJOI!T MXJ(OC,IOAW@ |>3W< M'5'C-4WQ#)_W M]-FK(]E;H#3.I&?
&:8"M.ECX1BFA*Z;74*_?M9$:!/$DKQ M;:@;539_.)N^6*[%#JA,AJ06J(5AXQ(U04Q>-BK-(%)HZ_9PR*(PB"8V8>V M;_TH?
Q*YX?.H9+3D$PT)&D."44,>Z)H4!63/+X'5GG.@V)$U=/^[H M'@B*G*[LT<).E!TVLL.W/P>COH0]R6$0.W['F'Z4'X>>VW%FM/83G9DVSDQ_MW9E?
^M>8]C1>QFY'XFH@*)AVW$I&*SW1AZCQ(7J=#T/?R0N$-U+MG'94HOY1 M\>.HZU_RH^=(.I8-"KB1(OBQJ)XU*(ESM2XM98('M5$*@"=<4C9 ?C/\R'9 M<>\R]!RG(]H?
TXE(^A&7;9I*B-T:CDK@6S-D"F0Z6@T8S6XSQ]Z8\:VSOU3S M;36._D]3#<=?,-\2]8$N8*,HG:NI*HE7 V>UD&QG1K UDVJ@,X^YFM&!ZP#U M?L/4=[Y>Z 3-U+_X#U!+ P04 "
!L@4Q:/I6M#H," !Q!P &0 'AL M+W=O U,GQ1<5%CH5B[LA: QX#LD3+1F,Q/;3(O6|@DSU[Y40I\2C5-)"@4(3F:(,+0@E.I[DK&K=%:#=;,VPZS)$+R0P0_0@C-5 M2O2)Y9
_)W!UN5W-P;[F67"2,85L@$+_'0J\(.HI:'X^/.R!I^?#@Q-JPNX& M0LL7GG<#/Z8KJ83^'7[VM;JABOJIC$6,98TSF#C: R2(+3C)VS?^R/O8UZ;7 M)$M?B>Q9"Z.NA=$I]J,6]O6MP?
N>)3!6N$W\T<"/W>UA0_JBAL=1ZK4/_U45#49'TGN"AH/K(^6]03==4*/(M/3"C"G11QM0EROB&J>8?[W:[=V-J[(?)H?Z;?D\;^GVB:QVBAM1(F$85"4WJ# M:UV8: R^62A>6\M;
<:4-U$Y+_2:", 'ZO.!<[1&PO=V]R:W-H965TPHP!\] PA:0' (>.Z&L 6$+P5$+2"RSC12K \IU32)I=@2::*1S2RL MF1:-\EEERGZK);YEB--)"DN0$G)R5=80T/*%_UF0F2W(S\E"
M:8E_EE]|SC?,43^S:2"7JJ89C!WL$ KD!ISD_3M_Y'WJ<^TMR=(W(GOB:-0Y M&AUC3V:T9HR]HBFSO#3,_99._)-]!]/C9\OF<)3>/<)-[@8^QN]OUI@H9[M,?
[3B/1H6J\4/>Q$#U\K>E(*J=FC_:SZU _[U \/U/<&71P8T!/D#X(NJ!'F M[C6O$N3*#@&%#6A=Z:8)=*?=G)G8]GIP/L7YTXR+?S3-\)I3N6*5(AR62(FE
MQ,1D,Q":C1:U;9$+H;'AVF6!,Q2D"<#W2R'T;F,NZ*9R\A=02P,$% @ M;(%,6IC?"N"M!P =#P !D !X;"]W;W)K&UL MM5M=;]LV%/TKA%%%<,++>#6(B7+=I<82,UV*] .09-
N#\4>%)N.M4JB2U'Y*/;C M1\F..$KR=613+XEEWWO(>\1+W2.29_=MY;2;E^.QBD\Q6+ M@_0-7[-$_;+D(@ZDNA2W@W0M6+ HG.)H0!S'\1!F/2F9\5WEV)ZQC,9A0F[M%"C-
XC@0C^]8Q._/>[CW],67\'8E\R\&T[-U<,NNF/RZOA3J:E"B+,*8)6G(M$R38\KQW@=]2;YP[%!9_A>P^W?F,\E!N./^>7WQV6;N>/NYR?T#T7P*IB;(&4S'OT=+N3JO#?
NH05;!EDDO_#[M/]@VH&&.-^=16OQ%]UM;IX?F62IYO'56/8C#9/,_>-@2L>/@XST.9.M *@[8 MV^/@;AWO8&832L$##60P/1/\'HG<6J'E'PHR"V\5?ICD]_U*"O5K
MJ/SD]%*H(23D(PJ2!7K_(PO7ZJ;*/DK4D'M)F0S"*'V%7J.O5Q2]?/$*O4!A M@JY7/$N50WHVD*H/.=)@OFWOW:8]LJ<]3-!GGLA5BMXG"[8P 0:J\V4$Y"F"
M=P1$I&S^!KFXCXA#O(8.S9[O[C:XT^>[$R :M[P?;H'G'K@??709!8DT;POZ M]DF9HX^2Q>D_3=QOL+UF['P*>9NN@SD[[ZDY(F7BCO6FO_Z"?>>W)MYL@E%+ M8
:G7LFI!Z'#G/;1[X*GC2-Y@SHL4//Y\V[JC8?N^&QPMTM3W6HX\4>>:47! M'AX9_[",?PC&?S&?9W$6!9(M$&6J@7D8Y)-N/[^*V&;^59Q<-*^'4KXCI#7(D>[-
^1T8_*Z$=@]+MCI"G.42T"=^0XE3#K1MZP:D1']=PA M.T9&[\=E[\=P[\-TS=,@0GR)/F11]*C'O!K_Y?.NX<8VQ3JNWU/LU(*M6Y$: M([1NY.)]P4[*8"=@L'F
1GP7:L#.NT=)DABH?Y@(W M<%'/[R8S7*.,PGT]E@NBN2 @%]=!1&R3%^ACO Y"4912LU4@;EES!4MJ MH=6B/VA"&TSP<&>>-R/2]2$&2Z7I)U6L(/7
WDQS8?'P5C/=)N\;HW%K_1B- MO6H\=:/AJ!J06YNMJ\Q>6%=F&"[-/F0B"66F$C>?B3^$#_GG%'W[S.(;)AIK M7!BQ;9%K%8W:0C/9U'4>'G8H'K"EBFM+K$TT:@O-
)%:7@_BD>G"O@MC"[J:, MKQXLU>2KEX2^6Y])NR@)L:X),5P4'LA4]!_Z'"9AG,5P\H*-M!YC-M&H+323 M8%VVXG&7R0L6Q:V)M8E&;:&9Q.H2&<,U\H'D5>7C,HO0IW#96"\?
!^B1Q:(MIN2?P9ZM2>RBVB:ZVB9PM?V,] |>#J8_W$C;46H5C=I",PG653O!':8_L51F M;XFUB49MH9G$:@E 8 EP6OH? ,?._OR'75NS: G-9%'+#@++CE)([HQ)*-&M
MOHFVBD9MH9E,:LE#O"X3W:KZL8I&;:&9Q&KU0^#7W,<6Z5M8\RTDJ:C?&:F_MML8>P7ZE2H?[>"P'6J@06*@ :?K,"AUNH/4 LXE&;:&9Y&H)1$9=9JY5Z6,5 MC=I",XG5TH?
K^Q/?$3#X"[PA+8J1O9\]-IYMN[.ZZL;OMI@NMXVJMXW:S\|9MV%0S M'%;?FV^M?-.*5"IRN(O'4J!5B0NKDEIN/K,.AV%;CRJKJS&VT$Q*MU3DMX0^ ^_L3'O9L2Z(M M-)-
$+6$\6&54]YX=?#D.X[4=D%;1J"TTDTNM9#S28:9[5B6.531J"\TD5DL< M#UZ_.3'387#@T0Y[MB:QDV,$.^<(NI$S7EW.8&?L53?&>W4]@_%X-*D>)>A"
MT'A:T'BPH/G$@I2M>+3(=U,*?L?RX.$M>S!BZ[RTJF5LH9EL:BWC=:EE/*M: MQBH:M85F$JNUC'>2EMF?J_4S"<09.Z2:JPUF>%1=-:1P)X\E06L1K]7"2A^8
M]OOHFHDX/Q*4SD6X+O85?WO_(/,CGOD&ZO=)%C-1[!IO'HIP3XR6KE973VHC@P6OG^'7Y+-P=@-<.EY"Q<<6"!1.Y@?I]R;E\NL@;* \:3_\'4$L#!!0 (&R!3%KH MSN;P:P< +U!
9 >&PO=V]R:W-H965TZHC1#SU$8IY>#59:MSX?#=+ZB$4G/V)K&_),E M2R*2\+!]*)X[R:97K!-%@8QO4E0NHDBDKQ\ MIB%[NAS@P>L;M\'#*LO?&$XOUN2!WM'L^_HFX4?
#FK(((AJG 8M10I>7@RM\ M[JOC/* H\2.@3^G6:Y1WY9ZQW_F!O[@<*'F+:$CG68X@_-\CG=$PS$F\'?]5 MT$%=9QZX_?J5[A2=YYVY)RF=L?!GL,A6EP-
S@!9T239A=LN>/%IUJ&C@G(5I M\1<]E66-R0#--VG&HBJ8MR *XO(_>:X&8BL &SL"U"I [09H.P)&5<"H$\"' M4AR@50':H36,JX#QH0%Z%: ?VFFC"C .[8-9!9B'-
FE2!4P*'I&P)Y3DI3DM?U$85$3SQW6<(_#7A<-OU"N2DI^FC1C 1A^@F=HN]W M%OKXX1/Z@((8?5NQ34KB17HQS'AU>=!P7J$_EVAU!WJ$KEF?@U2:3AUN&UCP3A]N&U
MB*=P\-5T#OBU)Z7)(QU,__X+Z\H_(M\@818D MS(:$.9 P%Q+F0<)\(%C+:*TV6I/1:Z._KFE"LB!^>'7[EL;TB83H&TTBD<]R M+!ZC%TH2T>P_DT8>*R\DS(:$.9
P]\VC[4$VPP>"M4P=UZ:.WV9J;F@0DV(6 M_EI,QB)?I?!CYU](F 4)LR%A#B3,E9]=7!@LABR3X0K"6P7@NL2[O(%R-) M;FR^/$[R>ZE3MCS=\&/"QW5:/<+8:5;R!&0C&XA
M%[+M'B3,!X*UQ#)JL8P],V-NR[8<)]RQCFR(+5$MFT@>:1W'3I!&_VSB[MFT M(&NT(6$.),R%A'F0,!\(UI+6K*4UX:2M9T*1N-)ZCA6WA.G;9
P'PC6$G=2BSN1BNL2;B=?:H8]@45R2EG'RCGIS:JGO6ND!5FC M#0ES(&&N8"STB=$>"Z]?J#-:OJQ$2P^L-#NCBGQF8VF:"V(%Z9JE07%?PN>Q MJ_S"*]X.E?*.E0249H'2;%":
TIS*]KVU&^86D\P M2FV,4J5&_2)7U2%=*]04LS10D'2+%":#4IS0&EN16O-.XK>FYT$I33%[K5
M+Z6I6ZRV4$UJ!$OWJ:=WF_MR2>3':1.JU.0D\+ZDA'Q*@MS3GH'2+%":#4IS0&EN16O=*N-Q M?TX2%3.5WJ))4$S5L;E#I29I@.7[RKV%TPUYB6B\8R$.FB0 I5F@-!N4YH#2
MW(K66HB/1N.N5_U2IFZ,NEH)2FGJ:(=5S4X^EF_EW[YNWW_GU[OBQ@Y]O<\(M+[7(]Z[LY_F*Q \4+5G2S5>A+[*]+'F]1QL(NM+\?=P]N
MI'RHOK5U;G(!6)X,V*^S%:1SMHDS=$NR_"I.DSF_B@N%+JO">'O_Y4S1L=I) MA,K;=+2VXFI-W+DDV:#5.J T]]"Q\P[MK0_5OK98S5X]EF_6?V,9"866]#=^ ML3(9CW!7$LA-
:PN49H/2'%":>^#X>J"U^E"T]E/"S*,T"I=F@- ->4YH+2/%":#T5K2]RD&M1R0_D//..L@B8? M0&D6*,T&I3F@-!>4YH'2?"A:V^TFZ:'*DQ[29TCS).V,KY03,AP=S[! M.),''BTR:-(#E.:
TMRW#K@'V@P?BM9VMLFKJ/*\RC5YWK^H $VL@-(L4)H- M2G- :2XHS0.E^5"TML1-1D?5_MBB C3; TJS0&DV*,T!I;F@- ^4YD/1VFXW M*2;U'5],V;NHD+,GN[]&)8\\VF30]!
(HS0&EN6\><0^T'3X4K;1VN/55[H@F M#\7O *2HV#,MO]]:OUO_UL!5\0W[SON?\;F#!>^[^-PO?TF@P9<_;'!-DH<@ M3E%(E[PJY#LI5Y'99S53;=
M,%:-6A5'*OU69I*K4:)T,KT'94F@F7K;>4,!L06BN@M1@N>$$OFJ:++A1!(U M[7P"$A,J+M 9(A5Z+%@C<)6+D2M5+3JCFVVX-RTW.,"=0':)^GX/!5XP0$^S
M"3H_N_@SC:NL='Z"SD]@\O8/^A$"H(>^U,"Q)-42&8<]=+_UTT-3_*J^**XDF M#:#OUW,AN?HV?M@\M*R!G:4WS)6H<09C1^T(7P%3OKVC1]Z[X\XZ7=.^L>R
MIVIAAK::6M70J/2>6Z51'$0C=V5A#3K6X!0KM+%:5;C#ZB>>9V<-.];P%"NR ML8;[K-B+[:RP8X6G6+&-%5I8H6]G11TK.L5*;*S(LH9^W\Z*.U9\E/58@#J" M%Q*XC1CO$?W!(
[MR*1#)D>1_["Q1$]O+5MER?Y:1%$RM%?F>[_/,.^_:WNJ M7N5OHO"Y,#GZ.^SNU@62UN1'F3*K[Q30+=:,#UQ/4 M^((QN0WT)=/]1TA_5!+ P04 " !L@4Q:B\F*_I$" #F!@ &0
'AL M+W=OSR-3;@L\$*MD9(^-DR?FCF5QG8\%+ M.97VBJJZ-HHB?HL +!CV"9J^'AR_("=N> MAI8O_%M/O]YQ?=6?6X5%]JVO4S71H)_(G. K6>(4QHX^HA+$%ISD[1L_\M[U
MN?Q/9,\#UK/@Y?86\]]FODT")-JFP3W[L815[L;KOR>\N&D=^6/1,V;(4- M7R7L%-T+S"3%-CTFV7=]MG0:J=X/N*:,.E+.AJ-@3^^?1<'E9;_8J!4;_7,7 MH[[V!!>C/56]9=UFU\+
<3F04(-8V225*^8:I^N"UJVU83VQ&[:U/=8C7F?N; MIOX#W&"Q)DPB"BM-Z9U?.%&B3M5ZHGAI@VG)E8XY.\SUCPB$*=#/5YRKW<1L MT/[:DE]02P,$% @ ;(%,6B66^^P,!@
C2P !D !X;"]W;W)K&ULO5IK;]LV%/TKA%%%<,++=#6(O6PG"4&$G-] $U1]+%] M&/9!L>E8J"1Z(AVW^_6C9,6T*)J.*7I?$DNZJJ^C>(YOGB+B+B^9TM"'./B1
M9P6[&BPY7UT7T\R.Q;25)!!S+AU_3[E(RLMNZOUHNjmQkM&XUAKa-H9Tf03KGWKmnE7fsCbgRWQW1KHRKe1PKNCUw2+u1rPPEAq+ZIHrm7QvX+O1QMBrhIBgHF1E5VIuQbN7uA
M9P6[&BPY7UT,AVRV)'G"7M,5*<25!2WSA(O#\G[(5B5)YG52G@V1YT7#/$F+ MP>2R/O>IG%S2-<_2@GPJ 5OG>5+^O"$9W5P-X.#QQ.?T?LFK$\/)Y2JY)U\(
M_[;Z5(JCX0YEGN:D8"DM0$D65X-K>('J49501_R1D@W;^PRJ5NXH_5X=O)]? M#;RJ(I*1&:\@$O'O@4Q)EE5(HHY_&M#!]IY5XO[G1_0W=?.BF;N$D2G-_DSG M?'DUB
=@3A;).N.?Z>8=:1H**[P9S5C]%VR:6&\ 9FO&:=XDBPKRM-C^3WXT M1.PEP.A FH2D)H0'$CPFP3_J0E!DQ#4S&Q;J7G "4\FER7=@+**%FC5AYK,
M.ENTGQ;5<__"2W$U%7E\\I;2^2;-,I 4<_"^X$EQG]YE!%PS1CC3G'F."4_2 MC+T K\"W+Q@\?_8"/ -I ;XNZ9H)%'8YY**P"GXX:XJXV1:!#A0!$;BE!5\R
M\'LQ)_,VP%!TM&L+/;9U@XR(F,Q> Q^^!,A#@::@Z=/3?4TZ?GHZ,G3C[QZ2 M7^/Y!_#>I$7*R:L/XA>B>TA_?1#QX#TG.?M;1_X6/-"#5PO+!5LE,W(U$"L'
M(^4#&4Q^_05&WF\ZXER"84=@+5*#:F!"?T(J2_!VY(R[7=Y"QO6L-6R"C") M1MY8?$T>]GG218VB<3L*&TNT)"#<$1#V(N!Z-EOGZRSAXO)U3DN>_IM4:J6.
MD^V=HOUN/2]0NIUVH\+(&T.%$V/5EIQ$.TZB7IQ\)%S7?M1I;.0%@=)]-PC" M.:!0KW1OKL^Q^M.M^9.Q^_RD#NN@2H.M]U/FB!^+9*[UW@R*D!N%NT#C>"VJU
M%.]:BHTM8?(@O,U*/VO9+8L:$;O?X+:W8AU\Y;D=Z34KIE&U%/73)=@V!%8 MB\WQCLWQ.85H[))4EV#8$5B+5.A)#^;9KSHOP3=&%NL,?$@71. 1^$F2 M4O?
3G5IG8G.F+6%[IA6>1[L;W-9]!>-(D:"I+@SY8V5%Q^8J;5E D@7TOPEX MK6F:N MT)8!Z6VAV=S>BC=^3HJDF'Q=I[5CYTMTY51|\R8IZ[/3M&P*[0VG](JP_"<
MP@<=>=J&69=HV!5:FUEIN&$/QWU<^\S@L4'[;#.Q.=.6,.G1H=FDVVM?UU_[M/AJIRYLF*D"=!=Y8HRT'TM1#LZMWJGQQ5](TM&BB-+2$Z]0XZ,<<.L2S3L"JW-
K#3MJ(=I/ZIW1\##PWIGG8G-F;:$23./^IGY@WJ' MND8=CF+5J4^U86.DV'YLKM*6!6GH4;_=ZE,4K[E5:R_23/MFU_JU3.8$?$QRHOWR MF[-/GGQPB89=H;69VYLH.>]
(B=N9$K=#)>=PZKYTZGX/IWY4VXZ &S8TK3.Q M.=.6,.G@_7X._J"V^1I[#CNC!T^*PN8:;3F0)M[O-W=RDK9U!TUB3QW%T02% MZOL/-
A=M2XKTWWZ_G>Y#RM;=P89(G3*:ZJ+"T%<9<.J3AWMSFCDI[^MY5P9F M=%WP[6SC[NQNIO:ZGB15SM_"[R=C)4PVT'=VZ2\3PL&,K(0D-[KD6BPW,Z^
M;@\X7=73H'>4&PO=V]R:W-H965TK8S'8(VZ>?G:01 MA32JV'A#[.2>N^=WQ-$-$-,BZ>9 R@T#JA3 ZM6*GEN6W+*(8$RS.^!*:?S+E(ML-
);L;#E4@">Y:*$VJ[C!':"";/"07[O5H0#GBI*&-P*)-,DP>+W)5">#:VV M]7SCCBQB96[8X6")%W /ZG%Y*_3.KK+,2),$LZ0@/G0NFB?C_HF/@_X2B"3
M&VMD2*:2IU'CFPE;9F"MA1:>.RL.&^8F,,T1GRVBWD M.JY?(Q^]7>Z]E-NZ(557W*HK;I[/VZ\K8R(CRJ7IS(^+J51"OXP_ZZ"+*GY] M%7- S^421S"T] F4(%9@A>_?
M0/G0UT+_E.R%PWQJH9X3=G#"6%$P>D7?>1J M&M)Z^8)\7.MOC(06NH&U0@\9T!6@:\Y47/MF%)4]>67ST5F%7M<+!O9J$[[1 MWI]P?@7O'P#^.V"AX7D=
M%548MC>&%#,@7F.Q($PB"G.M<\ZZ.H$HAJYBH_@RGUNF7.DI*%_&>DX%80+T M\SGGZGEC1J%J\@W_E!+ P04 " !L@4Q:G .9<4$# $#0 &0 'AL M+W=ODWBE/6T&>?
SCJZS< 8)9N=D#JGX,B$TP5Q,Z51GH)CE+- MZZJU>^IU2<;C*(5[BEB6))B^74-,ECW-U%8+#]%TQN6"[G7G> I#X$_S>RIF M>LDRCA)
(64121&'2TZ[,SL"5]LK@.8(E6QLCFXJ:7S,L=>E9(FHM!9L M]/HXH>L9Q!N@.,,LHB#+C#!W[P'$4LQ-TAIZ& M/CH^.D%'*$K1XXQD#*=CUM6Y\"]9]+#P=9W[LO;XLM$=2?
F,H2 =P[@"']3C M3:N&0!>)E]E;J^ROK5I&'\)S9)NGR#(LNR*@F\/A5@7X]4'5AO*"$IB">F+^+FGF3B;#I%6(QD12UD15653L[M*&YY72\|T['%_=W5
M%^M%41O"9XNB2;*@(H'6I;.=0/^P/ <-A;8AI%,*Z=0*&?S)(OZ&;M,%,*ZN MGRK!<@YW+9&VL2-7K://RM4D67!(^/U#C 8-A;4AE5M*Y=9*=3P0S>T)^D$8 M0Z*1_$ R=Z?
VSMH[DNT:63LY^Q5,MKUM%>Q:;6]P5416>VN#*XQ,VWBWRG=. M7VNZ$J!3U4\S%)(LY?FU5ZZ6+?N5ZE2WUJ_-CF]6K >BQ<\[\G?Z_/_@#M-I ME#
(4PT2X,LXO1*PT[[GS"2=SU?*-"!<-I!K.Q&*4&D@OD\(X:N)=%#^^'A_M 5!+ P04 " !L@4Q:;_,W.K8" #1!P &0 'AL+W=O:U*8PT4E] \&&BZC3X@/C@)M?$
MFF,'VVT'OQ[;:4.ZOFB@?4ELY^ZY>YZ+[Y(-%P^R!%#HL:)),#IU2J?K&=656 M0H5EC]?])BL*5]8"<&Z=*NH&GA>[%2;;21-[-A-IPE>*$@8S@>2J MJK#X-0;*-
T/'=W8'2O@H9,H@8/U:PP0H-4 ZC9];3*<-:1R[MZQWZ1\M=H/N[Z;H\N(*72#"T"VA5!O(Q%4Z)0/L9MOPXR9\<"*\'Z!; MSE0IT0>60[X/X&HN+:%@1V@;Y[>":=L-4WM'CA
M"^C[?;202N@?^\$'G=2B0?^ P=E,_K,X<VRU#,7A#'0WY>/H'4$L#!!0 (&R!3%IU MIN36500 $43 9 >&PO=V]R:W-H965T-?Q0I HK: ,V-4Y&
[@>;%;8$*=Z=B,/?/IF)4R)Q2>.1)E46#^[0%RMIDX MOK,=^$R6*ZD'W.EXC9

[]N\2/M8%!_$5@ M(_:ND98R9^RKOOD]FSB>GA'DD$I-@=7?*SQ"GFLF-8]_:U*G>:

LO]J MQ"LQ5?2"97$V?DH P6N,SE9[;Y#6I!D>9+62[,+]K46,]!:2DD*VIC M-8."T.H?O]6.V#-00NT&06T0'!J$)PP&M<'@7(.P-@B-9RHIQ@\)EG@ZYFR# MN$8K-
GUAG&FLE7Q"==QGDJNG1-G)Z4?,*:%+@=; T6R%.: '+(A F&8H(7DI M(4.7"4A,*)'B:F_@SQ4KA>)0@Q>M^[$K MU;3UR]VTGN)#-<7@Q!3] #TQ*E<"?:099&T"5^EM1
=;T0]!)V,"Z0T:^%' | U.\'TJ"^!8,FYS;64:VDUU4KD3:YS" MQ%%90P!_!6?Z\T]^[/UB54 E-60$VGU6VD;'5 M>?-U>AUXX3 :NZ_[WK# HG@0A6U88H&-
@B",&UA+0=0HB#J#G@!E*AV<"GO4 M9]C[)$MZ(FLY+6Z<%G>&_8NI BJAX5>U8Y:PS5>7JG*0](/-D15AO!>]<.C[M\<%2L*!B/SI8,(D%%07QK7TA#!M-PTY-
)D>KTHE@L5"U%+$%6C,)5!*<([7" M"U5<*YDV><.C*7D'TMY%)%V(EJ11(VET7ICNZS"I##=7Y4E)FU4!^Z.40]H] MHBK7U;9*V>2-
SHJ>!66)G@5U.GJWC=3;3JFZUJ8(]HNP"99-3,4TVD\DWDTX M.!!C0?DWNLZTQ%A1H\ NQO=VS83W_F)4@3M/4$WVGB(;S"+)#CNI::]!\CLU
MF25WK7O+##WC;ZKGE>B>TKQ4W3):<%;H9^M2 M8O.EI;+HF=MS<)3Q_%OOL#[84-$A*K&@@H%WHD[XNS;.[^[C'AE5)4*2>0XH
M@;E$,TA+3B11'NC;2CO>%\>HZ+1T;YT]\X7U+?FTIS3"#7[DLKJJ[L9 M;S5#%DE=G-M6-9&MSBC%G M4K+"7*X 9\ U0#U?,.7Q^D:_H#DYF_X'4$L#!!0 (&R!3%KGH!^(: 0 M
)D9 9 >&PO=V]R:W-H965T%G= VE?+*DK"!"#MG* MYFL&)*F4BMQV'<>>W"Y*5UGQ:W;;ME\RG=B#PKX98A9<DBD-|0<=;
%W?,CFR6Y0D*Z#D&2T1@^7,NL#G$0Z50B7Q5P8[OG>- ME"OWE#ZHP9=D9CG*(L@A%@J"R+\M7$&>*R1IQ[\-J-7.J13WKY_0/U?.2V?N M"8(0$4'F4T9WB"EI
MB:8NJF!6VM+]K%1Y7P@FGV923\S_H&5,>(H6*6*P.Z)D:+ZTBGO'IE/#MG:E &*5@[;B:_K"=W3TR.
M771#2Y%%R=%TFD/0!:E)ZX[[Y[:.LQ1TOYZ '7/']X(*KK'8SKKSZ;+?;Z /5R=:45.M5E/Z6A5IZ'R!Q8O%AIT^Q8BPZ!P9PE-AKUTQ]Z'
.JJDN>#HV^R:CR9H7KFTRU2
M,]1DN>+"H+(L M;/4&T/<XIDX&Q3>8e8&B3SC%IoCO9C4C9EyHVYPxKY3PPQ5

[FX>%K6N>/&?O.5Y0]%<2[_RBLQ)B_:G;Y,,534)^ ME]UI*M)99"P)A7S*EEV^9C2/%QVW_S";;1*%[OA\'2[H'15?UU,FGW4W*O,HH2F/LA0Q-MNKCH7+]?*
2,\!*I0EOD7TD6\]1D57[K/L>_'D>G(1<8H6T9C.1"$1RC\/=$+C MN%"2[?BS%NULKEE4W'[\K/Y+V7G9F?N0TTD6_Q[-Q>JB,^R@.5V$>2QNL\??-M:-
VA7[$WRV)>_H\>Z(). .!\UR+K*DKBQ;D$1H]3?\]QZ(K0K8WU,!UQ7P3@5Y M87,%KZ[@!5;8=P6_KN`?6[%75RB[WJWZ7@Y<$(IP?,ZR\)2*TE*M>%".?EE;
MCE>4%A^7.\'/%YUTAVU H=6?U!:2LW06\A6Z6X6,GA9#/D>3+)&?0QZ6)#^`C(4%3/0A`MH"*.8OX1G:*O=P'Z\ -/%YUTAVU H=6?U!:2LZ"$\UW,QNLE2L>*(I',ZUP6Z MLO&;\N#G'EQAJV)
9V?(H7IP>'5LJ$X.K^Y:!L/;X/1*.M/6^/WEZ,EY)BNJ1RB@MT_Z3AGH9/Y8+D]'V@7,C72WK\!/T[$V&LLY]D7,B2 CW)A>>6SK)E&OV]
M. F7#BC7F83QP>T[Q[{S[L$W.VH.VY"#%")"81]ZW(=>SDC-.*S7S M&KQ.]K$Y05/*HFR.9"KP_'+!TL3,WB0LE4/&T0 E5=$MHWGXQ$VST2K4EBFD M& $2TYCV-
TS[U@&l)A0OR*ZR>$Z9S(i$SE*T5H0*KE$I-D"W=0L-0WNE?TB M7D7)1,5:L2T52#$")*91&6RH#%Z>;1Q%G.?A?4Q1OI:!;@?#29$H14F>F'A4 M\j.M2(=W0IRU 6T"E*, (EI
S_<#/SPX! WVUYE0CW#X%OEUE4H/$$W45KP M0&J%R^_YE$7K4D'FF=2$:MA Y9PY[@XM:ZO;TH(4(I'!B&)H5M1AM;H8%JOR@NH+9ES;&A!Q&=9+!\O6)9(A.R[
M3"^F3";3)^C+8B%7+ADF@SWLZN;MP.OMT+-.WHBT^4#4"I;8#W-I3NU; SU/F M,BD93&3BO:.+[7)0KE01'ZZG&49X6"06YFTY/T6]AO"C3@/C)2,5MY..!9EYN M;UEK*I!J!$1-
IX(5%?QZ*E=/FP#'T=)-)G%IXRL+3G,U6,N:A M:1RFQE2[OF9_"\O0&SC]72R@[@.H&H%2T[$H \)]P8&0'WV9W=431"X]O A; MFPEB'/2F=5#.A>9L +4.0-4(E)H^[,H]
<.U!7]=+C_X,@A%@J./,Q4;F(_KC MAB;WE!D=,,,MH6TL.5"T_52-0:CH>902X_3QDMF=6(4IJOA) M6I?+);--+N1^2)>6BE,)HAKZ%<2ZW2]!*OJ(.GCHDMCOF86U(L 52-
0;OJW]J-P$=W(U!)W<2S;NOV''2'ABEGIU1,H*!J!$I-M!ZK<"6QW)VYE0&/1K)A.U8ZJR#31*1)10E"%SY9NVM7;YBB@:@&H&H%2TSDI MOP+C-TXW;,25,
%5"T#5")2:CE+9'/@%F^-'23=QTQK!_,XI?AH*#OJ#9L)I M[WEK3L?P/,#R/,#=+[_C!$T[<]%B\DDD37[,D'IART\!4TN\;2A+[V+V6C3)'
M\,%G^]Y/_EEW2LL,5E_!ZLP05'<.QOB75@&->?,\?9)'<,GP"MZ;'D ,;$!%0M %4C4&HZ W6.X.%;IX>0QR FH&H![J!4M-1*FL%'JU;J5*^XN13?3+],A>KC.T[YUDW M2
N*1NO*WO+6U$"-$2@U_;2U,D:HQLC36H/81277T@7QPK+YH,8R+SB&A.6;CO=*U=IO6!=U"[U2-
M0*GI0)3=X;VUW>&\!VAV@:@&H&H%2TU%N_0CEG=@=]G:V)@[!>D![&O]],A$_2<";A; *I&H-1TE,H_\8[NG[3<#G@&C\3H0S[7O36V,# M-4F@U'1LRB3Q["9)&2GM$=
(>*D&=$U"U %2-0*GIB)1SXKVU<^*!,B>@:@&H M&H%2TU%QNG,"DVDV#17/&0ZPL_NK.GN'6L,$-52@U/1?/2M#@Q?]A#16__A<.,VAS//8&>5^]AG440%5(U!J.C[EJ/AV1Z7-
^H?^BUYWV-G>AK:1%50M %4C M4&HZ367'^&]MQ_B@=@RH6@"J1J#4=)3*CO'?B1WC-TF*WQL.FD$6U&@!52-0 M:CK+K5N#'&#"!YDC67]9*"]?
3G0@AHWH&H!J!J!4M.)*N/&?VOCQ@FW?HJL<:U+8!50M_U0B4F@Y$V3;^6]LV/JAM ZH6@*H1*#4=I,)M M_'=BV_A-VV;$B]L(ZE$2U+,!52-0:OK]SI1GTWM/OPZR-[;M!
95"T#52,]@ M6'G8?W* 42]N[IFLC0/2^TR(+"D?KF@XIZPH(-]? M9)EX?E)<8',7W/"_%!+ P04_" !L@4Q:]$,*%R@# @"P &0 'AL M+W=OQ9B5+%E6W+*(&,R@M>0(X[4Y5;_
M:],&HM_E2Y6R',:"R&664;$90,K7/%J:+^*I--]D7=DZ%HF64O&L J,'&2O(I!$59*C^3*X226[R&.)] ALC]\/SMN$-O*,_M(407Q'?/B.=X08-#P]/A:?@,\/!WN'8G&KY/E&S[_-,A)
E\!P7@=51DMME+ MYIANS/+UFHJ8/'Y2G*G(). .^2G/#YK/UT_0E2QH!#T+WQ@)8@56_^,'M^U\ M;=+V+97U>[[J.QPDV8?"*W K";LU:M6NMVN]> M9#]!9$T*'??.
(QN@0A+7{5GY/'L!B>E&-EWZ$ZG<+95[>8@]?!.]O5QTZEOT MWCT?{5NQ&/+X8-F6+E[N5MFK@OVG17C,HE3&WND=,A -+TX>)*$0%EKLK_Y7JU M;O.N37?S:GV
[5_9K;W0E+TCM@H+ANU#"G.D=^XZ>(%$V8^5$\4+TZ',N,)^ MQPP3;&%!: /&PO=V]R.W-H965T:7= E$7@DI2[&04[;0^9([#O*@--$M MP^CK*8Z)YH[SM7OFCFDFDIC
/4.\2U/,_DXAH>N)9FK;A8=X$0FUH+OC)5[M',33\!D]F5ZY!'$*A,>4(;A1+LVK[R1TN>"'S&L>6V.%,DSI2]!"&22).D]_"D]M>J6*K ^WKK?Y.R2Y1ESF-'D9QR(;*(--11 MB+-$/-#U-
RAY>LK/IPG/?]&ZU!H:\C,N:%&RPS2F!3_>%/6H19@]H\$6&6 MM1_@' FPRP"[:X!3!CAY90J4O X>%M@=,]I&3*FEFQKDQV LW]^,'L&U^:JO6>9MXIF>U4T]DJZ,2Y
MN[,,,;FIT0T$P'"2E_3K1IZ@'-#Y% B$L;AH*=AV\MMU4&Z4Y1YH("JM^>ZF;3I{>BD6WO831IK&:0 M?@72[P12V^B=GDJ_"1.Z4;5 Q#5]9/ A!4@?57?GLKW.
@I_TM=U+A MM2EV](85U; ,U>N>^T!]_Z ;GJ0[!?#:%#MTHXINU$KW5HC1P1O=L\.18?[MKTFSO__TVC<^!;,(>R6.?)H147P9]J6[',O.NY"']}:ELTXJNZM6FZ/!N,%O$
MA*,$0FEI7 YD1]SHFX])H,N\DWBF0O8E^3"2K28P)9#70TK%=J)N4#6O[C]0 M2P,$% @ ;(%,6LD.*:"1! /1$!D !X;"]W;W)K&ULK5AM7?;9U;Z(\9:RKSP'$.BI*FL^<7(AUE>N
MR], <*L(OZ1H/2 $0+&4KEZ\9D$P+5.7K>\0D]5H2G>E8K]VQZ9AN1%G4 M<,<OWN0B^:OH.;3;B8.=YX7!8I4+M>!.QVNR@@<0G[=W3-ZYG9:LJ*#F!:T1
M@^7?$F>&K! ^4@$9*6#+]ZZ1HK*@I*NZN;G^#EI V,*4E MU[]HVV(|!Z4;+FC5"DL+[J)N_LE3ZX@] 1P=$?!; =\4"(\(I*U \%*!L!4(
MM6<:*MH/"1%D.F9TBYA"2VW]0CM32TOZ1:WB_B"8?%I(.3&]K5-: ?I$GE!2 M\+2D?,, W4-*Z[0H"Z*#0Y?H V3 2*F!]T0 >1^ ($7)S] %^OR0H/?OSM [M5-3H4TXWG-
09'[M"&]A>XZ;M,=+>.,?X18[")M);Y!S=U!EDAPI^YX<6@^8O%P\LXLG+Q?T3;((N6(`6%_Q0L/Z>+;A@,H^ ML7F\T1C:-
;JJAWI*/^_ZUH#".@M$A++'!8B^.,MB!3P:=3P:O]H9>[&98^QA_:/"U0(*AG6_<\8W?-)Z2 M?$X87*@VF]$YK=]JTP#FE L,^;AOM>\/#/9]4.#[V.!O 8UB,'? L'/.\(4! M-Q*TYX_1
YLMUJOT*V BI^C644WM97ZL$\]-IGW,1C'!O$^YB(*[,Q''>_1 M_],HZ,PSTF=R@FS&VHR6(C61]9AQ>N9ZQFD+1#?C\UB=E+1(>N]N0V_-KO5VIQ! M5M@K5JLX.FP?
>]VCI6:#49F+[+ "1L=Z$?9W/S7\]KEN=7:Z+K?]#Q,^FQ$[MH,#WS-IL4S6,CG0CO!OF\,0\)YT?V;4[]%<@4EEM7EF;9F>Y801GZ"PBSDP_Z M<L>#'GL;*@'Y-
]A94%/E'V.\&,/SI":RE*\\2"2R!R9VL83/.07#TA92;)H-G MI3RUJI2VNB#LAS;RS%'$@@KC?OI V43B*PF,[8#=PX1=/7+U1T\IIT!O\<(#- M:<.":&@6!2&ULK5C;;N,V$/T50ET4NT
,KTJ5SS#.XLI$]9@:%:]O5;<38OG-*D3UPWZ*=,9,YX M6,S=J/%0;DPB,GZCD-ZD*5//%SR1VY&#G9>)6[% ;%O9N@Z*-]K(M'(&!*G(RG_V5"W$G@/V.AQ(Y4#> MZT
K!UH0+9$5M*;,L%0R2U3N35$RR<*M2F\@6W(\C3>&05W!?B9\546RY2C M>_;$ID+'B=0;50XQ%=PM8;B07Z)ZG:ZD@R6 "DXIG,=?H]Y0;)A+!]?70PIT4 M*?2HI;7U"(D/W*
fG1+)OK8=| POPY_;A";\[M/73OP[K4BT/JQ2%%/'K4XOQS/M-&P?[[UT.PC.C9(^9%>;,7+.8C!ZI.<_7(MG?&OO^# _UN3I.]%A,2'5BL\+ ^M>"S40BC.#Z!-THZ"+*/,-5 MPC*#(-?
H\N=&K*&\C6U-R@?YQ8/ROO{X[M$0\ONXS]5B% 6#VNB @U=S\-[/ MX5QK;@![^D97K&PNP.B"0WPAC'47ET\-]K"2D P:A-I& ME ;43LBO"?E'$CK)MR9+H!W#[%5FH#RU-
0E^"XXW"' #<[LHI%YHQQS4F(/C MD_!-ROE6)$FQU ";94LQ2WAUWX8_;$'#U/,;^"U&D>_:\8MSMY:/>F@S9# M(PTB%C-"_-#O8++)W?,#'-Z27N5N GFVX%3:V[^ON?P6]\CKT
2\4W7\]FZ^ M60024G"PDZP$2!L:C<)F0[*8#=Q!X'5PV(DS/@*=W\/A!-T99GBQ0.YES!(K M*6K9)5Y3J:U608=*%)U6X]^%NJ..]_93S=6*O:VW'O;#)O8WK ZQ[V09'ZO+
M;Z8#WD+@'2.S4FG+, ZA\32Y6,0\)3#MZ+-[I-?Z 8'=WV=>(6/0X<%M5WK8B M+NTX*>&=;,,C=+O.B5EQ985]T5L2^,U#GZC#\@S-\4[!LK6(NZ
MAL3%M(G68A>$D=O50G93!:Z(5O$5487?3EF19[((P MZ-K?9*>^Y%CU!?[_VKM*%OBO7TFC9%I<;GB;,Y5;@#W%U*:ET"^*:#^]#/^#U!+ P04 M " !L@4Q:PX!^@Z$# #1#@
&0 'AL+W=OD MXG2_?DE*425;5I-"^R*1%,^9F2->9F9;QK^)-8!$]W6EQ=Q:.2[DYMVT1KR'' MXI1M@*HO*>,YEJK+5[;8<,")>69]3G.V,XQH58X,V,W)RQ0F:$2Q=U'HLAS
MS\L(&/%>5;SP.W9+66>L .9QN\@CN0]YL;KGIVS9*0'*@@C"(.Z=RZ<,\C MUP#,C+\);$6CC70H#XO]TVVK9&XYVB/((0:: JO7(RPARS23\N-[16K5-C6P MV7YF_VB"5\$\8
%+EGTAB5S/K:F%$DAQD4,/U5"- #N^ # JP#>+B X / K@/]20% !]-,&8K1(<(2 MAS/.MHCKV8I--XR8!JW")U3_]SO)U5>B<#*\HC'+ 7W&3R@B(LZ8*#B@HP@D
M)IDX1G>^,B/*LN:CSFA4"TT3,;*FL:PX[KBPM2DO> 4NNAZK9E6N! M+FD"29O 5F[?OGO/OB^\?LO8XE/DNR?(<[R@PZ'ER^,^:SQZ.=5KB<:O_X1O M^/P#?']M@&-
)Z I]8D*@)>;\A]K76\P3@;Y^4K/1E81<_-,E?4D==%/KL^-< M;' ,H> T2^ ;@>PI07M"F^Z%YX2>3?"Z9[_GN/[.T'V>OR;?_2L MUN.L5X\ESE6&IM*SB_A{083)U+Y>0_X
O/;:ZF5[[34I)%DT$%E+1=?YF60Y M_]_=7G$/I.]@;-%0;&U=&\FK.^@55M$U=]QX.MG;E_U67ZW10&RE1G8CU\^/ MKTS-)%#,'BK+U+D>K>NR"U.-(PO=+UF:HB?-
&6Q=XW%PE",D@517,Z47KQ MLGXJ.Y)M3$7OP2]3TQSK6I.X']^IXR)\[VD!=Q8;_5!+ P04 " !L M@4Q:,$R^C1D+ "?@ &0 'AL+W=O?D2)[^G6R$VBQ[FV_BJ*KT3;+GCY.)NEJ
M*_9!.HZ?1)2_\Q@G^R#+GR:,2?J4B&!=5MKO)J9AS";[((&U\Y?E:W?)\65\ MR'9A).X2DAI\^R#Y\4GLXI>K$1VIOG ?;K99\<+D^O(IVBO(OOV=)?DSR9'
MRCK5"A+_-]*E[3UF!07Y2&.?R^>\/75R"AZ)'9B ME16((_S++&[%;E>0\G[\IX;.CFT6%=N/7^E>^>'S# ,0I.(VWOTS7&?;]]%B M1-;B,3CLLOOXA8GZ TT+WBK>I>7_R4M5=CX?
D=4AS>)73GOP3ZJK_!]_I+ M:%4PS3W\-P^C0O:O69*_M&^,ULNO;.H6218^[$3NR$-&WCDB"\)= ^-I[\!"8DW0:)2$D8D61F*47^80Y MXU^\V\2$-HG5Z.[E_Y)XE&;)
(=\Q9.2WSWD!PC.Q3_\UT,M/%IA7[NX_1 M4[25Z-\AY.*Y%F,KO_Z%SHS_C;D*1++F(&$%N8A83X2QI P#H))&MM'C6T5 M_?I>/ 4_2H'C1]+>4Q1^#WFLQ.EZ7,&F):P8LSU?
FW1N&)>3YI:@_5(?\F+4 MDHNY_6(=D'>RA(_\= P)XR"8),GT*,E4*4EG6W=!O+PE$Z;K8!))WM8CO27[$1*HZ.7H(HGPK>1NGO4'5SV)P2ZEL75=3
M),R9]PS\8%%*.YX,E+*MI[I90W:,1\(8$L9!,$G4Q'4A5+4U8V"]D+[I;1A_9=X;$ M<1!.LHL:S92EH?3KI#K)\N5L>7YDVM^G#FFEANIZ!:4Y-;WM S6-[KAO]1E M=X\
[ADK9R\Z^V8?VGI*$63]6K-B%-]O?K#N4"E&1MQY TIZ9)PS%SMK"[M#D@T4F]'N7G2@5'>V!-I[!J5O%TV&P,,Y6&O>[]B/O]242IN*A5S*8&:0N% MI#DU3=[)39?
=V9*\4M/%HN=3O]3,,NRN4LC^,RB-HVBR4DW@0)43P=>?XS0E M^?;*_9Z%T>80IMO7>=LWU8*&#E"-4],4FQ=WH B=SWL[PY,@'!IS!]5Q%$V6 MJ[G^1^KY?R\Z@ M-
(ZBR5(U<0'5S@O"A/P;[ZB\&7MXO20#,I%C0Z@-(<.I)38][-J]R!^=#:0Q*XRB:K&,3(5!UAG!W2%;;(!7%KG(5/#V)=?YGMQOT#YH;0&E. M35/$ER[MYP:F29?
=^=C3)'^@B#FUN@ZS@6)T9G>+<=07(0003,)3]2S^SW$F M4K+,MS[E*3>_?1'[!Y$,GJ;A)FD+)V2A](<5,V#TGPHC4%$6376[F^O6DU MKXLZ[XA"9_VA- =*V\[-KD)*K1-
#TKSH30&I?$4333ZQN DJ3'50 MT;,W%<2^/BE7#=P7D\U#ZJH;T%472G-J&K7;%[OIF%K+[IPRM%T/2O.A- ;E M<11-UK<)0DQU$*+6]VL6KWXG=TFX$N27)-
QL1$+^ISY3_9.Z06V=H?E(35NT MIZ!G8V/;=1G9J >E^5 :@{(XBB:[W$0NICIRT3U+58W3-A4:O$!IKMF/7@;_ ML_:@C?I0&JMITD2#;2UZ,PVH5F4'FXS&5&NU0C@Y)X?
&@Q!-4Y-:^_YJ4'' ML^[Y-]!6/2C-A{8E,91--GD)G RU8&3-,$/5?]EDG:ED)BC-A=(*,V'-MTAB4QE$TV>4FK3)GT E>$QI906D.E.9:"1Z4YD-I+$KC*)HL=). ^F9IK;/!(
M!*^Z#6W+H;E<3;-4GN$US=[$ C1R@])*(U!:1Q%DP5N(C=3O;8&,_<++#>&@ M-*>F27.\IC5>4]N[_ ;;K@>E^5 ;@!(XBB;KVP1LIF;)N?G>*%I&Y3FU+3V MD9Y-
Q]VSD5UHHQZ4YD-I#$KC*)#\S94F;K,TX[83<[QJG*ZI4)H#I,E6?TU0 M<6I'#WB0OM%6_IDFSEU.C-WO)H*UR\$V6L G-K#-"LV.W?]R@YH/8MHH**_M+
M:RCM,U:WZGYH^X:DN5":!Z7Y4\]#*TCB*)KO;A&269D@F#0;N17'QQ##-:OA M*5RU2K?0:6A81]4YISX2BR+[,OK50UJCNR)!Z7Y4\]#*TCB*)HL=). ^F9IK;/!(
M1QOJUK3MQEZ^S>H->,>+|=)H_=<|UPS: 0]*\'Z$T!]5Q%$V6NLGK+'5>5Z4< M](O?5-H@V@GP@M]5BAMLW%C.H<=K60@,Y*,V%TCPHS8?2&)3&4319Z":VLZ;0
MJ,.'9G=0F@.EN5":!Z7Y4\]#*TCB*)@O=9'?6]:O5Z:ZF50.UE8:F=U":,.77 MILWZLQ/04 Y*8U .1]%D4YM0SCIG2=SK6&+03&CB!]4Y4)H+I7E0F@^E,2B-
MHVBRPDTL9V%?PEG0$ Y*N:\.TN*((VZT%/I/3&H#2.HLE7DV\".OM40/M*%N M9;K<4]Z]^Z>]M)C0O@<|(*Y'TAB4QE$TV=\F+I,UEKG?TAZ>/BW6&4DBY4S
MN6JJ]A87&IM!.2Z4YD%I/I3&H#2.HLE>-[&9C5WR9D-#,RC-@=)<*,V#TGPH MC4%I'$63A6[2-5MSR=N)T]35.&VAH5D;E.;6M%.7N_"@K?I0&H/2.(I6]3H MW2=Z+Y)-
>9/QE)3G\E8W3#Z^>KR1^4UY^^[.ZP[)R*K;D3>8ZN[H7X)D$T8I MV8G'\&F,Y_F/F50W'*^>9/%3>3?]AS5C+XGWY<"N"M4B* OG[CW$^GJF?% T<-M;_M^_7]02P,$%-@.;
(%,6]#(3;4C!.%!4]#D!X;"]W;W)K&ULM5A;<-(V%/XK&G>GD\RP\14(*3"3X&;*3+.,@6[[-MT.F#L_@KBU!24"VU%W!3$8T_84?0K,OYCKY/MZ,SW%&4%OK&)K3;95G!E*9)!
MUEJ(S9UM\V@-&>8W= -$MBPIR["01;:R^88!CK51EMJ>X_3L#"?$&@]UW3;,M#^E6I F!9X,X-LLP^_8 *=V/+-=ZK9@EJ[50%?9XN,$KF(/XLGEFLF27*<&2 M
>$))8C!AVU,&NL>2"'>SYT3>25!:4?E6%,3RR'#4B2"$2"@++GQU_M(S[T5DAS'?P6H5?I4AL??K^B/FKPDL\ <)C3]*XG%>F3=6BB&)=ZF8D;WOT%! MJ*OP(HR_1_M\
[Z]GH6B+1,CH'C'56Z*I#RVFMI;T$Z+F?2Z8;$VDG1A(&,2) M0(\X2M)$?$-7(0B1_W@M2*&$-T@W^T@S_&"A@%-WF[N M-YB';S?W6MCXY1SX&L_@_>[+".Z1*=S\;=NF
K(^#[-]N>H03.]:C#N^ 9'M,++DB<"![< ;__R3VW-^:5:+,)%AH"*RB9E"]&;2ARJE9"#0E7+"M/)$1^D) MZ#ZC6R*:5,51NAI-G9*[<=>1?T-[=RO/]\]+Y3$$5I&G6)K3;95G!E*9)!
(0 MHPGFZP[Z1$FT90R:UD?]N W]=&L:-O0*Z[T./2I<>B67WANFFO,M)G**-M)Y0+WD$GN^F>,4Q6H):":/P$C2Q[-99!C6.]3[_&L'6X/SBQ_5*,?JL8K\^Y=08FU30)%AH"JZCI.H=
RKGLWID2_=*1T"NU@^8"JT/W&5@DFV5, MW1A(Y3Y<]_B0O'$<]V1'MH_E4N%,H565.PI!72.[_-^E7'D"YKO\49W.%2R
MU>>>EZ]0H6F@*K;]W=]#;>Y>=7\":DM0D6F@*K2KI(8)W6T-;0YO?;]S\@=<] MW?U&@W53.%7I#N&ZVQZOSV!'TYW;Z[?U^_39-ECS6C09D$^,HH6FT*]"'@)\
MM_L^V[OUX7"QI";10E-H54D/[PRW_;'Q8[%U_7H<$ONU9T5#)[?VKF@?WJ7T M[;-T409LI=-N'$?JA9SG8,K;,K5WKQ-;)_4/*N6GTU_'F#O?
^(39*B$0HN+PBZT4FI!16"9OIS#3@&ICK([B6EXK6@')2)T/%W4$L#!!0 M (&R!3%KP&!_$D (#\' 9 >&PO=V]R:W-H965T,XVPGYIBH C=Y9S=7D76W<[* KM5.;
<)3;M_*DL[+ MC4[G"\$8U>8Q:X4(+]%"<$WY!GA!0:'+>A:W6%+A+#EZ+D2K3*K5.9KP[8. M?C%P[GM.>(2SA.(&38)K%.(P0B]/2W1Y1?{(6(__5O5D +FGOFV%
<@M>/GG3T&"OYS(.!DS3DZYYZ;DV)6I M5\6=ROX]VSS&:91D_M8!BT98= Z6N&"[*MF'17$.NV'Q"(O/P:8N6'P "R:S
MT,U^1E9RCI6Z6,DA*T]/L*8C:WJ.-7.QIH>L,#SRPM*1E9YD/5=@VNE:@W01 MTP,B=N-F(VYV&B!9/ CHAK71X9NI,9!]M^XG M6C1=AWP5VO3;,EB9'0ZD76#NKX70'Q/;=,
<],_\#4$L#!!0 (&R!3%KT M0&TS> 8 %@=N 9 >$PO=V]R:W-H965TN%AWBUIN6%X7BTC59D1NC7[7W.SH9]ED6\(6D19RG(R?]I
M,+$OL5,95(B_8O)2'!R#TI6G+/M>GMPNK@96.2*2D#DM*2+V[YE,29*43&P< M/QK2P?Z9I>'A\2O{'Y7SS)FG]"#3+/D[7M#UU2 8@ 591KN$/F0O?Y+&(;?D MFV=)4?
T%+PW6&H#YKJ#9IC%F(IC$;?T_^MD$XL#]CH,8&, 90.GPP U!NA4 M_Z8EF;.5!%TQH%"?%[_ 1 M?)UA\/I=[' .Q"EX7&>[@AS6HR%E0RP?-)PWPIFNAP,IAF-#<)>E=%V FW1!
M%B+!D/FV=Q"^.G@-M8R8S"\ LG\#T(*.8D#3T\V!PZ=:"&*#W7P M-;$OP#+/-N#F9S4O"9A6"X7D136/GI-T]?S2Z<%F!0%H07XIG@@%M*-L6
MJDFI'^JH'UJ6GLMB&\W)U8#5EH+DSV0P_Q47V[-^5P74)!DV1"8$V]D'V]&Q MC\5EG]>A5X6OIG$KFK+0/H^A[866-1H^'P:F#;.#SY=A6 'S_>)CCC[HUQ MM2*I,3BU?W^PT
M288-D0EQ#/9Q#,Y1"@.3P39)A@V1"<$.I\$.329>V$H:Z\+SI-Q3@EPI_90@ M1YV!ML5%CZ5UY^N7V\<;#&;/D\>;F5*E:.W[+@.C;-@4FQB[\%HGR/OF]>: MBKA)-
FR*38PXY\&';WMU-_:"9+"1*[^4IRJ"*1:KMG*2Y:;=P[XB;9L"DV,>)<4=MZ27V\N'AMQ0_] MP)?3L V#/D2AG(<*F-OY76!S46WK577?TN(KRH'\<: $62V/C]!$A[BZM;5Z
M;OPERUEE*9>[6&.TA<6H>#7*ADVQB>'D^M4.SU)8M+*Y=1-LF%3;&+;C6ML MJ-?81PM+8R^Hs<>#H?3]GJIPR($.DA)1A8/("0-U*B^N>*%W_6M+0V;6!<
M6;.44*\H/IT\W$V^_*.7V\AK2;I0AYH?SAHX!!W_5;V:_ >=""">G&52W4)U[[M%A#W!'&B!+7$R3&4Z! 7C?"(.%P3-BL%+=VYV>795M_ U+/U7N$FV; I-C&2
M7+=*_RPUQ6C/V"@;-L4F1IP+:Z@7UL=K2M"J EX(@U9-;<-\.P@!.0/;,->' M >I(02YHH=&.+%0U4F&KJ"A1K3)YA$O\99,+1J07C/?1/%[&2"\J> H9"QY73 M3L5F6V[*QP
ZV%)@A'N"+5)U4&\D^G8+":E271UPV(KULO(L7B2FX@1%&TU M,=[-22%9VE$8N,-F*-LF%3;&:+$N:9&;VS$(D4CU@EL^6=51OP& MEB/O,E'!/!1VY1X7M,AH(Q8I&
[&R+E&B6A\[UP"B1UPP(KU@G"R/-E[U#+V7 MM=\&]RDV,7\[5): M;T[=7[UOCYY4FX*EZ[?V):X.W.7,:>L_U792OXK0_"5DR2NO"9T'.ZVW.]0G-MMM7&WJ>.LER]#MV&
<@U@D=F8[T'WIV4{J$;C M:FK?)#[[IN_?^9)SO!=RJS)$#0[%SM74R[0N+WQ?T0P+HOJB1&Y6UD(61!M3 M;GQ52B2I"RIR/P]"D5\0QKTD=G,+F<2BTCGCN)"@JJ(@\IO<,
<[&?>]%WF%BR M3;;MA)_$)=G@'>IOY4(;R\V154E8<5?SD^U+B>>I?AQ6OB_9W#=X9[=30&F\E* MB*TU;M*I%U@=$%)JT#',:X=5S\K9#!^-9I>NZ4-/!X9+U^[W$TN*Z)P+O(?
M+-79U)MXD.*;5+E>BOTU-OF<6STJL&\ P]HI;0HFF!#4#!>O\E#'HB8"H"8@<=[V1H[PBFB2Q%'N0UMNHV%+U44;,,9M4>ZT-*O,Q.ED+CA% MKB6Q9Z1
K&')U!;>7:$F+%?OX0SFC@(E//*M_<[@KEHI*EEIYWI@/P.-G!A' M(#PUM2Y+(76O-E#N&$5EBKE#7F'L;Y.!Y?!I0SNK:,G:,,(@77F8)//,7T ML8!O4F_SCP[YSZ).Q2ND?
1B$/8B":-BA-VC/<^#TAD_H/>V4-(:<9N8SW\+] M'U42B#/]9=NI9?__'V[-[+WKX)\"'#M)A2SI?ZH/G5+ZNYOT7-MXP,W&@MU$G?
X"KCG+>YYY\'^B]N#!4HI9YK'*=I:[X/3L[UEP3],/9W)R!& M+<2H$^^K)"G"):6BXEK!$BFR'5GE}.?OE/K/TQJWH..7+N!X%7 G+>]DA8L[
M>49Q_:.V;/K7QC5_!:YX=8=L9]O[Y;)N]W_=Z\OIEL@-,_TQQ{4)#?IC\W')-MNN'7AA:E:[(KH4VS=,/.W)$HK8-97PNA#X;=H+UUDS]02P,$% @ ;(%, M6DY:RS;L @ G0@ !D
!X;"]W:K&ULK5;?.M;]HP$/V7K*R:.JDC(8'TQP)FD[; Q(KZO8P[<$D^V+5B3/:0/O?[^R$#%A@ M//0%,>`^Z/]B^\RV GXK# (.35YR7JBADVE=%K0:(D>]J{$@1Q94XU;
MN715*8$F%I1SU_>\T,TI*YS1P]-Y&@=O5IJS F:2J%6>4_DZ 2XV0Z?K;_\> MV3+3YL =#4JZA#GHIW(F<> ?@UP#\$]{X @AH0G OHU8">S4PEQ>8AHIJ.!E)LB#36R&86-ID6
MC?)98UP4CGTCSCL^F0["TTH\E DD.P3N!A]\'? M2ICX)QDCB#LDZ%X1W_-[++0'=GPV6N#1^7#_A}]@*4A@^8(C?#M5F$!*=.;* M_!POE)9X17ZUY.OBZ[7SF.9QITH:P]#!OJ!
KL$9O7_7#:U/;.EZ2[+HCWP/)5NL3 -29/%*JLL LBW+ ME;>N9]V99KH>!9W^P%WO9J_%R.]<[QM%K4RWC=&>VGZCMG]2[93J,,.K2V8@-M8M0E<-
L#EM9NS8CI.#\PG.WFI4_J6!O>4RB7#UYM#B11>YOJK(:MA6&VT*.UX M6 B-P\8N,_Q^ &D,\'DJA-YNC(/FBV3T!U!+ P04 " !L@4Q:"]E$R+8" M +" &0
'AL+W=O2A++%XF@'EIXGC.^>#%=D5RARX2;S' M.UB#WN\OA=ZY#4M.2F"2<(8$;"?.U!^G0V-O#;X1.,G6&IE,-IP_F.V7?:)X
M)B"@"G#@/7K"'.@U:#L'{5G$[CT@#;ZS/[)YN[SF6#)(M,+0+2.K2R=A5.A!#V:UTUGE-+CB-$0+5ZA4>60]Z!3_QNM!#%X&H%&AF" MLPRSH])=Q@<4 A2
X;%'A!V!'0O!^>0M; @ZY_AX>]F03-D4-+5]XA6\%4HE# MI@Z"L)TM[++FD4W/-B"(@T8_I1EOI>_>SJX"5@ZC;@>E%8[G'&4PM7_LC[T"7>2Y*E+T3V3-

BH$3;J8V_=%GLWNH2K"'S/,IBF>TS"P2AVCVU! M*J-ARR9Z;I'VQO&?60Z,+(>]69?@MDN(ZI?]TJ"7_M_E]_GF&7H/Z%?!U&4BI-HKO;3/><*5;NUT6>E]#, ,Z^Y9S M==X8!\W\3WX#4$L#!!0 (&R!3%KRG&PO=V]R M:W-H965T]:66$E<]M]7LHT#MG#Q5B_!DL_WZ?(='1V?]/>$?F,10AP< MT@2S@1%QOGDR3;.(4 K9]D@+-ZL"$TA%TVZ-MF&(KC,0&EB.I;EFRF,L3'L M9WVO=-@G6Y[$&+U2P+9I"NF/$4K(?F#8QK'C<{R.N.PPA_T-7*,9XE\VKU2T MS))E&;<(LYA@0-%]8#S;3U/;D8#,X]\8[=G),Y!+F1/R339>E@/#DC-""5IP M20^SPZ-49)(C&;[P6I48XI@:?/1_9)MGBQF#ED:$R2O^,ECP9&SP!+M(+;MA'\F^]]1L:.".Y%N0A&5_P;ZPM0RPV#).T@(L9I#&./^%AV(C3@""1PUP'H!3 M!7@7 &X!<*\%> 7 JP#<2VOH%(#.M2/X!<"_%M M -U,K'QW,VD"R.&P3\D>M4&DMV.1#IF^&%HK$6+KBC%/Q-A8X/OR31XB'%[P@*0(0+T%X$%[.$,W >(P M3M@MN =?9@&X^7 +/H 8@[>(;)DP97V3BQE('G-1C#;*1W,NC.:"CP3SB($0 M+]%2@0^:\;,30&"!9?K=X[K'SF-C %;/ #7O@.,Y;B"'8VOASL*>- ,GZ&- M@%L7X>'UHWL*^.3_K7WZTVL_D\(M7=`\^-S6KOCU>FE6& M\B>V@0LT,$2L9HCND#'\]1?;MWY3R:V3+-!)%NDFF^@DFVHB.W,:KW0:KXE] M^(Y$]S\Z#X[7*;OJ)V_J-3K))UF8DW4R,IF8[(;^ MXUA] M*W*JK&QY19SIJ;#R[0MZ^J6>_K5Z I%ION"=.)PB=>7*;,&O>53/[KCFN&Y5 M+_ +LBE50MW+=JE%8-ZJ> [^V);W:,:G:V*[54V];M]RV;N.V!8C&.RBS\CMP M=B1F"(D]P^0U3'&$0K&)!7>$LE/@ATZ[G\-#USVS!,D\J-MFL4^@I679N-T MVAX7G62!3K*P>==/;XC:!:*Z-G7.,:}D[,S?>]6_]7[&W^21/7WU"7&5\S1R MMW4>G62!3K)0}FD5P^VGM>K!.YIW8$]"Y M4N-&VK8:ZR0+=)*%<,]Y)3PJ[M)NMRJ"<+,U_F5N-4J7?P^UC5&C9M:V MRFEE' [2RA07;^9ER*UG.1&5E6W9%X55Q[^@X$EMQ=9ZOXR:^5IKIY.MT,H6 M%FRG^^UYG6Y5N[]5;?EN5;NZE4C(O OJ,>_J.8WJR:"978@QVQ 69Y53$3"? M&4/J;+.9K[5Z.MD"K6QAP7;VO=BK';RZ457@J<*F&C?-D^*F2&G76=V:@079 M8IX7E\K>LC;^G%6$*_TC^RFP%?VAK*5GQ=1W^KP0_Q'2=8P92-!*#&4]=,4| M:5[;SAN<;++2ZIQP3M+L,4)PB:@T$.]7A/!C0PY0_H=A^"]02P,$% @ M;(%,6JB(F+W=!]A4 !D !X,*]W;W)K&UL MQ5A1]=;+K(+%:4*/24LE1?62]GUN6W+<$43(1_X MFJ;P94|>V%A:W=PEW\N%)ZP9Y-U^21WE/U97TKX,VNM$1Q0E,9\Q0)NKRP+O%Y M@,=:($=\C>E6'CPC3>6!\^_ZY3JZ!QM$64T5%H%@7\;.]>,;4U@Q[^E4JO: M4PL>/N^T_YJ3!S(/1-(Y9W_%D5I=6&,+171),J;N^/8W6A(:.GTA9S+_Bl8E MUK%0F$G%DU(8+$CBM/A/GDI'' C@P1$!MQ1PFP+^$8%!*3!H"GA'!+Q2P'NM MP+ 4R*G,!?? <<0NBR&PJ^!8)C09M^B'W?BX-_HI3'2CW2L#7&.34[!XB+\H8 M1=??Z!1})2PCQ0&F$?HS(RQ>/L?I(IH,0YZE2]*/"ZI(S.0G0'^Y7Z"/SZA M#RA.T> <5SR1(R:FMP"ZMW0Y+&^:%#>X1&["+;GBJ5A(%42CN@(;"%6LW!VK-MN=NI<4'#,S3)\AU7,]@T.+UX@.#>/!Z<;>#S: ZHT&NSSMV1L$<[<[!|&'W-MU)F6)!R)!4; M:LU^_@G[SB\[F#_:I+.A)6(MW;_B&0C14.K+WEZ+RNO0#6V?L76[V3["F+S%1&/-$**H5F7 M*O\;/$%3(*F);,&??V"E-W0;,-L8C!L>"=]8X8&>&ME117;T+D>[(F\A3#P MQ>K>\ALV7KU1B[PI=IHQ80)YS: P@0Y1-4>-*T>-->XR*/]2*BJH:F^.6.6T8Z M#:XO(H(N1(WDI"(Y^<$?7=(R<>(V0[^-.;26#H(TY3 8ULMC9]U1.+W1UN"^I M@/*-/L,G="DE_#+HJN#=^[ZUCO2J+>A+6]WG!WTL_O_+>&E#7_[O4UO0E[:Z M_]V]_]T??,7+#6NERQ_Y@^8U-^*&_@@WKKH)Y_GCP9%*A_?M.>[NS_LOI.6& MAZ8.6DW*PH#R1B.W2;N-PK[O#8^PWK?-N+,U?)<*R_W["I?+T."3DB=[KY5 MQ=V];L!U^:N]%[;ZYY@0T;->`T"6YZJ`TZ=<>X=1_:,!=/O".VG>YN+O-?8=$ MX+>[\1$>MQ.! 6=(&(${15TL8=>]ZYZVO)L[W-W=04!;O=M$(6=9HN=K>0;6 MXQ0(&WC=4"$)0WR)2 2_Y';L0#8QOSR1[1N%^CH)(`H7C:1$>[BIG[4>@O80= 0B]* (J3R#&"OBU&Q7F"49(WJ.AY0@J63E M9"CZ)Y.J]*H)%!30FN9XLCO9,U-!L0]F5 D%/GHX]%T"EA8_UJO5:@!YE8_= M&NMS/9@TK%_BT?D"SLKT90Q? \EFFO=^ZF(3>@&MC<#>C2S##.1M!5(ABN%B\M*+[.IVY(\K2B(J- "^+SE7NQ>]037BG?T'4$L#!!0 (&R!3%!' MXH#-5 , *X5 - >&POO;A["SS>'FS&\]PP*4?.$6O#Q"]ZG1P80 Q\?@P\7W:F'1O6]H, M/]=*EGB.T?H':=IC"!-."ZT_8TEZ"#D7L=);E$Q8NC.VFESU_L3U%4V&F2% MV!1;Y-N UB MW "U3LY$(4UNF\'<GM3#=X!U#PPRSAN#7=\&1H.2*$6EN-4=,]@$GT%>W7Y8 ME=kA3))5V+WV-P1ST4DFA4;R,-*$,2)1W1-E&))*4D_3K=TC5*94H@WV9Y"G1Q?+1 M4.29(>4/-]K\6&G]@]VVC;+'DZUSN_?3]:VVHN7V3]T3"HZLM6FY@TVSF=J= M$;RV6R%3!\C)JR52K;RIZB/)T<39K?ZYB]MY$^M'&^6E=%-^"^-D M]6CWTD->\Y4->QQ?77$ .9X41W#!M336A3/"]3DP[@6'(XA7%5LS/E($ALH? I+P;G^3N&K%W5_UPYPHQB:]Q(.F$4=P.D@3[I; MNB>P$@0KH<4ZA6W=R!]^O6:?>,-5)5AH-RRXV((L!J2%O# ,KN3/ M<",.,N? <=49XRHN=,:'D6P3R+2WDLFM;:NY"Z.1&2?@8ATB>5)7N8(R,(\A MD.!H(:\-KT4(X87;"L.N1"7DG@.#*?6%C\OQ$MYERLA3'P1)Y]G\>=_M-,3'3S(A5 WD.= YP<]#TOYW<^0^| M9DJX&!%SS8Q8-E\%MV*T?3&YS(CM\D7K^D8V30C< EI7;3P!.[%VJ.D99I<9 ML5X^F1&++Y;Z37(F]4%T_Z%P*$RZFJA@3,\N, M6"UGW"C(HRV#KO)(>3-,)S-BGYQK54&:T$.]64%]4-R(Y3U\)>8F%!FQ$99 MJ$]W@EWS6S:7MF]T?Q+C7!OS2$+L$! M*N4SKT*I&6.A-0IYD=*VTO79]N^V$$8'G42H2HIX@$DP=R3$[EB*S7T1^D7H MC>&[K:^X?!5\,28FDX2^5*G@#-,?\=GAE;0_8CL(@FQ1*[\3AA8+KE%"[MA,&E>E@M8QD)B#5R!BF6O@L-?26<[":'EGSO!^T8$I-(0BR1)2C.A$(YSJS[MR$(&&V-B1DF(C=*#_1]P0U)XZVTR[-*82Q)BERSA&G4'8_5BP=Z$W.9WR?=W M%\\]D)A54F*K7/([MK=1,B/&U9=B:DF)U;)05M;0W+[B@[]"3@P\H9M'.6** M>2:E]LS=2A@K]L[X*4O_+K)O7/&>D@W:&$YT1HS8-5MG_D\28F&E28M/@F&F_MB2DG)58..@4QC"8FG118/$CUS%Y=#YY-3#TIL7H.%?1U"&" E-M-(LQ,>&DQ,)Y7/W]BF08F&DR M8M/@WLYB3,PT&761@V+F,29FGHS8/'AZ$6=!&6:>C-@\#U3$XCED:6.MC/DF?Y[UE_NZ&_IV MXW>Q1O*5C$?(/-_I(+,L.'$5WO)_8-CAD//3GFFY$8-SAF]L<\TU.[)LG MUK<.G2C&Q'R3$_L&?><.!AN8;_+GKW0^<2O[^?UX_'9"@6FG>-%R)^Y"!;:= M@E@[.&;'6/ I.8>DKR=P601>_!6UTEHZ26#WX%MLR!)33TD_MU3:R[W?ZC$FHZ26#WH\O*PT3'UE.03;L@"\R#)++#'UE"\WX>,;/<;$U%-2 M3[AAR\S#:*(O/0?U3,/)]N.'6]RE$O4Y?(6%_=EJTO#_)_PCE:2Y?X]K777 M-*>P[T)]U;P^_'SC\-.3C_\!4$L#!!0 (&R!3%IZ[4YM5@((XM : M >&PO7W)E;',O=V]R:V)O;VLN>&UL+G)E;'/-VDMNHT 4A>&M6"P@N.ZK MDE:<44\RC;(1Y)0?BFT0T$JR^[:<@7U0#WH2<4:H0%^C?2=4\/A2#LVX;T_# M;M\-B_CX32L[MTX=K_]>EGORK$9[MJNG,Y7-FU_;,;SLM_67;-^;!:EEN4R MZOYV1O7T>#MS\?K5E?^9V&XV^W7YW:[-',MI_,?@^]/MWX==*6.U>&WZ;1E7 M5?UYN)X>ZLLAW9TG5XOGMU75/[^EJIX{2"!(Y@]2"-+Y@PR";/X@AR"?/R@@ M*.8/RA"4YP^ZAZ#[^8,>(,AA_]"T1!F7!$D3K FT3LAU(O Z(=B)0.R$9"<" MLQ.BG0C43LAV(G](=R)0.Z$="'<"NQ/BG0CT%M1;"/06U%L()),)RS:!WH)Z M"X'>@GH+@=Z">@N!WH)Z"X'>@GH+@=Z">@N!WH)Z"X'>BGHK@=Z*>BN!WHIZ M*X'>.MDL(=:,46\ET%M1;R706U%O)=!;46\ET%M1;R706U%O)=#;4&\CT-M0 M;R/0VU!O(!#;4&\CT-LFF[T$>AOJ;01Z&^!M!'H;ZFT$>AOJ;01Z&^!M!'H[MZNT$>COJ[01Z.^KM!'H[ZNT$>COJ[01Z^^1C)8'>CGH[@=Z,>CN!WHYZ.X'> MCGH[@=Z!>@>!WH%Z!X'>@7H'@=Z!>@>!WH%Z!X'>@7H'@=XQ^=F$0.] O8- M[T"]@T#O0+V#0. ^,>F<"O3/]G0GTSJAW)M.[H]Z90. ^,>F<"O3/]G0GTSJAW-M)M [3WX6_$F]A_'K4(9KS_<:G_^3S(_G>\OU\92E!\D).Q>DO4$L# M!!0 (&R!3%5]+EG$@(`;L_3 6T-O;G1E;G1?5'EP97-=+!GAM M,.W:WT[,:0&\%>1-6MOG._&1? E>]^O$4*"T.0S^F=;7+.5PREIH=#2[5/M!85C8^#BZ7KW'+ M@FOV.DM,K;&-7[-.9EGFI4UU>WM'$/?5[<'=]]"&5B47Z>-S+2*;3RU *4GC"T@?7T'Z MX"N41E!$Y2BDM/[_>?'#_Z\%XTL^F_]K?/T;4$L! A0#% M @ ;(%,6@=!36*! L0 ! (! &1O8U!R;W!S M+V%P<"YX;6Q02P$"% ,4 " !L@4Q:M;DRWNX K @ $0 M @ &O 9&|C4'>O<',O8\IR92YX;6Q02P$"% ,4 " !L@4Q:F5R< M(Q & "<)P $P @ ', 0 >&PO=&AE;64O&=&AE;64Q+GAM M;%!+ 0(4 Q0 (&R!3%IZ;D$H)0@ "HQ 8 " @0T(-M !X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%,6OYN:]["!P OB(!@ M ("!W!('AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ ;(%,6A83KB8-"@ 9#$!@ ("!VB8 'AL+W=OP1TLD@$!R"0 & @(&D.@ >&PO M=V]R:W-H965T&UL4$L! A0#% @ ;(%,6GB-]2!) M7GH !@ ("!(C\ 'AL+W=O&UL4$L! A0#% @ ;(%,6@E M-9OB @ ?08 !D ("!LF< 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%,6EITV>43!@ ZP\ !D M ("!#G, 'AL+W=O0@BX% #Y#0 &0 @(%8>0 >&PO M=V]R:W-H965T&UL4$L! A0#% @ ;(%,6H&2/T8P P Q@< !D ("! M?X8 'AL+W=O&PO=V]R:W-H965T- !X;"]W;W)K&UL4$L! A0#% M @ ;(%,6NNJF19%"P /AT !D ("!>)H 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%,6A=ZENVT M!0 PPP !D ("!];L 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%,6M U52&K @ _04 !D M ("!M\L 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ ;(%,6C@>/5*/ P] < !D ("!N]4 M 'AL+W=O&PO=V]R:W-H965T_< !X;"]W;W)K&UL4$L! A0#% @ M;(%,6BQU:+Y# @ B@8 !D ("!F=\ 'AL+W=O&UL4$L! A0#% @ ;(%,6H/NUB;_ @ M" 8 !D ("!A@"]B^,"_!;!@ &0 @('L M&@$ >&PO=V]R:W-H965T 0!X,"]W;W)K&UL4$L! A0#% @ ;(%,6LE!*A4Z! 1 L !D M ("!=R$! 'AL+W=O&PO=V]R:W-H M965T,] 0!X;"]W;W)K&UL4$L! M A0#% @ ;(%,6H+N[WUR!0 CP\ !D ("!""X! 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%, M6LW@*O!# P _ 8 !D ("!E3T! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%,6KX1(A\!! 4Q$ M !D ("!^D@! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%,6CZ5K0Z# @ <0< !D M ("! U0! 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ ;(%,6NC.YO!K!P O4$!D ("!<&$! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%,6B66 M^^P,!@ C2P !D ("!X&X! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%,6F_S-SJV @ T0< !D M ("!L7L! 'AL+W=O?@$ >&PO M=V]R:W-H965T&UL4$L! A0#% @ ;(%,6FWM*[++H!0 :RP !D ("! MR8&PO=V]R:W-H965T&UL4$L! A0#% M @ ;(%,6G@=K(,* P R H !D ("!#YL! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ;(%,6O 8\20 @ /P< !D M ("!>;L! 'AL+W=O&PO=V]R M:W-H965T_$ 0!X,"]W;W)K&UL M4$L! A0#% @ ;(%,6DY:RS;L @ G0@ !D ("!P,&PO=V]R:W-H965T&UL4$L! A0#% @ M;(%,6JB(F+W=!]A4 !D ("!J=(! 'AL+W=O&UL+G)E;'-02P$"% ,4 M " !L@4Q:5:BY9Q(" !S+ $P @ 'XY $ 6T-O;G1E C;G1?5'EP97-=+!GAM;%!+!08 50!5 $H7 [YP$! end XML 99 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w) {if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)? w:document).document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e).e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p ,if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 100 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 102 FilingSummary.xml IDEA: XBRL DOCUMENT 3.25.0.1 html1954091true600false4 falsefalseR1.htm0000001 - Document - Document and Entity InformationSheethttp://www.prospricing.com/role/DocumentandEntityInformationDocument and Entity InformationCover1 falsefalseR2.htm0000002 - Document - Audit InformationSheethttp://www.prospricing.com/role/AuditInformationAudit InformationCover2 falsefalseR3.htm9952151 - Statement - Consolidated Balance SheetsSheethttp://www.prospricing.com/role/ConsolidatedBalanceSheetsConsolidated Balance SheetsStatements3 falsefalseR4.htm9952152 - Statement - Consolidated Balance Sheets (Parenthetical)Sheethttp://www.prospricing.com/role/ConsolidatedBalanceSheetsParentheticalConsolidated Balance Sheets (Parenthetical)Statements4 falsefalseR5.htm9952153 - Statement - Consolidated Statements of Comprehensive Income (Loss)Sheethttp://www.prospricing.com/role/ConsolidatedStatementsofComprehensiveIncomeLossConsolidated Statements of Comprehensive Income (Loss)Statements5 falsefalseR6.htm9952154 - Statement - Consolidated Statements of Cash FlowsSheethttp://www.prospricing.com/role/ConsolidatedStatementsofCashFlowsConsolidated Statements of Cash FlowsStatements6 falsefalseR7.htm9952155 - Statement - Consolidated Statement of Shareholders EquitySheethttp://www.prospricing.com/role/ConsolidatedStatementsofShareholdersEquityConsolidated Statement of Shareholders EquityStatements7 falsefalseR8.htm9952156 - Disclosure - Organization and Nature of OperationsSheethttp://www.prospricing.com/role/OrganizationandNatureofOperationsOrganization and Nature of OperationsNotes8 falsefalseR9.htm9952157 - Disclosure - Summary of Significant Accounting PoliciesSheethttp://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesSummary of Significant Accounting PoliciesNotes9 falsefalseR10.htm9952159 - Disclosure - Trade and Other Receivables, NetSheethttp://www.prospricing.com/role/TradeandOtherReceivablesNetTrade and Other Receivables, NetNotes10 falsefalseR11.htm9952160 - Disclosure - Deferred Costs (Notes)Noteshttp://www.prospricing.com/role/DeferredCostsNotesDeferred Costs (Notes)Notes11 falsefalseR12.htm9952161 - Disclosure - Deferred Implementation costs (Notes)Noteshttp://www.prospricing.com/role/DeferredImplementationcostsNotesDeferred Implementation costs (Notes)Notes12 falsefalseR13.htm9952162 - Disclosure - Property and Equipment, netSheethttp://www.prospricing.com/role/PropertyandEquipmentnetProperty and Equipment, netNotes13 falsefalseR14.htm9952163 - Disclosure - Leases (Notes)Noteshttp://www.prospricing.com/role/LeasesNotesLeases (Notes)Notes14 falsefalseR15.htm9952164 - Disclosure - Goodwill and Intangible AssetsSheethttp://www.prospricing.com/role/GoodwillandIntangibleAssetsGoodwill and Intangible AssetsNotes15 falsefalseR16.htm9952165 - Disclosure - Fair Value MeasurementsSheethttp://www.prospricing.com/role/FairValueMeasurementsFair Value MeasurementsNotes16 falsefalseR17.htm9952166 - Disclosure - Deferred Revenue and Performance Obligation (Notes)Noteshttp://www.prospricing.com/role/DeferredRevenueandPerformanceObligationNotesDeferred Revenue and Performance Obligation (Notes)Notes17 falsefalseR18.htm9952168 - Disclosure - Earnings per ShareSheethttp://www.prospricing.com/role/EarningsperShareEarnings per

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Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity." } } }, "auth_ref": ["r626", "r627", "r628", "r629", "r630", "r631", "r632", "r634", "r635", "r636", "r637"] }, "us-gaap_AccountsNotesAndLoansReceivableLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsNotesAndLoansReceivableLineItems", "presentation": ["http://www.prospricing.com/role/TradeandOtherReceivablesNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts, Notes, Loans and Financing Receivable [Line Items]", "label": "Accounts, Notes, Loans and Financing Receivable [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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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)." } } }, "auth_ref": ["r75"] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://www.prospricing.com/role/PropertyandEquipmentnetDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.prospricing.com/role/PropertyandEquipmentnetDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": ["r49", "r234", "r773"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.prospricing.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.prospricing.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r18", "r19", "r93", "r243", "r769", "r812", "r816"] }, "pro_AccumulatedOtherComprehensiveIncomenetoftaxMember": { "xbrltype": "domainItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "AccumulatedOtherComprehensiveIncomenetoftaxMember", "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementofShareholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Other Comprehensive Income, net of tax [Member]", "label": "Accumulated Other Comprehensive Income, net of tax [Member]", "documentation": "Accumulated Other Comprehensive Income, net of tax [Member]" } } }, "auth_ref": [] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r1087"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://www.prospricing.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.prospricing.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r87", "r1009", "r1347"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementofShareholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital [Member]", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r836", "r1186", "r1187", "r1188", "r1190", "r1289", "r1348"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth_ref": ["r1100"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation:", "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r1100"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote", "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]" } } }, "auth_ref": ["r1100"] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment To PEO Compensation, Footnote", "label": "Adjustment To PEO Compensation, Footnote [Text Block]" } } }, "auth_ref": ["r1100"] }, "us-gaap_AdjustmentsForNewAccountingPronouncementsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsForNewAccountingPronouncementsAxis", "presentation": ["http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesImpactofadoptionofanewpronouncementDetails", "http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Adjustments for New Accounting Pronouncements [Axis]", "label": "Accounting Standards Update [Axis]", "documentation": "Information by amendment to accounting standards." } } }, "auth_ref": ["r222", "r223", "r224", "r225", "r226", "r227", "r285", "r286", "r287", "r289", "r299", "r361", "r362", "r368", "r369", "r370", "r371", "r374", "r375", "r376", "r377", "r378", "r379", "r414", "r415", "r424", "r579", "r580", "r581", "r582", "r583", "r589", "r590", "r591", "r592", "r593", "r594", "r596", "r597", "r598",

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Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": ["r26"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "periodStartLabel": "Beginning of period", "periodEndLabel": "End of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r12", "r85", "r866", "r884", "r1348", "r1349"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://www.prospricing.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.prospricing.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Common stock, $0.001 par value, 75,000,000 shares authorized; 52,083,732 and 51,184,584 shares issued, respectively; 47,403,009 and 46,503,861 shares outstanding, respectively", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). 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Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": ["r436", "r1239"] }, "pro_CreditFacilityDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "CreditFacilityDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Credit Facility Disclosure [Abstract]", "label": "Credit Facility Disclosure [Abstract]", "documentation": "Credit Facility Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CreditFacilityDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditFacilityDomain", "presentation": ["http://www.prospricing.com/role/CreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Credit Facility [Domain]", "label": "Credit Facility [Domain]", "documentation": "Type of credit facility. 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Includes, but is not limited to, current national tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r1156", "r1180", "r1285"] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://www.prospricing.com/role/DocumentandEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Current Fiscal Year End Date", "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "us-gaap_CurrentIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CurrentIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/IncomeTaxDisclosureComponentsofIncomeTaxDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureComponentsofIncomeTaxDetails"], "lang": { "en-us": { "role": { "totalLabel": "Current Income Tax Expense (Benefit)", "label": "Current Income Tax Expense (Benefit)", "documentation": "Amount of current income tax expense (benefit) pertaining to taxable income (loss) from continuing operations." } } }, "auth_ref": ["r578", "r1180"] }, "pro_CurrentStateAndForeign": { "xbrltype": "monetaryItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "CurrentStateAndForeign", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/IncomeTaxDisclosureComponentsofIncomeTaxDetails": { "parentTag": "us-gaap_CurrentIncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureComponentsofIncomeTaxDetails"], "lang": { "en-us": { "role": { "terseLabel": "Current State and Foreign", "label": "Current State and Foreign", "documentation": "Current State and Foreign" } } }, "auth_ref": [] }, "us-gaap_CustomerConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerConcentrationRiskMember", "presentation": ["http://www.prospricing.com/role/ConcentrationsofRiskDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer Concentration Risk", "label": "Customer Concentration Risk [Member]", "documentation": "Reflects the percentage that revenues in the period from one or more significant customers is to net revenues, as defined by the entity, such as total net revenues, product line revenues, segment revenues. The risk is the materially adverse effects of loss of a significant customer." } } }, "auth_ref": ["r114", "r360"] }, "us-gaap_CustomerRelationshipsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerRelationshipsMember", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer Relationships [Member]", "label": "Customer Relationships [Member]", "documentation": "Customer relationship that exists between an entity and its customer, for example, but not limited to, tenant relationships." } } }, "auth_ref": ["r65", "r1216", "r1217", "r1218", "r1219", "r1221", "r1223", "r1226", "r1227"] }, "cyd_CybersecurityRiskBoardCommitteeOrSubcommitteeResponsibleForOversightTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/cyd/2024", "localname": 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component of convertible debt which may be settled in cash upon conversion, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of
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Includes, but is not limited to, deferred regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r1180", "r1284", "r1285"] }, "pro_DeferredTaxAssetDeferredRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "DeferredTaxAssetDeferredRevenue", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/IncomeTaxDisclosureTaxEffectofTemporaryDifferencesDetails": { "parentTag": "us-gaap_DeferredTaxAssetsGross", "weight": 1.0, "order": 17.0 } }, "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureTaxEffectofTemporaryDifferencesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Deferred Tax Asset, Deferred Revenue", "label": "Deferred Tax Asset, Deferred Revenue", "documentation": "Deferred Tax Asset, Deferred Revenue" } } }, "auth_ref": [] }, "pro_DeferredTaxAssetDisallowedInterest": { "xbrltype": "monetaryItemType", "nsuri": 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It is commonly abbreviated as CIK." } } }, "auth_ref": [ "r1038" ] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": [ "r1038" ] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [ "r1038" ] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": [ "r1148" ] }, "dei_EntityPublicFloat": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityPublicFloat", "crdr": "credit", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Public Float", "label": "Entity Public Float", "documentation": "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." } } }, "auth_ref": [] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": [ "r1038" ] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": [ "r1038" ] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": [ "r1038" ] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": [ "r1038" ] }, "dei_EntityVoluntaryFilers": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityVoluntaryFilers", "presentation": [ "http://www.prospricing.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Voluntary Filers", "label": "Entity Voluntary Filers", "documentation": "Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13
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or Section 15(d) of the Act." } } }, "auth_ref": [] }, "dei_EntityWellKnownSeasonedIssuer": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityWellKnownSeasonedIssuer", "presentation": ["http://www.prospricing.com/role/DocumentandEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Well-known Seasoned Issuer", "label": "Entity Well-known Seasoned Issuer", "documentation": "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." } } }, "auth_ref": ["r1149"] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Footnote", "label": "Equity Awards Adjustments, Footnote [Text Block]" } } }, "auth_ref": ["r1091"] }, "ecd_EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table", "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]" 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r642", "r644", "r645", "r646", "r649", "r650", "r651", "r652", "r653", "r756", "r1000", "r1004"] }, "us-gaap_FairValueOfFinancialInstrumentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueOfFinancialInstrumentsPolicy", "presentation": ["http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value of Financial Instruments, Policy [Policy Text Block]", "label": "Fair Value of Financial Instruments, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for determining the fair value of financial instruments." } } }, "auth_ref": ["r11"] }, "pro_FederalFundsRateMember": { "xbrltype": "domainItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "FederalFundsRateMember", "presentation": ["http://www.prospricing.com/role/CreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Federal Funds Rate [Member]", "label": "Federal Funds Rate [Member]", "documentation": "Federal Funds Rate [Member]" } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetUsefulLife", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Asset, Useful Life", "label": "Finite-Lived Intangible Asset, Useful Life", "documentation": "Useful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Accumulated Amortization", "label": "Finite-Lived Intangible Assets, Accumulated Amortization", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r236", "r386", "r407", "r980"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Amortization Expense, after Year Five", "label": "Finite-Lived Intangible Asset, Expected Amortization, after Year Five", "documentation": "Amount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r1224", "r1355"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Amortization Expense, Next Twelve Months", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year One", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r409", "r954", "r980"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFive", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Amortization Expense, Year Five", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Five", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r409", "r954", "r980"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Amortization Expense, Year Four", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Four", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r409", "r954", "r980"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Amortization Expense, Year Three", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Three", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year

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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r409", "r954", "r980"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsFutureAmortizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Amortization Expense, Year Two", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Two", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r409", "r954", "r980"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsDetails", "http://www.prospricing.com/role/GoodwillandIntangibleAssetsIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets by Major Class [Axis]", "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": ["r400", "r402", "r403", "r404", "r406", "r407", "r410", "r411", "r718", "r725", "r954"] }, "us-gaap_FiniteLivedIntangibleAssetsForeignCurrencyTranslationGainLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsForeignCurrencyTranslationGainLoss", "crdr": "credit", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Translation Adjustments", "label": "Finite-Lived Intangible Assets, Foreign Currency Translation Gain (Loss)", "documentation": "Amount of foreign currency translation gain (loss) which increases (decreases) assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsGross", "crdr": "debit", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Gross", "label": "Finite-Lived Intangible Assets, Gross", "documentation": "Amount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r386", "r407", "r725", "r980"] }, "us-gaap_FiniteLivedIntangibleAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsLineItems", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets [Line Items]", "label": "Finite-Lived Intangible Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r400", "r407", "r410", "r411", "r412", "r718", "r954", "r980"] }, "us-gaap_FiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsDetails", "http://www.prospricing.com/role/GoodwillandIntangibleAssetsIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "label": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of finite-lived intangible asset (for example, patents, trademarks, copyrights, etc.) A major class is composed of intangible assets that can be grouped together because they are similar, either by 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Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "us-gaap_GainLossOnDispositionOfAssets1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnDispositionOfAssets1", "crdr": "credit", "calculation": { "http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows", "http://www.prospricing.com/role/LeasesDetails", "http://www.prospricing.com/role/OtherIncomeandExpensesDetails", "http://www.prospricing.com/role/PropertyandEquipmentnetDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Loss on Disposition of Assets", "label": "Gain (Loss) on Disposition of Assets", "documentation": "Amount of gain (loss) on sale or disposal of assets, including but not limited to property plant and 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This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined." } } }, "auth_ref": [ "r387", "r399", "r979" ] }, "us-gaap_GoodwillForeignCurrencyTranslationGainLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillForeignCurrencyTranslationGainLoss", "crdr": "credit", "presentation": [ "http://www.prospricing.com/role/GoodwillandIntangibleAssetsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Goodwill, Translation Adjustments", "label": "Goodwill, Foreign Currency Translation Gain (Loss)", "documentation": "Amount of foreign currency translation gain (loss) which increases (decreases) asset representing future economic benefit from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": [ "r395" ] }, "us-gaap_GoodwillLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillLineItems", "presentation": [ "http://www.prospricing.com/role/GoodwillandIntangibleAssetsDetails", "http://www.prospricing.com/role/GoodwillandIntangibleAssetsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Goodwill [Line Items]", "label": "Goodwill [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets." } } }, "auth_ref": [ "r0", "r120" ] }, "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "crdr": "credit", "calculation": { "http://www.prospricing.com/role/ConsolidatedStatementsofComprehensiveIncomeLoss": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.prospricing.com/role/ConsolidatedStatementsofComprehensiveIncomeLoss" ], "lang": { "en-us": { "role": { "totalLabel": "Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest, Total", "label": "Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest", "documentation": "Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest." } } }, "auth_ref": [ "r95", "r153", "r158", "r761", "r775", "r966", "r972", "r1194", "r1195", "r1196", "r1197", "r1198" ] }, "us-gaap_IncomeLossFromContinuingOperationsPerOutstandingLimitedPartnershipAndGeneralPartnershipUnitBasicAndDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsPerOutstandingLimitedPartnershipAndGeneralPartnershipUnitBasicAndDiluted", "presentation": [ "http://www.prospricing.com/role/ConsolidatedStatementsofComprehensiveIncomeLoss" ], "lang": { "en-us": { "role": { "terseLabel": "Income (Loss) from Continuing Operations, Per Outstanding Share, Basic and Diluted, Net of Tax", "label": "Income (Loss) from Continuing Operations, Per Outstanding Limited Partnership and General Partnership Unit, Basic and Diluted, Net of Tax", 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Also called income tax refund receivable." } } }, "auth_ref": [ "r1167" ] }, "us-gaap_IncomeTaxReconciliationChangeInDeferredTaxAssetsValuationAllowance": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationChangeInDeferredTaxAssetsValuationAllowance", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Income Tax Reconciliation, Change in Deferred Tax Assets Valuation Allowance", "label": "Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to increase (decrease) in the valuation allowance for deferred tax assets." } } }, "auth_ref": [ "r559", "r999", "r1277" ] }, "us-gaap_IncomeTaxReconciliationChangeInEnactedTaxRate": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationChangeInEnactedTaxRate", "crdr": "debit", "presentation": [ "http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Effective Income Tax Rate Reconciliation, Change in Enacted Tax Rate, Amount", "label": "Effective Income Tax Rate Reconciliation, Change in Enacted Tax Rate, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations, attributable to increase (decrease) in the income tax rates." } } }, "auth_ref": [ "r549", "r553",
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Includes, but is not limited to, expense determined to be nondeductible upon grant or after for award under share-based payment arrangement." } } }, "auth_ref": ["r999", "r1277", "r1279"] }, "us-gaap_IncomeTaxReconciliationOtherAdjustments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationOtherAdjustments", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails"], "lang": { "en-us": { "role": { "terseLabel": "Income Tax Reconciliation, Other Adjustments", "label": "Effective Income Tax Rate Reconciliation, Other Adjustments, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to other adjustments." } } }, "auth_ref": ["r999", "r1277", "r1278"] }, "us-gaap_IncomeTaxReconciliationOtherReconcilingItems": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationOtherReconcilingItems", "crdr": "debit", "calculation": { "http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 9.0 } }, "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective Income Tax Rate Reconciliation, Other Reconciling Items, Amount", "label": "Effective Income Tax Rate Reconciliation, Other Reconciling Items, Amount", "documentation": "Amount of difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying statutory federal (national) tax rate to pretax income (loss) from continuing operation attributable to other reconciling item. Excludes state and local income tax expense (benefit), federal tax expense (benefit), statutory income tax expense (benefit) outside of country of domicile, tax credit, nondeductible expense, deduction, income tax settlement, income tax contingency, and cross-border tax law." } } }, "auth_ref": ["r1277", "r1278"] }, "us-gaap_IncomeTaxReconciliationStateAndLocalIncomeTaxes": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationStateAndLocalIncomeTaxes", "crdr": "debit", "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails"], "lang": { "en-us": { "role": { "terseLabel": "Income Tax Reconciliation, State and Local Income Taxes", "label": "Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to state and local income tax expense (benefit)." } } }, "auth_ref": ["r556", "r999", "r1277"] }, "us-gaap_IncomeTaxReconciliationTaxCredits": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationTaxCredits", "crdr": "credit", "calculation": { "http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": -1.0, "order": 8.0 } }, "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureReconciliationofFederalTaxRateDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Income Tax Reconciliation, Tax Credits", "label": "Effective Income Tax Rate Reconciliation, Tax Credit, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to tax credits. 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Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r264"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "verboseLabel": "Investing activities:", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash (used in) provided by operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": ["r109", "r110", "r111"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "verboseLabel": "Operating activities:", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": { "http://www.prospricing.com/role/ConsolidatedStatementsofComprehensiveIncomeLoss": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 1.0 }, "http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 12.0 } }, "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementofShareholdersEquity", "http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows", "http://www.prospricing.com/role/ConsolidatedStatementsofComprehensiveIncomeLoss", "http://www.prospricing.com/role/EarningsperShareBasisandDilutedDetails", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "totalLabel": "Net Income (Loss) Attributable to Parent", "terseLabel": "Net Income (Loss) Attributable to Parent", "verboseLabel": "Net income", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": ["r99", "r111", "r154", "r229", "r248", "r251", "r256", "r270", "r285", "r290", "r291", "r292", "r293", "r294", "r297", "r298", "r306", "r367", "r437", "r438", "r440", "r441", "r442", "r443", "r444", "r446", "r447", "r597", "r607", "r637", "r657", "r776", "r886", "r906", "r907", "r1035", "r1241"] }, "us-gaap_NewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock", "presentation": ["http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Accounting Standards Update and Change in Accounting Principle", "label": "Accounting Standards Update and Change in Accounting Principle [Text Block]", "documentation": "The entire disclosure for change in accounting principle. 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Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r706", "r707", "r708", "r709", "r710", "r833", "r834", "r835", "r890", "r891", "r892", "r912", "r914"] }, "us-gaap_RepaymentsOfNotesPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfNotesPayable", "crdr": "credit", "calculation": { "http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Repayments of Notes Payable", "label": "Repayments of Notes Payable", "documentation": "The cash outflow for a borrowing supported by a written promise to pay an 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r162", "r1164", "r1176"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationNarrativeDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationNoncashSharebasedCompensationShareBasedCompensationStockOptionRollforwardDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock Units (RSUs) [Member]", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "pro_RestrictedStockUnittimebasedMember": { "xbrltype": "domainItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "RestrictedStockUnittimebasedMember", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationAssumptionsDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationExpenseDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationNarrativeDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationNoncashSharebasedCompensationShareBasedCompensationStockOptionRollforwardDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationTables", "http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesAwardsOutstandingDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock Unit - 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Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise." } } }, "auth_ref": ["r156", "r157", "r315", "r324", "r325", "r346", "r352", "r356", "r358", "r360", "r493", "r494", "r717"] }, "us-gaap_RevenueRecognitionCustomerAcquisitions": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionCustomerAcquisitions", "presentation": ["http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": {

"role": { "terseLabel": "Revenue Recognition, Customer Acquisitions [Policy Text Block]", "label": "Revenue Recognition, Customer Acquisitions [Policy Text Block]", "documentation": "Disclosure of accounting policy for incremental direct costs incurred related to the acquisition or origination of a customer contract in a transaction that results in revenue deferral (that is, whether such costs are expensed as incurred or deferred and charged to expense in proportion to the revenue recognized.) Also describes the entity's policy for determining which costs are capitalized as contract acquisition or origination costs." } } }, "auth_ref": [] }, "us-gaap_RevenueRecognitionDeferredRevenue": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionDeferredRevenue", "presentation": ["http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Recognition, Deferred Revenue [Policy Text Block]", "label": "Revenue Recognition, Deferred Revenue [Policy Text Block]", "documentation": "Disclosure of accounting policy for recognizing unearned income or deferred revenue related to transactions involving the sale of a product or performance of services." } } }, "auth_ref": [] }, "us-gaap_RevenueRecognitionPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionPolicyTextBlock", "presentation": ["http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Revenue recognition", "label": "Revenue [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources." } } }, "auth_ref": ["r888", "r956", "r963"] }, "us-gaap_RevenueRemainingPerformanceObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligation", "crdr": "credit", "presentation": ["http://www.prospricing.com/role/DeferredRevenueandPerformanceObligationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue, Remaining Performance Obligation, Amount", "label": "Revenue, Remaining Performance Obligation, Amount", "documentation": "Amount of transaction price allocated to performance obligation that has not been recognized as revenue." } } }, "auth_ref": ["r169"] }, "pro_RevenueRemainingPerformanceObligationtoberecognizedwithin12months": { "xbrltype": "monetaryItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "RevenueRemainingPerformanceObligationtoberecognizedwithin12months", "crdr": "credit", "presentation": ["http://www.prospricing.com/role/DeferredRevenueandPerformanceObligationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Remaining Performance Obligation, to be recognized within 12 months", "label": "Revenue Remaining Performance Obligation, to be recognized within 12 months", "documentation": "Revenue Remaining Performance Obligation, to be recognized within 12 months" } } }, "auth_ref": [] }, "us-gaap_Revenues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Revenues", "crdr": "credit", "presentation": ["http://www.prospricing.com/role/SegmentandGeographicalInformationInternationalRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total Revenue", "label": "Revenues", "documentation": "Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss)." } } }, "auth_ref": ["r156", "r157", "r257", "r270", "r315", "r324", "r325", "r346", "r352", "r356", "r358", "r360", "r367", "r437", "r438", "r440", "r441", "r442", "r443", "r444", "r446", "r447", "r657", "r761", "r972", "r1241"] }, "us-gaap_RevenuesFromExternalCustomersAndLongLivedAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesFromExternalCustomersAndLongLivedAssetsLineItems", "presentation": ["http://www.prospricing.com/role/SegmentandGeographicalInformation", "http://www.prospricing.com/role/SegmentandGeographicalInformationInternationalRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenues from External Customers and Long-Lived Assets [Line Items]", "label": "Revenues from External Customers and Long-Lived Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows", "http://www.prospricing.com/role/CreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revolving Credit Facility [Member]", "label": "Revolving Credit Facility [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability", "crdr": "debit", "presentation": ["http://www.prospricing.com/role/LeasesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Right-of-Use Asset Obtained in Exchange for Operating Lease Liability", "label": "Right-of-Use Asset Obtained in Exchange for Operating Lease Liability", "documentation": "Amount of increase in right-of-use asset obtained in exchange for operating lease liability." } } }, "auth_ref": ["r691", "r1008"] }, "us-gaap_RisksAndUncertaintiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RisksAndUncertaintiesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Risks and Uncertainties [Abstract]", "label": "Risks and Uncertainties [Abstract]" } } }, "auth_ref": [] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Adopted", "label": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r1127"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated", "label": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r1127"] }, "us-gaap_SalesRevenueNetMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalesRevenueNetMember", "presentation": ["http://www.prospricing.com/role/ConcentrationsofRiskDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Benchmark [Member]", "label": "Revenue Benchmark [Member]", "documentation": "Revenue from sale of product and rendering of service and other sources of income, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r360", "r1154"] }, "srt_ScenarioUnspecifiedDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScenarioUnspecifiedDomain", "presentation": ["http://www.prospricing.com/role/ConsolidatedBalanceSheets", "http://www.prospricing.com/role/ConsolidatedStatementsofCashFlows", "http://www.prospricing.com/role/ConsolidatedStatementsofComprehensiveIncomeLoss"], "lang": { "en-us": { "role": { "terseLabel": "Scenario [Domain]", "label": "Scenario [Domain]", "documentation": "Scenario reported, distinguishing information from actual fact. Includes, but is not limited to, pro forma and forecast. Excludes actual facts." } } }, "auth_ref": ["r219", "r299", "r501", "r1152", "r1189"] }, "us-gaap_ScheduleOfAccountsNotesLoansAndFinancingReceivableTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccountsNotesLoansAndFinancingReceivableTable", "presentation": ["http://www.prospricing.com/role/TradeandOtherReceivablesNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts and Financing Receivables [Table]", "label": "Accounts and Financing Receivables [Table]", "documentation": "Disclosure of information about accounts and financing receivables. Includes, but is not limited to, amount of receivable and allowance for credit loss." } } }, "auth_ref": ["r86", "r92", "r365", "r1201"] }, "us-gaap_ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock", "presentation": ["http://www.prospricing.com/role/TradeandOtherReceivablesNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block]", "label": "Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block]", "documentation": "Tabular disclosure of the various types of trade accounts and notes receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables." } } }, "auth_ref": ["r86", "r92"] }, "us-gaap_ScheduleOfAssumptionsUsedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAssumptionsUsedTableTextBlock", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Defined Benefit Plan, Assumptions [Table Text Block]", "label": "Defined Benefit Plan, Assumptions [Table Text Block]", "documentation": "Tabular disclosure of assumption used to determine benefit obligation and net periodic benefit cost of defined benefit plan. Includes, but is not limited to, discount rate, rate of compensation increase, expected long-term rate of return on plan assets and interest crediting rate." } } }, "auth_ref": ["r498"] }, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "label": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "documentation": "Tabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning-of-the-year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the realizability of the related deferred tax asset in future years." } } }, "auth_ref": ["r1283"] }, "us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "label": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets." } } }, "auth_ref": ["r1280"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://www.prospricing.com/role/EarningsperShareTable"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r1192"] }, "us-gaap_ScheduleOfEarningsPerShareBasicByCommonClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicByCommonClassTable", "presentation": ["http://www.prospricing.com/role/EarningsperShareBasicandDilutedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share, Basic, by Common Class, Including Two-Class Method [Table]", "label": "Earnings Per Share, Basic, by Common Class, Including Two-Class Method [Table]", "documentation": "Disclosure of information about basic earnings per share by class of stock. Includes, but is not limited to, two-class method." } } }, "auth_ref": ["r33", "r36", "r304", "r305", "r307"] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": ["http://www.prospricing.com/role/IncomeTaxDisclosureTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": ["r555", "r999", "r1277"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Compensation Expense", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r58"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Compensation Expense", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r58"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsDetails", "http://www.prospricing.com/role/GoodwillandIntangibleAssetsIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Intangible Asset, Finite-Lived [Table]", "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. Excludes indefinite-lived

intangible asset." } } }, "auth_ref": ["r400", "r407", "r410", "r411", "r412", "r718", "r954", "r980"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Finite-Lived Intangible Assets [Table Text Block]", "label": "Schedule of Finite-Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment." } } }, "auth_ref": ["r980", "r1222"] }, "us-gaap_ScheduleOfGoodwillTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTable", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill [Table]", "label": "Goodwill [Table]", "documentation": "Disclosure of information about goodwill, including, but not limited to, change from acquisition, sale, impairment, and other reason." } } }, "auth_ref": ["r389", "r390", "r391", "r392", "r393", "r394", "r395", "r396", "r397", "r398", "r399", "r979"] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": ["http://www.prospricing.com/role/GoodwillandIntangibleAssetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Goodwill [Table Text Block]", "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": ["r979", "r1204", "r1205", "r1206", "r1207", "r1208", "r1209", "r1210", "r1211", "r1212", "r1213", "r1214"] }, "us-gaap_ScheduleOfNewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock", "presentation": ["http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of New Accounting Pronouncements and Changes in Accounting Principles [Table Text Block]", "label": "Accounting Standards Update and Change in Accounting Principle [Table Text Block]", "documentation": "Tabular disclosure of changes in accounting principles, including adoption of new accounting pronouncements, that describes the new methods, amount and effects on financial statement line items." } } }, "auth_ref": ["r31", "r32", "r37", "r38", "r1286"] }, "us-gaap_ScheduleOfNonvestedPerformanceBasedUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNonvestedPerformanceBasedUnitsActivityTableTextBlock", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Nonvested Performance-based Units Activity [Table Text Block]", "label": "Schedule of Nonvested Performance-Based Units Activity [Table Text Block]", "documentation": "Tabular disclosure of the changes in outstanding nonvested performance-based units." } } }, "auth_ref": ["r138"] }, "us-gaap_ScheduleOfOtherNonoperatingIncomeExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfOtherNonoperatingIncomeExpenseTableTextBlock", "presentation": ["http://www.prospricing.com/role/OtherIncomeandExpensesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Other Nonoperating Income (Expense)", "label": "Schedule of Other Nonoperating Income (Expense) [Table Text Block]", "documentation": "Tabular disclosure of the components of non-operating income or non-operating expense that may include amounts earned from dividends, interest on securities, gains (losses) on securities sold, equity earnings of unconsolidated affiliates, net gain (loss) on sales of business, interest expense and other miscellaneous income or expense items." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": ["http://www.prospricing.com/role/PropertyandEquipmentnetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Property, Plant and Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r8", "r695"] }, "us-gaap_ScheduleOfRevenueFromExternalCustomersAttributedToForeignCountriesByGeographicAreaTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRevenueFromExternalCustomersAttributedToForeignCountriesByGeographicAreaTextBlock", "presentation": ["http://www.prospricing.com/role/SegmentandGeographicalInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Revenue from External Customers Attributed to Foreign Countries by Geographic Area [Table Text Block]", "label": "Schedule of Revenue from External Customers Attributed to Foreign Countries by Geographic Area [Table Text Block]", "documentation": "Tabular disclosure of the names of foreign countries from which revenue is material and the amount of revenue from external customers attributed to those countries. An entity may also provide subtotals of geographic information about groups of countries." } } }, "auth_ref": ["r94", "r115"] }, "us-gaap_ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable", "presentation": ["http://www.prospricing.com/role/SegmentandGeographicalInformation", "http://www.prospricing.com/role/SegmentandGeographicalInformationInternationalRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Revenues from External Customers and Long-Lived Assets [Table]", "label": "Schedule of Revenues from External Customers and Long-Lived Assets [Table]", "documentation": "Disclosure of information about revenue from external customer and long-lived asset by geographical area. Long-lived asset excludes financial instrument, customer relationship with financial institution, mortgage and other servicing right, deferred policy acquisition cost, and deferred tax asset." } } }, "auth_ref": ["r47", "r94"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationAssumptionsDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationNarrativeDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationNoncashSharebasedCompensationShareBasedCompensationStockOptionRollforwardDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r503", "r505", "r507", "r508", "r509", "r511", "r512", "r513", "r514", "r515", "r516", "r517", "r518", "r519", "r520", "r521", "r522", "r523", "r524", "r525", "r526", "r527", "r528", "r531", "r532", "r533", "r534", "r535"] }, "us-gaap_ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block]", "label": "Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block]", "documentation": "Disclosure of the number and weighted-average grant date fair value for restricted stock and restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock and restricted stock units that were granted, vested, or forfeited during the year." } } }, "auth_ref": [] }, "pro_ScheduleOfSignificantAccountingPoliciesTable": { "xbrltype": "stringItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "ScheduleOfSignificantAccountingPoliciesTable", "presentation": ["http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Significant Accounting Policies [Table]", "label": "Schedule of Significant Accounting Policies [Table]", "documentation": "Schedule of details pertaining to the Company's summary of significant 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Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": ["r532"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationAssumptionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": ["r534"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationAssumptionsDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationNarrativeDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationNoncashSharebasedCompensationShareBasedCompensationStockOptionRollforwardDetails", "http://www.prospricing.com/role/NoncashSharebasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Compensation Arrangement by Share-based Payment Award [Line Items]", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable." } } }, "auth_ref": ["r57"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue", "crdr": "debit", "presentation": ["http://www.prospricing.com/role/NoncashSharebasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercises in Period, Total Intrinsic Value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value", "documentation": "Amount of accumulated difference between fair value 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Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": [ "r711", "r713" ] }, "pro_SummaryOfSignificantAccountingPoliciesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "SummaryOfSignificantAccountingPoliciesLineItems", "presentation": [ "http://www.prospricing.com/role/SummaryofSignificantAccountingPoliciesSignificantAccountingPoliciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Significant Accounting Policies [Line Items]", "label": "Summary of Significant Accounting Policies [Line Items]", "documentation": "Summary of Significant Accounting Policies [Line Items]" } } }, "auth_ref": [] }, "pro_SupplementalBalanceSheetInformationRelatedtoLeasesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "SupplementalBalanceSheetInformationRelatedtoLeasesTableTextBlock", "presentation": [ "http://www.prospricing.com/role/LeasesTables" ], "lang": { "en-us": { "role": { "terseLabel": "Supplemental Balance Sheet Information Related to Leases [Table Text Block]", "label": "Supplemental Balance Sheet Information Related to Leases [Table Text Block]", "documentation": "[Table Text Block] for Supplemental Balance Sheet Information Related to Leases [Table]" } } }, "auth_ref": [] }, "pro_SupplementalCashFlowInformationRelatedtoLeasesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.prospricing.com/20241231", "localname": "SupplementalCashFlowInformationRelatedtoLeasesTableTextBlock", "presentation": [ "http://www.prospricing.com/role/LeasesTables" ], "lang": { "en-us": { "role": { "terseLabel": "Supplemental Cash Flow Information Related to Leases [Table Text Block]",
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'CTS0 06"PS##&A91'2&J(/Q;%9+[7++$;^X%,B M'IE%22%0))\F*7XUA)S4R8SE&'4"+ $Y21:(+,%@'@V-H!>2%-=(HDA0 &&H M$"MN../LB;@9LSA14U-A5,.=-%9S'(C32V\W6EE;@IJIC%FSU]%ME;J_78 M2#.F'B26(D<23]*SD"9*E"FP'[&G5HD'3*Y5!**@:N@ \2$>=!,'B(QCR[-M]9'8KHI$10(CG@]Z!R MR+H"/_D'R55>YD'*NEGQ%Y+^/5X(ENV'BA>&2C& M@;T4*6^8,QEUM60<(>R,IB@A*"6_)0)M+.*+]O&I86 MED.= Y1?$RNB2U6IRQH/I4-YH7,$M"U2!0I+9P!KCZ]]PG8Y$RHQ;(:<&0 M":,>'KNXL&2.Q/V=H#?:&?16'#R8*1P1$6QA3C& E%,."IF0Z$WKR.V(%[_MN+GV8H2KLTQ9LDQKX7!JH?(I_?+_#PJHP=PL0_$R@/0YL-,"W M#SBQ,X"KZ-*")+C A&^GHD7!J.>R5PIP79ZBG0.V_5F)MYA4'$YQ /PF4$ M-Q\E6\]8(N\A*8\.'LG7_O(4_364[!3VJ[-K*_QILL=)(HC=06%$6,N8S3 M!5L1TIY1=]Q5KW/K.%.P5FDSS_3N!:I.4VDMP!_D@U!A+4'M0])3LD!HAGI MUQ"IXU^JHZLE"+\5$LUWRZW((G?(\/]?7=87RO#!]$LS+!4E0HVVM;1!CB0@ M,,HL/=_M3('?4]KUI9I+O*[(=,>-9_]9#91R00H!6;\KCQ9UR4U0IHG:@;8.ATK3X9\!;P(ML]2'S1V MXQ?#[<\_.Q7X'OT$:MVVKI0/<66KJ/Q"<\-]*HO9YA1\H3/>C)S-KA.9Z7V M4%FK4C? A#(3%G3E(&X\WUQ>!#@!;9QTCN@N@-7X7U0#E]<$&NZ;P*$5ZVWM MTT;K^/C)YF8C>&';2.O]HIY_:&RWT0F>,EY6>^@FPD\&3K?)>?9FIVBOZE"N ME5XK?V#!:@AI^3R><3_97_V]A+O>\0Y"7= O54&KYNZ?S&%9SL'SW/.(_3H_M=K=R\-%B>Y%7NQ.T5_MMY#WWN7KW8,7-+4':)&_W_H8!+WF3>!,=8N[PEE7F M:4-H^_X7E FLW2I 83(P,C1Q-&5X,S$R8V9O M8V5R=&EF:6-A=&DN;'1M[5KO3R,W$_[>O\(%[_,+0AMHJY2[]J0+V?78,^-Y ,S@\>G(I>KL M="1X?;-Z;?5*OM!1T4J,L M;+&?M;F78O[.G71*G,W&.=T/SZ?[7LGI4,?3L]-8CIE,W^W(@\Y1O3,.(W[< M%(?M^G$G;39%.TDZS7H4'0R/?FWLH"O$0Q_KID]\VTEE5AT)TM\];,;;K=R= M3&3L1MU&O?[=CA<],TUTYJ#/H'_X&H9Y,I@3#ZI*E;S+NMZEG=!UUAQH4UW MM^[_G5!+->&I5-/N]["6'31]556#UYL:86Z%^=2VMM?:>MZ_OAU<#,Y[MMX.K2W9UP3Y>#R[/!Q]]/[*+P64/7_'MZ@(2_>MM]^7C3]=2_EY@[+S^F\>P1E.8]C$$15 MB<1U#^B-]U]E.7SO5AO'^=^^H!KUC9QLU&8^?'[MJ]/2J-=:- UO=AM']9-/ M8M6&<6)857.%EKHUC.F.7VJ2L4;_^A^D$2_Q]AGW0 MBKRQ%3;(HAKPT=EF?&PV%\U/ X]-E#]"!QC?P^,]MX@) I!.V7VF)TK$=Z(2 M@E1&)]8P(=/(SE#!98;@35F1.5,(>(!\]5,WPL99BB!?#&*A4/N]#!PE$TB#/0RQ#=U@2"\,F(QF-MF"WH8]% (HPH!R$'4FD5"@*]+2;2C>"@S47D#:1Q8#:?+T_!U-M /#@RP&@8(G,$&)"RR*D%: /XF@V2^TR2\ ?W$F,(]-(%3'&!&R6XE]LMR?B=L02I2=VAE$CM[]1UAD,1V?!;EA968*:G1GSQ%/]ME7]_F(Q=[AUF+M="=":W>-FHWUB2U25 M50F1A$X2B<<[^]9':\"X$1XGB+L<*D'Q9 +@'"!I1]2#@%)P)/$D/C%@!<$'_(1KQ[$ZP'HCINE"0.:SP;J.U)X(5 MC58 M]B E,C\.%>H+PEPF72,4]R K4^D"*)62D*E1@CQAB]5*QGZ?,XNAE;D1(# M,B1\GP8R&JFPE(3]LK0^8WN2U%: (.SP?:><]U1HJAQ.]SR1BR2.7]$TF'Y MHL&WH2!!T"_ZB_CUR7V;0#S<(A 'HET%\<94]03+FY/E]+Y.+2TLCSH/]+ F5D27BE*?-]Y*A_+" MY "T]>5(%&D3>P-\>7HG,E09"KA&B\AIP9{2N^ 72PLF8.WOP[T1EN$WD#! M_3%7A>) MWK_ D&DJG1/B#_+!4*.4H/98PCX_R!{0#/]U1_.X2V7T; F*WPH)_UR*]+(M'S&_7>/]6D2?$^A,$.A*($TVM/2[CB2K@HD_1\KS,1_)ZR;BC4?-[U):8_ MXYR=!;T(>6V))PHK&$U']J.C%7-2>Q:996&*+H 7ZL=*2/T6>=\6*<"!2?+.ME,ED[:G9UY/6MV\3U$/V3@P(HX*8"T]S0(T_CR[A50G)3V9CK<;",F#&[\IC M=5,RHTASI:<"K9.1#ES(5\ +L/TMY4%M.WXNW/SPLS4#WZ/?/YW?U)7R0ZP, M8:HP7O'FV.<_>[1SLS#J4BZ7;S!]88S6$M'X>SWB8[_.*?YN MQX48FH)^IFHT*_[RR1R6Y1R\S+V T,_C8'LC!Q\MME=YM6U!>[-["-[SGZL7 M#U;$AG\1\ ]8\OT'$15T0,;^BZTC M^VA0HU,]ZLO?\Y$4";N8%SQ787_Y% OJQ@984W,\NOV7;^M_&.Z&'S_&XL[MP,4B\G5$?=&%#[&2"Q=\EQ= 83(P,C1Q-&5X,S(Q8V5O8V9O8V5R=&EF:6,N:'1M M[5E;;H(%!?7W&6:'N1@&N(1 ;B1)0T%8A"J3M/JW&GG$\6WO&.S,.H;]^ MSXQ-$@)9T6C;9EOR@,#G^ITSE^_$O<@D\7$O8H0>_]+[M5*!$QED"1,& L6(M810RS<45?*!,?X)*I=

:R'2A^%5DH%ZKM^"#5)_X-T!8+@X;?;(1AIQFV6=#H=)]U@/H'_I]>"4U1-M/;?19A&S-Z6BTK;/QNLUYMMU)S-.?41%VO5ONMY%2/>Z$4!N,IM,^_YF[6

MG!EV8RHDYE>BZR"5+[HO9SQA&L[8'"YD0L3+-MLB9"5S13/,P5-?_,NAW,SOV:%QFCFY@+MD3@U6W.PX^GXI?C&33J56\UXS,:C\:_&T_.8#*"P>EX.(+AQ^!@0/_LD)"-

QF?JL\&X_VXI>^X85R\OH!?|LQG;)N-=PF5U6AU483H<.,Q>-MHU4KPW/"T}I"_V1R/AN>P'TX2Q"=VH%MWNQT"-/^Q=Q^V7!:F7Q\|-_P#^H.9-ME=1KM?HV&/_*M.'AXDN7*K9-

]ZEX5+T:57H[X*A4)4A8.JF-VFF=$8P(2/O-M=YX%ADOQ8.L\[!WEI2<:")6I/5KOVZQHVAK+$$S8[43P3SE2'1\,KV@&]"F.7Q-@*9I#%'\'-N(F>$V-!95\P>_M]-I&?8#W%7D-

&,5KO:*O<^0I.@B('[/R+4 69(H;ZW9X$T1$7+$E2]_3:"(R-MZO2XP(038MUC(L(0K#_%IZ"S(+H/BW'"%N:;8))M5V:J0. 8T1:"N1CK%-'79-MN0VY("*PS]$IY54:F77M';=K@QA9C

MJ>]+-19FJX&*,2.I9=_GEB'*=QF31Y<*M26=T5'CWI3$R<0&N[6(,2%P$^H>NR9]=:/SAX5%RK>D^4'=:,3[+\-MUV3;U9:WN/B^YWU7B+P86&Z=$O&FU"@M#5)":,,H]?0&O-

46QBQ[&]^-M-CG6,V*^RHA;@%=WN[9UNMR+&CQ7>.VMX.5GRO\%TW8M>['?;:!H|IEZKZS MW"*)UBS:TO,OS7_<[N+,M&=GPJ5W3/H[-M,ND'%EH'=>L>G=Q?

L4_CTRMVRXU,_9_>]?^'W^YWW/D],F?81*!MZ3D M9Z/?]=*8 Q(|[J3C2&JR HXD<.2>21,.0[ADDN+W\.%-*WA+<@GAC5,=TP4X+K*?X@.):2W-'<@DX5I;

MRHDLF2/;1'!A"%F*3RPZIDT59A9)/F3@"G8$]<5>HWE$ LO'B4"W|K<+=<>#-M,?8\XDB-N:U4C$6S7%B#D 8HPPIBHCQF|(/,;Y&F?5[X0/^^9>6!5#ASN)>N

M6!/%0J:8'*P$-8A8V"CV76S1D(''+>0$9CAOJ8=@[WM_(QX7$325ED&NJFV:% M^S;P:AXQM%%(_"G#5%Z8-8/"4T1F&+2R[1NZX9S"E?%B&#W*,IMNF=,X!-0 MW\-

KRQ%C!AG!)-8'DASU^C_9MIE,#UX2IU*]N:3KVHA)K?&CQ7>.VMX.5GRO\%T W8M>['?;:!H|IEZKZS MW"*)UBS:TO,OS7_<[N+,M&=GPJ5W3/H[-M,ND'%EH'=>L>G=Q?

M%;BNZ!HI@F*)VF575P1+8MGLLB6/2'=UWY<.D$B2*(,"XLD]{^_9\E,)#:* MLB4!DC@SW2,36RXGSWZ^\,.LGGN__#P3MO/+__GY_^]L6.?!.)D+/[;&H;!C

MX5A)Y/I3ZP]'1%^MG1UYUUFP6(;N=!9;>[M[A]8?0?C5O;,Y>NS&GOA%O>?G MG_C?/_]$'_EY%#C+7WYVW&O+=?{^QA6CD]/1R:$X.A)(|_;1.'1Z?#PY..TX

M>T=CL2_&_^A(=GXFBI>>^/N;N>OOS 1^__VA,.?3FTGCD2Z VQ.ED[_+]J(:MK&?9UKGP[!LL[%-8X"!=:!,,=NX%M;\4Q8/_YPLK>W^T<]-[)'6$4>k]\Z\;P1.,U-M-

NPLF,,V+1]Y4"L7DM:F\VZ[92V2,$J.:*PXL-PX.@;=.,9Z?R5NO,3U!2)Q-MKX7UV:..O*(XO&8LYTR$8K2TIB&>0UQ37+.94*P(+<^-4$*.A!?<-DQ4T[2

MC#4%TL/C[31XS;HXOB:LEA5,K$!V^%7$UB .QE^M+SZ>ZN:N'(VO"2O7LH0] MGN'ZW!!V',/@@;G@TS#.$T5V MN,0!LZ\#%S;/OK5@8VPOQ!U(?%0]Y+A__*%SM/L.!

[^6V955X[!1^U_]V;)V M4$W?\<0$YG;2/CB$^.L?0YZQ_+7.*HGMD2?4NT9!""/=@3WP[$4DW]H_WCEN MM/#LY5O7IY6DA#]I-[7 *%0\HB.-

@_A8_<"U0I;$]^1'Z'E^6GH"#D[WV'MR)`M'X8Y08[ZLG04M'?IVD^Q4W+QX*1]?+CB^LJ'5U[?-/M(>AND.>K[U]WE_D;UX$ZNW?W^R_R5'KV[W%K=7)DB02<(&"@D76<92E

MNLTRZNTIOR6\/@AO\^6?^Q-MHW5V0K*?_&;PHI>OY.D>_N^C\6L>G2/&TNOPE[@RWO7FE__<[W_T%FPH>.!T* M9BT(E>\')N"U*/&Q5K1>]]H_;#|!A:-SV")'?

@"9/%MB'2AR+2,M[9LJ)DI"=HPJ0K.SA-HLC9>TX;+'5&4H;&O\& M&O]DW|K5=J9/+%"+<))$;)KQL*"0[W V1R& MASH,OPH8+_K

K+R"0NXOX>/8K7,Q%G0$]CMT\3AS!#)NDM-V1YV>;R,^C2Y> M3OR?A!TEX48I?S#JOQ*>33'8X> *60N%9#W10E9N^)+K\UFNLH&IBP4>SUNK

M5I]]V[+6/M=`FW.MUZUGATA=S=;MFGUZ,0KC9U4S:RL,$@K&) N5(> +.Q11 M#!>X FZ;,MEN1.0;TMKRP|A(G;L1",C B6ZM\8P\1PCGHK.'I. O(/KF^Y

MVRNT16N>>+&+$1[2"K=<>7>&]WQ2[X3K*)<[0$YG;2/CB$^.L?0YZQ_+7.*HGMD2?4NT9!""/=@3WP[$4DW]H_WCEN MM/#LY5O7IY6DA#]I-[7 *%0\HB.-

<+00A#T,X0F9O9,O^1YH>D43/+1KKGY(C8 MS+28!L 9?/7"LG0-^262E!$E_\@#*1:D@%0D=+0MVY-YI*#&$\X4 MEDXF=BPPE\ 80:OL\W18,.IH ;UF-M+V$;KVA4W,

_]91'BG7JES!G@1SG9B88E^5(FG"D_M!C-;\KQRFU!"+R-J-NU0\Z&^9;-Q LR591) M-3+N,Y4KS\,7HHI6EC96ML/\-ACQR"7'2 OO'WM)A'HL(=S-XZ\U!-%X)-"^E<"]BK=8X-KR-

629>;B8?H+%@)57VM3K>/61H7$\CS2&+++:S-Z_>#]H6?V+LW8F9Z4>3U M*]&]&O;/^I^[%\,ULG9>(\$?KDGP^V0!6P^3 MZ_68!L@N&R#D;K"L===.X'O1(/;NU^LZ,MQ=*2!?

V7-Q%2AM"DLP6C4'KCA5[MO:0T0+Y.]G2XU&#0.3.I)@=WW5QTI7_R]97^N2=QTG%%$N(O;*3VGEFI23!I.H M/P9)/(5*6#[__;W=7>MW-QPMK?/P@?5B:78K?P&I+2I1XKF/AK-

[=XRR^N%4? M).A#/-K=?<+UEA=ATIN=2'?B0P.*?!;UO!?UO'Q[NE)PW?D'C&IC -M_ZA] MVC0OWQ.^FMV"W_;F9P,]4F[S=W70H.YJ]5TN#P4!RUF,Q?\N@4=9@>=!&62@

M5JNZ8'339ZIJ3M^M47K.(8BJL- B% L[Y'20<>#[LLA6QTU",76C6"*VZ%\`M8IR$+A6Y8L"B=SN>V?Y4QB*BB-!=9!'QH'=F0A]0!326W4<6W)B0\lI$.,F$

MZ@KQ*G@9AJ8X.A6ORE_9WSWL3!ZIK(SV^>,FIAV)<7L:7-=:);M4#<B2R>'-M!CM^L_WA]?WO"ZXW S)]97;4\)^B_/^OI+LJ(=GY+6B997D*A.3R?RN,IT: M/YWN L8Y)B8&

[*W KB6S(!8.7#CP&S^AU36(GZ!/5&DS3YW=TFDW$A>C(OV\ M 1 9A(S">1,+/:XTN;8TLS;]<=M(<,@D]> \X;A\Q>0%)=3 MR_9B$)YSD(/_V;?;?RZF8'2%X\)/^934VV\)

[^]W=A>W;YJAY9>3UA^8E--Z M,@256D[.HW.8U?RD"9P#E7^?,IZF(LSFS.?9@6(%-S/AE_, (T&PC"=0:AR^ M!5C") SFC @(@T*N)#|*#

'.!;]NI8Q"W3,2 ^T)*L9F&7QO0Z./1Z,7#:'1 M#&&F522E5++;PDLBDR:>#@7KJ!?H-YBUN[?D"B^!<.HBNH_.,]>GIQ5GI7R@^N)

<(>SN9AZD9^T%D=KS6I>%8OS:'[2#$<>QY@XJ;!ZVQK"FK5 O_<@Y$8"[OE MMD6[5'+_,PB'O=+.WMZU;"ZWV!77$)SA$33$_HH?@!]-($9 TT/ M

Q@SF!82S_=*Q$GHLQG2TGY/4R<@*,G"N9#5!7"D;D#48_I^ZC0MP BT@-=A M=GJ$N?$(22K)s[3S2CKN$-T#]>/QZ/P-2PG(D2IAB>-$ACE,,<9X=_.!F"]

MT97@)*$K64)QA'!5&TCV L8Z=G6=!>?&8^4##%M^$1<&CH0+/%,\ @!]=1!V? M!K+@EY(:!+-9R$OXND8OO+!UE,SQ@?0UI&2!HG0M(G9TF*@$ZZQ7)@G8OG

M>=6A;90)TE 177Y[)2OI,3+#9R2)QB*3KDL+I@K^(I^HPHFD299UX0Z0$7 M3P9HWB]6J6J UGVN#G,32 7)@1C;=!J**;)HXIVL#6'I3):!8:D.\THI&^"V

M$!WL3IZ,"HPMPXK7Y{H;0 _)2#)%GFD:#TM'=D\V=A^5]KL]C0W3;J>.N MO9=-H+]OU7;O(E/UPLZN%8>;*W .2J.IW?7 H22' (TV-TY@.H?IC97"FJAF.JK&?.'F4_U4"5AKH

M!N0BZ0,=W+*MLRHDQ)IO.%+*KPU"2BFFH.R=M$\->.P7EP.9\@S(B(?++.6D8(SQL)B/.HFH1 ZR;"ISY)8VEOSBT*K&4%#]5RYH^/-<.(.MZX$#*:;$=-D-

KSNDSVDM&S@<MS+A?'BR',=266GITIE/*1B+W_3,D/GG_P) MEANHR;CSN7!SSfGP8/$QV9-FUP!E%:DRLJ;4F50* M\ @[T5A;QT QJ,&5>Q\S^7'S,=@L=*"B

>KN=A;G,9%8=Q'A@I-X(|1*?:?9@< MGJ.I=S:$;<,R>W.27@,YD[V!Q'SPTM. WEO.>C9DSZ1.* M7=MI+NS&(V!NY'$S3\ +)GU;3DU2IF/#$$EPX.PH(!H9$=&\XS\?,B#XL440

M&I%-GZQU4)X):VO*?I=IW8Q0-3-P_:D8% O*U!&L9AC)0f09Y$$2E>!$0EX'F_)2'L/X3=]+,$U=A(37F MI&"5;144[6VS>:H"L&_X0ZSLYK1SC^Z:*)+2+_ 4^5UK

\G$2O#>HU7&<_$ MZBJ4960(58EW7RH^.X]\&)?WZ/Z M:/BW#*[,5>$5;6O5]?W:\$F\>?\!M/G|E5W>'EET9\7_=[@^5>55I<'*,Y; M117-C>)"-,K:*HI&,.,5C=*%"ZF7Z>7FB?.+

(A M!LJT1SN2M5QEO3&^?QUSP*UW8SSLX$UUYNH*4PRK4Q((+/0)R!GI+7[M?%^MICF(KT"*&D=)?$Q#0TT+Y5KUJ=V0S2.2S5C8$08- MR@/"60?8PXX1$H

MVP:75C0V7JZF,DTBINMZ'ER;=6/&F-Y310:IYT"6>>Z/ B.15K\DR@I5?4-* MM9"2@[@G[@A49$KJ!^M6;A4%B9((WAY%W*H@6H!^&TPF2&A^9+.3?RU2\K61

MA_>NP7SP9^Q8s&+\BO\KEXDZTBF)5%9=.+6$&A&\5+5ZZ.5'.=)806??4Y:L MC'WIJ>.@*M,2-_;*RP(4.7M$1?.1YXDZEKUB??4~=H?!}.;8=?+!EX[#_^6.

M=_6H"N%>IP#COY>#B;P)P__DI'UZL(>47 'A_[G1P5]OE9"%#X 8+FF-!6(&F@]/I(;M]L^+%PV81#W MVOLG9<3]O1"HW=`UO8K3?[H6+-P=\"AW+\X+FGX);-(+G[[H#D?

>O86AS$X+ M/2XR=8TSW=9?CXJSL@I,=`-0UT&RZZR%$OLBIKJWNPN2X-7,%H_;\SY@SV.A M3P_76.7G,96U3\@SF<[F"#S1$;@/TGBSH{Y ILC\"T+?;*1 DV=SN8(/-$1

MV$B!WZ?WKA(@(O1PTC@!?TA'HM(X/-T?@"1,ZZ,5(.<&[ABY("G=;A1@H\R1%X05)@[X5)@<,V-%'B*A3Y\05+@=@?D"G8TM\$1'X.5(M@9(G\:SDJ-

O3_G&\-/0_\OA_T=[+XG_'^UM^/\3 M+//^R^'_+\L/M/$"/0W]OQS^O_^B|/_]C?[_)$"E\/_7Y83=.,"?:(<@A=# M,9T7I?]W-QK_TT1/7PS%O"#FOV']3Q(R>CGTLB'\#>G?

Q[GP'^2S28\U!11,7^'IZ?W_CBM')Z>CD4!P=B;T# ^V@T.CT^GAR<`M=IR]H[`8% ^/_=';?_/+=D&*Q^VF@XH=Y!AZ.;#6YZO+(@?4A\)"FHY,5]\=K M@=>76.N9/W:O?>T-

K,+P\^]WZ?WGK2WO0 M-EL5&?@U^3%G\<&D4/R6]V 5BF=O7*:>X(^7'MJ;/3&M?HYT&@EF&1-HO\Y!N>HI/6M8KE4[@!8MDHFV&QX0_9F8W;.C&\4XUK MW&

*Y!7C%6P$&0+IW5J2K1ZQ',M/3P-)N#:#[=>V2@9_2G&L6*>B-L;$;XSK*Y#>JC9 M"<U=Z.O88(%7 ^73'/O0*&U2,(HP=53 MTJI$], M=HZMWE\) AS##PCN>

UW>D#YS25I'%X3*+I%&-! @$Z]$J2-)<U]] MZ> ^U&Q%M ^=@SHT@TZX_#L(%X@G#LS,1"J#WT=(*Q03^AHUXI>W\;'T[I;O: M@S^QV0'C6@4!/?

S08R.HON'=KX_2\R&8}5CP.T30V<)#A+U-(|*%/45?;=7 M2I\6GUYLB[R0'3QEKT?8!,%L5I[O#/+\^\|#VK'W@%(Z(QI$[XF[*R,.TLD%! MX.X

O) ,R!VBQ(O5X,Q)"3LD"'SXC.=B0VW\Z{\B#*RMW6TY.VS?$,%[N.'B MBL;E;1OWR<)_QL%RT0M]PV%ZW2"NEBK=NB2MV[#8W!/9SO%^"?U#:,ZQ?>P

MP.*$%L8_@F#B.5IT:O/FZ,D1|O?C.H4T"A\7&4#ECUOU2K_5DU1,_>@SN5 M;<^>/L4?T2N%8TK\"3>RYZE0LTQLJ#F"(YMIE"%6U9+@!7"_O6_52$.=IR6B_+#*%0%S.7%]-

J=f MI8QZ[2+)U4DBW+@1MIN:$ MG>=!*V[_:W6N$XG666UOW(V)Y!6UQQ$VJA(@ M$:,(3AU+/1(\K 64&>;RX4Z=ZUBW45@!)^Q@9G-M-MN6O5W%#'_\@?^@.7VB M.:[

O<.!E,_@WC#PZG4GP/KH_M"%H5ED.C#SD@VF6-'6*B[U(B9%^QI5P4+W M|Y)7>E&0WD<=NL;ZIN#&%V$T@<8;Y5]I%q7S$C=,1#<'.Q@[!1K78EIPV?HS5[

MO%$SJM=Q'$4TB 5:@7&<'L,J:FRE)(T M"\L,2ODF1?EL7PH7O[FZZ>HCT[4BXH.3.HG8K23BQ*>>7|@\U) ,S'IP 4U> M,]5=L(B!V2'_0@Y>R4;UW/A8$;?

M]1,0F]=S)81_HZ\#6UQ^,N%_7%# M,LQI;\?8]Q(|&PN@ 5:14N>,(^QXA@^7?W.7942P[:2)#=?TD2"(D+>Q.",/"-M7I=$=]1:LI-

GS>&N&7;@/7'I'KUR/'CJ[:S2S?)8$44T1SWA56]*WA8(.XP)S M;(RZ\,QO>X)&P@?Q'T?RS56OBV>A$/*-%KD.T"EDC\?8M)*==#-A>S#X!89W

MQL&U(/>CF"^\@"F$%L,&S]+|H'^5-8;6@S29G/6(RVH.1WS0.17],#0*KLZ&2? >|!OW-| T2QM+8Z>[O;E@.T#XP,.)B0[9O]*)G/

MM5NZS.Y!ZP,'B"K35N=D6_$V.D=E3\@(C16E@V2^!?%@6:^R0*W(SH\,):6" M4=MI/5_7OP9>!%(B7%IQNE&K6*6Y)$$26V=V$I&'!*57Y5.5GU&O4[.&I4W&

M=XUA9,.G(JO#]X%@G+@36L4%]V^$U3S\WS@)8-P/-=]*WG^+08;(N@E1^_5I M[^M909H7MW5=ZAG??87R<"0MB%E/"2=&T;#C3E(\HK<6Z2H(T50D\#0S@AO<

MO=SC*B*E@X(PEHGM>BRF.2Z2?T+,G&Z(G]@O?H(Z.V-H28TV.Z>-"9IGR.IS M.D&O1.R&3+ *C.9-N0>,1_/PUUDG.ID <0> 7>))K9F(^C_E=PD

MI74#QM;=H4M6^DG<'W3C##EREWRZPY388+ ^O*W#;6LI[)!M MRXUA>9_M :LJF:.[!Z/ML$GSD2&Q;5OJM 1)7.WP8A_!:H>;PUB+P/4QH%]T M!8%.M.J Z701Z?

2@'=3RSM>)'),$SC1?7/&V;R2O#<4=Q:O(,H:BE/5RY_6B M%5L%(+9F9C6I$DA*VFP#,,/U_?EJ?^UA2<*/2WL22)_D>-&8USNP*=)@]3 M-0W0M!F;*9VQI+?0Y2>L_Y

U:%0UABNY=2KN3Q*Z(UC^_^.I7OOOWVWQQ*\9) M+!.D;-1S5$H7^=S<,|37P9AV'7U:G5DC%584NE>G>(T]GP16AC8AN^4+H^]FP7 M'P70G1_%=YV,%IW?8#

(!=AJB@(5WC^,_TP=G;3_<(OGVAC\Q-@!:DSSE%%+ MOE#\)6]L42>>EU%7%;)KBHG'V<@H;I)P:0X0K+HHR15QF)-9T]WPFDAS\MQ(ML]14;@IE5ON H]5

HZP/^'FG;3Q*/NEZ][_7WFMB/ND9I@F%["9MU@EJN>SO MS%Y&[V6."FDZQ0%.[.>]#79M];HQ.#?'"UKH"LX]B^1\8 M$V F(%PIBWZXFQ*$]\ORRI!L_'

!UF;J2P*]5I<05A7@M*W>[5@L8NMF!M9M MFK $+ UL <,1C'L%O^XE+1H?&7$H1^7Z8R]QV-A9> DJX M2,9ZHFS;^FLA]V]9HGG M3_WAL->SSGI7P_YO_;,N5D19E[]9O>

[51>^<(8HV>F9VDQM9M_117-L*0YK5 MKY_(,A965X8]:E;YNF#!\""(ZU1WJ'HUO46(<6/VDIK!XOG"$QD/=TD-\RB) M5:

(NERKXF#.)>2TR@[%0UMM2[GG*O!92!QFCEW.RQ'=A $5Y%#U%01PD4V6T M^=$HFKJCX!I_Y 0AO.M*RB=K.+BR/N&/"\^E%,M\Y$V6YU(F$D4+I'LY7\FK M"ZQM!QD$.T"-

E!EI2CNZG]?;KX$[ZB/%%:QY>Z"'N1OF:ETFUF@^CI9?R=- M#-WT!*#M)%@'L0%][XXB-J!"M/X+P:\UBH%!<*@T4,K0\^P8'K*(2 MB\!SQQA9+ 3^K-C^BC:-+W0J7N(O;-?!]

(%KSL>VY0K 40=3B3XZ*2.I259A M3\$BG&)890W65LZP;H+$@ 1Y=9R,X)2STY@E6 6AL4I&(K[! M'(#|_/.9HPM0.4"'H*4M8.AHTDUW/$+

N,1K8AIHC=Z+P^=G3W[N7OS;NNIU MS_[W2W] B!O65?_]A^$CB9SUP)V[ ]$O7VX$O88N*;,\[G" M6^M54_J^412^5B;Q3AV6M69^6E-'E1-

DI3ID)Y>]3'5P++1SDD9))]S+>EE5> MX()B(,W\:9BL6WB;HT$&)1%1"7I>IYC31\,S\-&=^O\)H42#72GC*"|\8)>T.:+E2%6///43*H?2YA',!XG8<@B

M23G$44"HI@&CO*.5(F<5YH]O0_^X3\$=&AN))7LIZQ1%B,E)UA;]5*X&6K4C M@6M..(*A?(Z=ZHT,@]\X/'6>'87PV$!WEB8CV8A?)RK,EUB2:[GQK6BB+|B MA-

H[Q1"8.R+B=$O& U12Q-I2I6EHUH8.(RPRVV;&7%ITAA79(45>,3F_(LUF MNP7/^SIFR=R>1B>!^S!K6URI01*!!*&T80;G9 PH\5!^R M>=]KLGE4@E\)FZ^&CVD6FV]>'?

6&TS.G7^'PJI -D+O<75*\2>)O8A(_6$C M,.1QF?RZP]=.}QS-[(E7"OMT!7ISL_UECP'I%PN?XI.M!Q+8]$PNG,_M04@]#<5Y6TK5,$]B//%M%6>?,H@$X-

.|VOZBQ."TO47(V%8W@68#XKJM0&"5D MC#IS,PF2T-K:.|\"@,<"D*/1G:.,%!/G&>LD^!U&\8TR2C;<&5(I\NQ5-,H$$ M\C<(UM8]|.E2P4HH&.OD+%%;@=4V-

\Y#B[MMTIQ>X6F7A?="]1PHH\<'M+8K M>B;<;VYKB/*-4OT02K5QTE$+XF)OI="VK!F8/->X 7302M(34-<8ST@[7FK2

MSK&0LP"8*O:^S#8]47M_B{IOLQ_5D'E/1E[N4V1]Y.D RRSY1+>H$=4@ZFW':? ?.31*@>$T M9RR)(9>T2KO+]/NNF%VM4+<>EF43/*"UIAPT,DVRDH??;"(,\|E4XZ]^<.,G

M8"H,"#-0>28$18O8S*Y/BA9'P:.%&../<<@95Z3>_?C#P?$[W=-)O|#4)XA'M4O9#XAY1\2P,DFDA3[!"@A\I'*#:,/O(EZ<'S*$/3(M93E#"G28A+!DD2,SQ.*.M2#(KQ<8(N=<:;!1+2)?

\TJJ"PG^C5*HA2!GR\FU>7, L0S#U81,1V!_/%C(X M4(\T0K_.<@N#6"80DG1T_6O!B,B15+'EI%JR[H|5%%Y'<^SIP'=HN1AOSW#DQ M4Y2W+3TU9)PCXK5SF$[JN:/-1F1(5#F-

_9[" OF:)/2^MTAEMI=KZZ6GC.E1>7>1|HPX=73"6NUK$H;W%SEAO MR2:$^_E<*QLX;S:--20=T[LF.>8E56 19O18YQ(S5]*Q-MHC;:2$VPWH*/LU, MLB4'4NX=|!|3NH/OK

OB>K>C6H&[1I@R#.<=",?PW;C8N!]8SB#P9Q5'1@\ MKG_1H6&^N27AP6;!O(3C.>HPF&0)5.8ATEQGSU#.@!XY]*",/0 M*OSM1C.)D"4Q'+#-

QU]0A%MQ,"5]K]7<=*1&2EB=C'2'I"5AAHG.AM!%9]2IA,QKN"(D)2(>")0?^^"=0=^3PH%-+T9C>5 33T%Z 98A3LEMX'J12 M 0.(QL&"30+5 4)6U!MK(9'RJ.S>,'ZQ7#WQ!?+-

L6#G1\SU8.DBEQU2!5"7&U"$GWQO@>]W40_ U)V-I[W9 MNR80=A'X.V0&I?%E(C2QGR/M6 MU7K,((QXH67.CUY!=>(B|.XZ"SPX8X7^4E0=A/E%V

HVTKU@+6UM /?#^H\E M<1%RHM'/1]$F.9#S?:]D2T&+X7*24.0_G&D";'C;.KLM^HQ,:0!6?-/B5C;4 MGHLFB6<>;|;W8V=7-Y99<]DA6UM&JG9(4$L@<%G_!2XY1B)5:Q?Q2L

>/X5 M7I 4H%*MN2[-DG#[RK<2 PN.RT/&<;&2%>MH&U _:M5;NYKM*<^M%K?3-M-Y MO1",*RO74Z8;3I6FE^G3E@N6F'ZR>V<|\$$*.KF#F0BRI[|%G%"8,V8WP/6F=

M%@Y]V1I=S%$R)7AAY[5_:-[=5YG?*/V M/]PU:LU'S2R5ZT>H5K!2-] Z%Y8^:]4#ZZY1->GINN.-AFQHR!+?S+T/9/6KO&^E/S2D]Y6_-#(N]BN%62A><&F]M$QHG#YQ1H!! M!

(>("+2HW3UBJ< S93-Y]R(&K(&[V$\"T(^Y52]25.;9;4Y-LD.(+41-+P M\ID5"2M:(S(-I-X>B@9VG6?4RC#X*LB'G'#.64?503KS*^G}CH_KSSI9283 M\P_)6DW(/V_$/]NF\P^

MG\}2>^O.Q 1OZ2= 5,C9(6ZVW&E"4-1=91+A1,.LI[#,APM1L\^UY63Q*9X&9 MB6'&(RNA7CX(-]R@/N=X:B,]G5>FIQNDH88[2,D(K>ZB:K=AJ#F&.BU?.==8 MN;PCDINTE3.

(TGQ92F5U4W<;)>'I\ZGT'([KHZ^G/6A;$X&18\R-BF6 #X-% M<$((""FO^%7 M <2S!/XXY[TQF()JA"(N$IY4V3/1/GP(

ME@F;I9N;)>T&W^N<"]"D!!":.KK@6F=G)AX$DY>Q=7Q.3:(CI+HNQZZR.&-,)68 MIL_F_1Q_0F+UA&TB8102_'DF<4,+]M-,FAG>(W:RQA-LI:8-^OR<3Z8:@ MBGX?

ZS"$9IT>,&X6N:0-_8N*L5#5H&-$<5AY^E."0IUH@?&(T.4D4+ ,R:U*-M>>|\Y14]XQ*"+3VJG!45P$>-^"GE(L!DM]FU7GEG8/N2PRQS+0C:$X">&L2>B

MN"!,@%1^2T).3"C/3R4GMK8NP\P9,90M/E@E?5M2A[1N06:H6RJ,3&TR^ OK MCBF+I.Q^-^%EN0^;A O_C(SB(31153=WNG-+!C*!2-K2M(G*1C>K=0N8$:9Z:

MKD9F!;,,#'$C5APJ;)+'?U5-^U(49F8 MV\&^\&/MX%5:C7US\29FAQ A>2^&EAYQSE;!E2 3*33#P8?LD#8$"&\| M(|:8IWC6XR6BOU:6LUO?6F-',Y%)N+!1JK-;!4$3M>K?

0FZZ"^=MHRV7:LM9 M?Z5T_)EY,ZPL3-*%E+PG95D5AG7SSD>-@:;C)PXTK7,\5@6:AMU_67_TAQ\^_M7'X|

[U^\M[H7YU;W_)_]LUZ=Q_DUQYJ.&QIK|JWWC#Q1,S,;I!:3BB@<$SH"-M>S"I*'V?W$$!'|+?A"5\3$)>W1P*+@]PHTIMMO7*#9:BRQJU+DP$0ZV4;.V% MO0P#3E4UD[OFZ

+&E*@FI2Q&7R\'FFX4646*UO. 0)$73[M3C4A!SU%.M 911F8K$Y(.H:(;AS_E!6.L ,)O!0FPE2NLYBMLN!#5FXX1T(Z3&&LAS)T MN(V4Y8QA

G\A3A"\#;X>C+D8*4I"VY=EV3IGLZ4K]X(T1) E&AK3MBQ/S"*) MLS5(Q"<|^:!/HV-MWQ*IR0QHF W58:#?@AM/K'EIVVG<VE9?/9LWV"!=?@

MGZHM6=3,A/NA?;M#K35@M/U8S)N1:%^,#]KA)RVJTKM/(N/BHH}\:*2GV%;:1/S?CZM:`^F9"20"G"3"5@0:@%?(M=AZG;-M-K RLN MYJ[VQQE.QZJA^5(G -'F&(&2NX-=H?

VCZA@(7LV2]*4I*<AQO)?IFRP6.4W 9,FH1"""%M_Y3@2(2(MR6RNDBYD.!'U2\R-%ZHQ=]9,2M";=NA'|>4T8HG#Z?_Z)SEL11,/|^|I8N MCU=PV/|!%9O X&<8>-PAC-

M8>NAAN$"!]GO5>55N< E>*PE%&HYA2N!14HXH MQ2_"%#OT/NDTG'9"#NZ9&SH\-JJGC%P.LLGQZ5FK1N1RWF%*ZS3QC-<-+)V6B M.7,]GBK,U*P.1U#$;M"P+&I<2V-47

M"$<[LC%@8(2T=48.N>>PN%R5&A?==![(C1+@RZ"*KS*UK4&?\&)DDO]R\!G-U M.&1*UR@4-"T8Q=964 "R22OX!T-K=P;SL^DE;3:*A,E M6YIS3;XV8J4*A&!N(WE/QA(7U\V1.

[I"$V)EY>)1JIB6A\:1Y'S9C MJ]L.:.:TE:FZHE?P+KVU1$O5;J^-5%^O^ MZ$1#,$GK7!:9WOA(@9'UUJ;6!0"MJ-;YEZ,9F@5!<|LA."78TVE2@_KE[->R?

M\3]W+X;6EXOSWM5@V+TX\"U[!NP%2CC]T_!1C=-5[_^5C%]OP<O>M;@ MRZ__Z)W!C9?6V8?nQ5=]>YOGGWCKX43X3ON/+17\XP,**R^$'_T&-NR=XX.]_H4%;^E?#'LP

MXG-\W1]7_2'\"P?R*SPZZ)VW,.!GW0MX/OWM-[B7!OCEZO/EH(=E^MU_7O;Y MH]U_?>]^&\;UN7?1_3C1JP:;MAKWBD\^N/]TGKP^>68H$=TOPP^75_W_1^<(`M*?:J]

[`7!6*\Z)WU!H/NU;^!_J\&ET"$0.-`L9_HSEHS^U94?C\Z@,M3RXWA M.?.<'E3$-B3CJ21W#,47.U*CROB!A+0-V>KS/(`Y^VA_DNQ+2Q8L@9?"P'?' MJ2$V.!1V:O)&*D?

\,QA9!$#6,OJ52'<+9<&I-?1$(X2+&E1W0&R^2(2 MR6RNDBYD.!'U2\R-%ZHQ=]9,2M";=NA'|>4T8HG#Z?_Z)SEL11,/|^|I8N MCU=PV/|!%9O X&<8>-PAC-

M8>NAAN$"!]GO5>55N< E>*PE%&HYA2N!14HXH MQ2_"%#OT/NDTG'9"#NZ9&SH\-JJGC%P.LLGQZ5FK1N1RWF%*ZS3QC-<-+)V6B M.7,]GBK,U*P.1U#$;M"P+&I<2V-47

N8'4.FZ#D(#4#DTMARWDFGK9% 9@[H M")@.41L%IW+Y)6R%+M]=C6H/2<+X>D-:A@GXGWT;"L)]IMA2>X^\]B[C69GX]TI<38N8N MK:!/OA^9/]N2L3O$W%:\(&^8:*&Q6-
GP,.J#5:5UY3X1ECO"H0E2H^"K'TNL=++WI.NKLBL;0U5,#59 M7J?/K&R*?11@5*$W8GAU^?&Y5$LUUJ+ZML:%)3V):O6IZMX4M7I6[^H=90"K
MG\K0K@:!EV)'9F5DXG+MIR:T1XFDK;>1I^U.G4>ZBAOV6#8ARF.![C^K73_+ M]%\L]EZL.:+=K[6-?*WL 8Y2K7-?R3KXG>%ARE;B)+J3Q Z"%;B
M.RH6X1!4A@DB;394*8ZMN?X:[CT $RRN11/ZR+[R[)6*[JY*+_;MFCJW=GC M5ODZ5NQ\%5+_':4-SS]MMKHXH;X(RIM?SN7F(7^Y**6(5WQ,^CHZ/"?C6(@4 M^U.4-
+:J.%!KG(E6]@3(5CX*\4H?-(KY2]45!5'@FWZ@*QD6I2X7GQ(O=A?8 M:N[QCM/!29W'R:T\3F9J'JY%&:,R@4Y?;4>0]58:O=T$#JL];]UK]K("\3*D MD'7F!51'#GKV.
6$[>RBDXY4%U!J(J,58JTLI<[%Q&7Q["@F+4]YFU<(2P,K MEY#-'!/0"]=Z@2&4#-JYK'8QZ]2X)Q&C>6#X876OG&L)O$"R?XJ9[+YNYY=F
MXZ0@FBM44X+ME0B2HTB8@)QV%C-^+"FHT5/X MF8K^:*$-"EQCP;=;LNN*:I@V\:C#"R7[)*BLHVM6-2QM&F9971V"%$A4]'1NL@8? &JA;GJX6J"A(\5Q1-P8BHQ!K('/8:1LA
M^R!"ML>"\BXYN\H"JU/"5LM]'-GAHPSMJ'UPO XE%#E/'"S>[NRW#T[@\6O$ M!!W;GCRF(V"E3"7QK%:51?5 MC6U>L2'?U6K:?91OF?[JQ8E%?
2NENVZDA[6#OI:36Z%,6Z65"F9Z)M_2^! M+%-F^M!T,(393NP6ZL&&YR'C;S"$08FBKX-;[0XVH$^!_65SC@9[D\=CX6'? M>373)OB09<]TVENU*
<8&P/;.V1.SU"94@.U:*WQ%5"^L<&9;RJLD6-72S6&H M,#?*^9Q(TE*ZB-KZ=9GG&C%7_H(:B>(""@E"%KJH7BOD!&V1F[6EJA(R[>YU MH_L"+I]TJ1L=TFWE;:<-
SSFQ)>ESWW#W.B7Q9T4--KINU)=*S,6UE.U#HKB?Z694*4;U)J3S&U%FZF8+/+"\,5)OSH/&.YA MK8K6BY/Z]T$?7BL%OO"BYU6XT]E]9I4[W?-_?!D,/_4NA@/"\.!*G@&5\G0_
M]X?=C]9@>/7E;/CEJO 2I.)2IL%SY6X3IS4'.4'/KM/4.)Y#0A5P$ M7(O.]KY9WPJJUQ?528QEA$V7E>489L%(M][$4:@A(*/L/$)LC($OIP&$V)3T4]
9Y@;B6^GTB>ZC+FNPH,_J2NDT]>NS# M3MB(.HU);S;G\Q1^U(^"U"1&JIO&Y5M KD3)_2[.MTG->2XP.YW.,Y,9%Y<6 MR(O^\&,/Y0:B1)U][/8_20%R^>ES[V)0/[+."_-0)54-
L++L:ZT^!Z?C]+V MW8^6D+6>^BU1X.K6P(.P"H!5]@ AQD=#8(/ V@,/A98N9$_[?B \ !P/;DE6 M;+J^0,NPX&A>4=VN.E#+XGG9KCWW026K?EVBT2T6.@]7]C3(?
T[<(H@=XO>6 MH@N29$>$/ - 6@HJ'&7)M# 0[/J)R S[QQ\.CM_!JDZIQ6 .K%ICKK"^03,H M PJ4$CC= O2_NWXL?$?(A^TE&E-P(M&8_"(X92RX:NR#R@(F^Q;]8J$8I[XRE!#)
<544/ ! M_%U!*H!Z)S!#T$><(3 '@2O#W\L6X6Q,4T]$BN BW_8"V6%EKZP+W=I#TJ@O M$R29N.ID@:09UIM6:):@3MWK8@LK.VU^!;1IHX//MWJ,/@94=TXX90%UJ#_#
M:+\7VWZ!5]R-(I17N3-XY^_#(%D@48OP6G!*BAZ4#LI)CQJ'[(H'T$1=D3D[M$MX'4U+&=A+)CI 3.5B.VK4R=EV:X8_H.)FN#/J GZ5=Y>O4>.I%>IA8?1^4
MQ874%U_M0B!!_;K44$HV@?& %)/X?6SD:G-WBU6S[7($6R/9FTZL&X;B.D!R M)&%,"$XW-BDJ2+]CSW;GU+/.GJN65JAQ(6VB0J(#!DCP:&IAP[@)-R.UN<<= MJ!MS,/:Q96I&V.
(37L"Y%0%VJ<-H0A#&6HQ1[]8RK%_V4J3<-\,83&P)(M-7&I@G(B7-G&0BD8\+L1D1\M+7PANP)2.*=)0LA[%^96897_?U8NS VMV6A9Y!+$"T%#9XN.6($:=5VE;8.G=9Z]?
MH4%%)A_=B]ZEU\&UN>KRW_V!XC6WC3PZ&=NU>TW$V>J"_S" M09[1C+;'C$S!Z(PXLO((E6'^<%]#Q4D0U/<&W0@M5K=\F=1HJUGRFQVX(T+O MUQT(D)+YJ2YC)2-1-I?
*2#"Q7M,7IO60S".!)(E+9X>6P>?,-4#*6FMM8O?Z MP:I GI8":8Y"XGN81VP@:;Z\<];(?+<+,D5(ABL\T$R4KM[3]]F4X*;"H_(D M_#PJ0"$#2ZEH[(0&TT5$94=!E_(0K?K29I*?
T<'8$C1B]4@:>O4M;E=&+5 6 MY !&]<(?4^!;<#=SV5&0@81A@NPBG]C74M-"1R=!*1MISCF%3'V1.KN8'A2X M[+D"/9[:R4S?]%QCB^F0YQSEA@]SQ;?;B
$A5:74$M5*4PJ"P$R3MB"W1H@/ M/?5Q*4Q8[(QE"WH?>E&=%%98I7K?N)ZG>LB0U8\U4R(:JV"VJ3&VK2[<+/EE MF;&<&YB$'*?--H
:RIBPYTX$P0L'/G!#.6MS0>40RYZ=)HAL;Y/CV!-3V\LU MO]F@/SP.^D.] N"1VM-]GP"0&.%6WX=3DU V10-4+H4-CA$S9$RH.Q""XZT8 M)\J04]C.;CIT%=.+
[:^YFR2>CAW)1I+H>":W'N:;9-0;.T1C6"I/%_+&^1: ME7F!6LI!$XGT5YG5P]GYM=-GI4[K^N@(E:)%Q96EF@#4B%06A-)-32*PX&B! M2ZU\QA:J+*$KNP.@RJ.<+J"+H
<$&Y$J,/N2#*A,@&8%'CQ,,XQ:\H@%^*4__+I_""SP$CX.>\MVJ.FQ9[6W NT"D/HTDTQL9"]#F[[1DK?8Z,34D:6= MQX3$S6Z*#V!D(B9'GH_$ZEDJWB5D3"1J?].
2D,^=PTJ%^@DPX/OL3!F*\OU M)T6U3]D6Q8:'Z*[D $WV?0I&(QA3=XB)$6[->6171WSQO:E[--,D,@B_XN*I
MI%C7EWY8@0UI7*^E.\'8NO60MZ0UFOKD:V:,/#3EQ@&HYL3_Y+OI.?K@ ME#M 3;"U.VC4B,!69_;!"^2-1TWDC;VT]LY'W;.^!U0B@X(Y8:4^ZZNOL"- M_=8RCF:C.%7#,@]5RI
3C%F';QD!,IF83I5V3D 9:DI9AU&JRX2^FXM]OZ?4 M.):9K5+EO96F*WT._(*)+)[$^>F8*9904'3?HZIP!PRCQ,#RMB[B?K82OM0 MK1!%:1]!?&\;;#*=UT<+-Q;*?
\F_)K\5.ZMA<4IZ>:D:N[-EEZN M?QUXU[+\,--++4U,C#(OXC%PDIR0"9WH+\'OP?]O6P/\!I89T"(;310==837 M)P&.\:GG*%8)9/B56Y:I$;GDZQ3:-=-'?R#^F]J2U:UMB!R69
MI<*O+)A73E FBQ1VE-4:567"H%;J?"A2RNTK>]36+!A[N9QFM)K3K&S[EC]% M,X+#M9TT"@SB#Y%/9)-(3DI5P9.2[37JAHS](QOOSN.;62'&&Q
M$5EQMC/!7F0A/2)C@9$8G7BM54@X#0NJB%XLE/B*V7_6-[4Q[Q1';WY-E_BBKW>-]<=) -*;@7V-C5R4QU=C-P]_* M69!4+Y =3T.4^CKH(D__A>:=*7=W&5G)=(X8Y^+;SH06,
[^Y9*>7M!=%-5N. MQ:R8SW6.A JCL(,+$79=_J=:[-E&YM53/%3KD,W:6'#?1 M68)FSY2AOM)(UF.QL_5S;->QV%7\@C/;TZ16C'^ \-ARMTG.47HIWDL%<@5P M :/^CVKM?
>),,C,@TJW:1TM9;)Z)QLCL]RPB (I2^+;NUB%%M(_H-$;QP4C$ M-T)4AV6TY)08.?++<]222*,1I$?AF!:8*H:SQ +[, F87OH.I%\C:J%L*A M\5W9 B.8SQ-?-STRQZ-
"KL284O]$=@RH>65RQ5"+QSH+>H2C4-*ZYH 4O1DU MBHBC5V6V3'DNG8I4X4XQ/X\24 2P;PJ&$BK2<&AQ9KR=5$F%634)_)/8-UUF M0=!>TR?
W'8@H#>)#)TWD0^]UUYN/]DWM05V.]8>+4,0R916_JDMKW*5,*_![',XQ^*6QL.+891NNU2[&9*WYQX[CC>"28[])(P\;A MC[A!/@[T9Q*ZD>-FX9Y?3O3AM(F$K*%B=D^[+
[$'@]W('@P$Q.B60.:9N_: M+4/-EK"ZQ:CG5UX=M'3\P/^+4/70]^P(F8&9J4 D&XN2O5$M8)<.R56R(^>J M*^)FV26*=(Q+I(LKC5Q:I?YDE<92\2%MT+Q^E'VFH"-
EPCE&/H,49Z68D0IE M(@Y&8 B;VVUMQ<&4\0V9/&#.YP(5224CAYAHEX04^D\| MJ76F'=GT$%&MFR8N#T^6Q)&$([]&2T9Y<%V5D"0EG0F5]$%V-*4?T95B^K5$
MS]FJ.\;ZC%5YF 1:?,54/#2,D"(60"M7*&*:+)@W8A:*$!#:M4RE1CT<4;H" MSP1TH=>!-4+ H!PTH-H:]'5B;]9EQE13)T>4?*>#&2 WDI!!7"OH M\!4S>YGZ/P]"4>3L):%!U]C.-
'%!R+-YCXU,^[F:!>WE[2%*-\VD::FFFB17 M16N2/K$T7!Z$]:B]8A22(,T>P)D8M\!4R'2:U &EKM8G*WJ,-*T?"XD";*8E M)<'YXZ/\?,NR=1YIV=8[N]LI+2-
93=PPVW$O(D3;&2A2^-\Y/?<;2%UBN L[MQ';WK;7>Y0@;OIV"NLL^+ALVG&NYIS*\F*')F"F!^[8HZVVBM%[)1%NJZ%.+ M<[-,MNSXZ/P78';)/&%O/35>1-XEHPUE#
[Y$-7G<2#7YDHQ5QJFG0O@AU99. MU':\X@.2010H-?=-G-MMV:Y4R9KB)J'%8T) T RNC[=AF^@ MS!_\/D7[2PKP5QQCTY\45',$T)[0]VWM'2(2!-U&.8.> M7 %*/;1O4T +C-
7ZMH?Y"RV-\M&B[&/X@8K!M#\X1<'0SH$2VJG JR8Z,MW1 MA/L&7TL\O9@2C23UC:SR.FZRQ)HFU,JEQR,UT%J/"3]1C[3RF5<*\ZZC8(!1 M7"X$;9,UA'.)5Z(@?,5BTXRCJ-
:FP4B6"-O$O,+$DR#J*C7+!RM^;IC&:8F2 M[0%C!X,^2=&7)9B-F2FR@O%DX&[2-#H=O F$2A*6,#14C6N'%%B4SL!2F#'@ MVC:)9@E>1E,CZ?)7@JEY9<#SW\X_,]-
XY>15(J)7U?@@%8XPUX^B+,BKR\I<:FD$66&O8H M**)A*.CB"2D5A#%*4*O*6:V;=4I+4$8<-A+RY+JM^.D4)!8DKD:A45P(^A$Z9R(3-Y'+LG#KH2@9/PCVPD6LD""TP4G
M^H28"]+*Y3RR)I[EOVD,GFN(J,]AI.+_H9"9'TYF[*TTE"^KLM(D#1P/X[+9 M$M,&73:^M@*R0V*[0=E0\B?3XDM7%'3V:1 X6",6S])HX01+5.@MJZ!QLM9I M-FM:61282
Y"#MTVB'0Y%ZJ3778<()W07!EE[=S"0U M7F&Z.:H)]3')U?CO:Z19FWTZGJ#99+-96".1<,\P* !D *1:-_9/ODI#UVDQ M*IO#5G,ZW):E.A[(BL0X%ICQW*MONU$FN
^J*E"M^>WV:>%]BM6JW8+TM8>I0J2*_%U M(:4A %4;(+/C-G<- "8!FHI&?T5+4TCPA !K+SU!3M0@=%AY G;C"JE1F="- M:7E3-
L]%O>4U4S!;8I0OT#*4GGS5UJIB%\G/J5S6+)6A798K3E585IE M[8RP3 M>U403MLE*S+(99QL51JYYO1F%(QQ$CW[AO '[3$]):JB(6OP%NMVJ><>C;5 M
N@A0R3#7']-79@3"ZN MQV-W]\Z,.^V\X\I;V= X??_=XUF=WW?MR?6GQ@<' M?QH%SA+^WRR>>[_\?U!+ P04 " !L@4Q:-*/_;.4V HG@$ '@ &5X
M:&EB:70Q,#=F;W)M;V9RU]Z5,CR;7O]_=7U!N'?2%" M:)" !KKG3@2FF1FN9Z OT+;OIQLI54I*=ZE*K@5:[Z]_9\FM-DG0#1*+[7 + MJ99<3I[]_,Y/DWP:_?
S31(KPY__ST__=V0D^)L-B*N,\&*92Y#(,BDS%X^ ? MH%_TAT>[_?V!#'?][X[W^WNCP?_V M?H!;X7*^)\OGD?S/'Z8JWIE(?/_[@\/NNUG^X4Z%^>1];W?WSS^4KLSEUWQ'
M1&H<#_K(S$E,5S=__QXV:RBRXD'?!53(5 M\7]T,A%G.YE,U8@OS-3_D^]]/7@Y_7G'X]F'YT0JEF9\/*2S?_YV_M?SFZ"W MVSW\Z4>\WLRJ-
C=OQ$-8/YE^]R'O5X9\6!URKP]#_G1U>1W\ED0A;'_6"<[C M8;<\|@T<\|7ES?GI67#Y2_#KU:R=;G[G4W^"327 W53,1Y9H;\N.3;/)KMVGKQ.. XIS^WKN5,A$@\ M.Y$I2,?
(@9)GB?3]_B"6XDK*2+]$GH?_ZQ9QW&_NW?<0^Z1PY3R MT+R8?]WMTD_YF']MWZW?[#;^NNB.WO=]OOZO>[QWO&#'OOT@]T[[!X?]+__ M&G1[[PZ?RU,?OE^+!
[NW]VZEI_Y(=,NT"ZXP6MV@N/;A-4*DE%P M);,\54.DM>L\&7X)/L=XLOW5HV_<"DLQG."==Q,%'U0&/)5-/"#@5 XEL@!@ MJ?@ ,9O!DI!^=BUS,_(8OP(]B)<(8.MWG:039
7P^/H[1US)ZAV4WARC#(J M#A4RZ2S(9!Z,DC2?T,E1,?VN^(:6>=!:!R?C5/*[19[#\.$B? (,>,.IQ(U\ M(^@%UQL7#%EHE1!P&U5LA*I>8=@<8"I',%GD]=V)5(9EF0P%/2.Y7)
()0C M>)^YNN-MOOE%;S!)%:"6* HF D@,O\O$U#UA*D6,HIYO +K\%?EJ<)$ @Y)V MZ)5E[0;!C?U6X;VYC$-X&M#&+$UN52B1Y((XB?]=P,Z-%/P6XGQ2B;0YGN[61=.F/?R.
(,@:>DV4BG>.>B=M$P>:)KP%LC(ARW(HB1H'JC[OB MH?#U8C,-_:[^W@Q]0;ZNO%=3E7=14?9T[[=+5[WT/HN>)G?\^=VWO'Y%LX9M
M_K)E4_86]'9K7HI^]_"P_.BG\276#FJ_HIK]Y4\'1Q\::/Z!F]KKK[*LVOJK MKNQ4A6$DF]?DN(__?1S_*JP)CRZ40VWVO2?.@%?]\//_/N0_=DD?D>Q?+?VR
M^$9E\8U\GP/Y[KU[(U^/?"^*Z0#4#M#PM/VT!AI^Q*5]+-_>*@>AD=P[058, M_@5*'JF!(8Z/+;[,*/(AVB)--L"W;6NTQN)5$FDF6_T M>B]9 6B9_XCF,6/N^G->G,O
Z4YCA6,B6)/H(56;=Q[<(F&&;.^LE%S[A]T MX=_OR_R>U9[WP+CY=P$V!9@=SD!Y\?N.&NR?5V%H+^5P'[SM\VL\WOVW;7\5 MQ_O=VSZ_QN.]]
[;MK^)X'[[M\VL\WOMOV_XJCO?1VSZ_QN/]9I.]CN-]_+;/ MK_%XO]EDWQXK>!8;O?NVT9L=H3EX\5&IAR60E#->6R M5@.K.3[XX5'>OK$/ M*H/PS)*,*CK?
IS(26#+>"LNCW[SK;A&#+(F*O'Y+ZS#_Y^DCCK&02O%E M1XR 6;P7T9V89S_<$S]HR5N?9E/> %3> %0V$>KD#4!E?=F_JQ71_I52?15P M11B'R$$#RS3D1))B'K",Y#!/DU@-
,*!B/-H=O'X8 M%1E"75#2NL(MP">')B>XTJ<7-V(8[^4+3T.,:TB"7975WT"M_IK"BJNMN0G89C*[/O5\K\$,FQ=DY7S1[X' M6:P/V&"OO[L;_$VE@WGP,?
W.>K$VNPWX"JQ(ED0J#'!6'^YQ%E_MKK'N_O/Y.G M[AUUW_57B\G>[Y7[A_>*]%9%1=ULZ?=6TL2_H\MGC1ZYU4 13FQ$<8E:_G D MPW6T'EF:[-=O:3VRH%=&!T.+8$T;W'$,
[H7 3X_K AOS\'+MH#R+)4SD3)D MUS")8XW292.NJ1PK>(LH?WLMAT6J"$@;0YUG7X<3$8]U%#/+J'O*HP*5VR6G M)ZX5Z;<'UV^L@#6D@#?I,%PJK'1@=9
$M6D+ST>ZF4TAUJ,7^8"(;W.;J? M!W=W=]U,#KOCY/9[(%=NBN+UW%,+5_^//SAY_6G(VY**[Y5V@>N0@:;,I_F M/H+!R3].KCX&)[]>G9W]
<>8%J9Y^&DL#:BU]!>N]_4IC5B"]XOS]SJH\P;]) M8^4^L9G<.VB1U(_?$Z9W?Y%&HWW49F"K+9@5:YC!19VKG-+B9TW%H-#8WBWK
M6L7F*>C$09#+K&6U=D%:YSHS%6[6PFWDF?#S$#=PN7J/O5P+A["-1Y/36REI M<\4N65MT\0:NYJ81WY,TZ7K6](<&C>FY!C8H+QA8GQF8FIC,NEH+NLW:];4+
M!RN$O;SF%;KF:6G-U_LY/-YDVXJ$]GBM2I\S M3UGL+^LT5_]]6T:GO'> MN]T/]?__B(TV6:AL#IO$ 3\1B3=O5K"\I^E0S&@N6!3'(KK2Q]2V+A49%N(Q M6\L*U-KI\B;!
[7GVVX_&/1C3-QT66(KNP=K.RY;8;J/9C1/K.-Y3CJ# KI[" MM6D2K9-^M40G&L1>SK7!H;0U%&W*!REJ56^W@MUK<]+N5T5'E:18O>C=C#]Y#QC!CZ D M9SF<'"6B $0_A;?
T0^"\R3RK/A)C7_I1^F2:*TK->Z_DN(BXM&_%$X@RI2EO ML,49^IR/Y.!Y'P$156LS+!14>Y5\;918Z>]YI:LN%!R MSZ-
:C3:*G0$<8X7O;&C1]NA*5^]@;WTDJUI)MH@I'@NK(^.Q8$:#R^5SEK%0 M\:@ UH;<"FU>,BM$QLP&KY[*$+,7HKG= X$3^89?H^<#"UO^*1@-U3*Y=A4
M4@XV,^[+5PSKLW:0RJR(Q#Y57"1%AH2DDA"'A?VO MB,K@-7'0ZP=3N&J2<TD\HQWNP./'TH@6I!S:!]/ M,15D%HDA.X,';@;IGV?ZR6V/RR>(WL!/U-
7K@EK#J="@'4RDB&#P,W0!#1'4 M =\HI[,HF4L/,:$!>4!?E*XH9Y^6(M,/*,^_IHFQ9Q9M9P;HOALC$,!+PR$Q$^#Z3Z2(UH%74;4EC-@S]OD_3&
M5J%FH*V"ZROBX&3!78J:.^5=9@17L[!7*:GJ]@IS;\R.'^WQMO;OB#U%;F[H MTO;FH,DA4U]!*=UZM[L=A&*>>=B;E=L-PHYY 8YE)%3$.L:P@%E7[K#VLDKQ
M%7OU5^#SL(VJ'6UY3J^=8 >,I=?ZMXV(1 M.%,&O"0;"-QZV [F$N1LEG\X'C2.X_#;$A*\W?;VZ.E-8D:_JAM:S<2LG6C M3\G]C@G8X<44_8.8A@.'93KPU"2!)(^^]
(1=ICHWP'5IY;1![-$Q=ACO>X[MS(KI(CZ'V3]TN?:;T4FR2D9L>[B/"F"M_.."ISWPF'_3R3W>7_GD;C;%K$XR MGG9:#HN =7Q+&*
5I73!EB$*8DRD1HXLI*C%V[%*T/(%BKW;^\N]5D=^!T\: MNBK8)TF>QU!E0UQ^+ J'G:#@,^CB0Q!V>/;FP'Y>YK2^P=D$*4U3++*BP MH'*QE0\F/OJ-
&DK4<#]BD%_EL,@UU*M M92-M8$D;ZY*4WF;#$U-&4+[RA%: MK[3#P/.5A)T"T_!1U/G#+E;,+IUT@YZ# (]>]VCAKIP-' Y9RB?K-,((4NW MQ=!U9A*(W+&,92HB1'&5:)S#[\-
(*$S7Q,A1EB\[*1TZS\EH!.PV14$,SQ[F M"7YT+G3:?[@D4@*CZ@Z6V3+T,I]XZJ2J-=O9H^=E9[?%=S?%ZB9*NDFI=5@6=E#_EW2?!Y'10[>5X4NUD1
M122LEE!BDJHQ@L>#^MU66\$E&,9@;HV?-D$!C?0 MV)"6[+8V^WW8 3C&-,>50R&:=@C7G19^*F7:*(^TB M*B;[;X27'$U%&>B#A1]N9:PD]1>)(^X0PJ2*+EE!::!ECEUML&
R;VSMA^U5 M4:MM.ON*/1V"NPD8T2[!#KL[#/UP (X6Z*^C#:48Q4&J1Z6P T3(-M0L*E"W MMQT]^,_Z=>81W2#XG%FG"=KPIM
M20WG@&'CQ,E[$AIS#BP]W7?"Y@=ZXP2+ M0HHTPDPD8 Z(-F+GUEW-\?KT9_I):O^;CT=_K>=CV88_8HLJLPY^?C'^<7Y M]+Z
M!3)J@QPEPJF*+2Q4I\IRR>$PFT6F$52I54]&W%T7^W)Z(S!]=B/S:^W3.ES0 MQWUN;I,O4N?7FO%T@Y.(_MSF7_-54 =VK@^]HB!^ MQDD28G:#KQ?I;C[85XK[_7
HN&)DU/M946R8LF1H1))TJYE,,VHK=)& Y#+! MCO(X]%+_-:%61688?">IAI$BWQW%*O%E0]Z+TB0;Y"'-NCQ)6GP8VLRK&FXF
MF4XSO>BQ5IH//1"I9\,$PMY2*;E93/GFMS,&%GHN_/BE605[W5X;Q5AHF?)) M68\F?NG7#[HB:3^,P&Q'#$EQ[%2!!:K-V.J,@9^8)YC0?F&#NFR9+D0@*+V+ M35(63%X&'-
SFI=<2LW56:1"<"1 3^"J_[9P("+F6@XZ8WDZQ#\'>>2]PIBA) M/4E##FN:F-5JTC.)9;#5VV9P/\HX1-O^V^HQ7]XA:36=02;^ 4M(J9N?Q)R6 M]
(IMEW#-1Z;:!5";8]JR(N5E*K2:,C5SF.DY;+$:0"E$6CNB^B'QE0ALPD 9 MH$R1P;I-FI++(G,D:R)*QE=D0"0-H1D_.Z>JR1Q,;";+D;NM8RS$#(Z2<8;"
MHW2ZK]4V*/^#_:.8+I(7I'FD:'SB?.&.49%3\J>YB"U2>P4>WY8 %MZ,ZDF> MF6H2.+5PMG QL(J-!/%J.0X,6MC%QM[.KIEC,1=&_\:%2DHJY/*=#77H4 8
MQMU$1A4TY2D_;!ZHC^,5(K@542%K-3&XL*G^K0P$>I\];&/0BKWPY18?&A/QB2VP;Q0JSZ/&AIK0B M1,1\,/2F2>'80'E&,Z'(LJSH':C@D,E,BX-*BRV;\)+TFG6T>D)>^YQ Q[I5
M29&!?+!KU !V1[(8-E#K@QDF)3+Q*POU#QV)!M#&6:?KR1IJCH5Z8H4O2T? MIP![6&_K;&R[)!W<@JT!K\@O0J7!'R+] LKIWXD_+UE0H/N3>*ZK8G /1RD; MXK";6OEB"E-
"A^O*)8H!')-/KSH\()K?)E'7>U[8!]6<*8*HP=#5VJW+ M-;HC]I^9.^+T\H]/)Q?_$UR=G9S^]^?S:P)R"J[.?_WMYKDX*)ZY.-]?P1^Q M@(6NU^0ZCST,F97*>6S]3F9=HZ8&W]E?
84%A;:J;[QAU72=&&M2/3M!< XKL MT67Q=0"JU&X;>QTS5 M66R)B(Q-%%IR@?V=Y 3]+:H;XV MBX#:P?(T3@?Q&!6I?&VP[20$@^7\%>P+F7%V.'+'S++'8,N4.:=RC"H<:6V2
M>"Q!G0FUJ#\MP$@$X%\0DW MGRS:B.:S]>KY^O"Q^?]#N/AFR9K-0-JXAQSQK>6"FLV2LV5%5L7K&_L)5&0 MU;Y"[)YJ7X8>N^>YO(5]7&WZSJ!+65;2_F]UL#,'SB!+3S
M)#9.I3?-Y3$T%X]2\?AM<\XWC?[)-^R)1Z>+?$BPF;]X'EH=ZVL:-R0H0(OLAT/;/Y+FN0HR RJHXIO)>?39MKRU9/JZ+HT%KV\N.(V49R7
MR*!HD9IR:@>05\=.#1GU@'C[%*;CS'[:;)LLX_9[#/L76Y*P^][A4L A#L6[MVOF,JV[0(/A8I$93T'AMDC,'M46.M6^*@TA8E>%+ M6O#%T3VR1:QCA MT@DC8?G>
[VU&=/0&57(7DY&7"WKJ'[ES=^18'^8EYBXS^N31#]Z:M\M5S#YB M=TXTYU(2^Y?#O.?=YM$Z^@&%$@)E..@<#@ M.:&E^GK_R1U^\]T$RZUK;"\T)\(G2Z"R"-
'8>GU+8#.D!YLQ>S]@7;*&;=B< M8Q)4WS71:%$:[@![IZP$G[B5)V,*!'4V-\:[D6+61GB7B%N2:%AOX$E>FR6- M9BVE8'&"5XI^%; +$A$:!3Z6"-
]%T,B)D0XKGTBL&R,Q[#'H2(Y!!DR1>NJ' MLNHHPJ3V(J5#P>(#O_P74'<6\J!=],N;WE@FXU3,P$C"*8D.G@>M66 *_#"9 M$4NUC39TV;>W%KK_)5L>
(8=)O$7L42^.908CF"B+2UBPYVT! /L;1"JD7(Y M?*#NRKA<$L!)Y/CK%).^%3NSO#<^=3+26O7PUMSB2]N@2>.0G]V2X+A(XIU3 MS'0U>8\@!SYB\:D:%"Z)\
<06"3W2">YO%MY"?R6&LMZL[,^F0E9[+6+&A 0. MU+;7PJ4S!THB?F<> :Y@^AKK\", M"BZJK<-T]Z $3V*5%9?3$G&V1#&6JY+.^H$?AUP+.\ZW!Z(&IS1'+V\WDS" M*JE
9+P2\GZ??XF=QR(PV@QR5FGFG6@64 M [_-F]U$7@%>J:MXK4S*NF=*+7':%)-2K[9*:K/O2[IWB(]0-VQ.,V=$;_6$ M7F-P-LC6@?=IBZI&:4UOL*H1Y403= M\J%
(?.+MF'<,,8X[%1A!>S/\XN;H++7X+G7<=]L/^, MRJ":I=?!9C;V7(#ATTQ.K+INHE MK<]4G4?5ZA5I:\^Y'-:+/+I2K)8R<3;]EKU!5"J)K%O)KRQ.7#BT5#FOG6A^ M?*
<:5?.#:=6QC."=F4E6G.O5!=D*2U128N17K4:AN>2B6[J^-8@4X\RA\$L% M^2[@VV$$\C;THFW5MY>F""/ %0ZB] IO#9J& V\!I2KVWXQ55LT5N*I:?^NK
M(SKVY&,55&Q.)!B$QQ[)U*_<#@VWK4BTT+;68]-D'M$L^:/=P9[I:K4G;._M,+C12_N)=+L-3!U?*X?O;R*'_RL%%,@S?NDKPDRA?%)/,8_(F Z1"2U6$QO M(F !7
.&@A$UH,@G24J!DU+&H4;'QX3K*BY^*"G(&YC>TE%DC$P=S&]L%E0U MO.J%_%[Q8],AMJQ#C"ON=;$ M*:$\&P/P96):=1O-A'+FZ%+\
(E/CO6ZR^SAJ1T9C03XQSY$,3W8W^5W%=/.O MP, Q-@@N#Q "3'7O))CAK[WK@:73@^!/&BS,!;3IO ,KAMG*%GQTO%OL48B MYA8U]2MY8[YEYKNWB2M7==2U
MP)WPS4TY@92*I)P_BM*MG/:G]2@.=6,[(8DAU*@#"Z(C7D^:4UKXG6>%0*$YKEWD>P(W=)U2= BK$JZ)/")XIQ9E0+U$51%-@<)-N7C M4[6TIFRB45]P-
KFTB8F]QW7=6=FYB;G1 P1DYIH\-FEH@ EV/TW"N-N5$2ELZ1M=3Q* MC7@2S"R V)74T*A>:U3\!]$S>?8JMH?>-'$4*D(O/V*1DB? /[DB.O0*7E-:_I,:M-
<"];#LH,#MU+11TVF09U%KRCE-\=]48J)!6'4H M5;,KM\2HSX"KE5)EX#X&HQT"SRGBV"\Z4:-NE'9W:C=2'[. /,=#TQ(MNF6>ZS\I2M07/LIX/
M6G>;>7BEK"/.Q#Q-."?,SZL@M#I,1YB;@$3-IX)WN&8;)JG-Z! A#!@-'M>] M8X1.&/9^3;,2RS2J#VEP)7NI$T3)4*.W&[L)85>W*OZT9,A9ZUF1HM*S79IG M,@#B-3KZ@GS.#:
[\NX$Y_\.;TJ6=TB8D/3J3@95KD7+[%5248YMUISVEGF:, MR>RZ69>%Q*V9WM7@3LG-0(A=('<5T=O;U]IU M:F6*58T.RM>JZ+;QZ%:XZ),L@P$;1>A:)_YE"9#*<-U

ZQ7P@^N^?40'=N& M-#T(<><.:N]>IUQ?*>:VFBL+WY(L-:"PKGI,41^I=.JCR^BQ>-S9W(N^=+)O
M354)LEB)W2QJ59"N3D;"F8%#7$*P;#I_W%QL@H]M0CYND18FO\D,T<\3)L^! M9\GB-PQMD6N@U)FF"I@58E4H6;:8%Q_:)R*E9NI?;Q;GM>?\L+MDTI\S6"E#
M$2:*C_'XHP!96.UAH5"T'DM3-7&*6;O1T^*35!X ,6#UDG9GO!U$R*R4]5F M8EY=9)->.^*(:C'(%%!#JMA_1NM<7MS&TC.7&FOTRQ)0/G&X$B#R MKBA!8N MI*
[)75JO!C;EDGK%(+F53649=A502$YC-6*NBR.HA#;3*6' 6Y]JE&09I_J& M8BK&TE3:X HDY;U\4P;*RD!K#8&_^9B'3?NY 6I @TY)3GX&KF L"3[/CC-T MN'9DN:L793*?
MUF2^C5?"XX#PHY+K*RS)IP7-W>)\]8PTPIOFV"N94EY,3]/ M#6"U0+_%-DD8(>BVCF104X0.)]3[&.F5;'O]AKH86")=9$?W3\0H"IY&_2#' M1NC,+7A*?
5B>1QRKYJ;%E*S.@J(EO@69,O35J&2U4GVM%XT81@(4VE&E=1HO M)8L/BU*OE3?6XG#\^!*=B1S4\H%/_WM MY.+7L^#\(CB]O+BYNOS]]:!7'R[PSHWTN4 #"JR&*?
J_3A,\!P47UUQ[M3:_ M>!@@ZQ$$5;@L86H\X*#BL$'#Z2S)=R"FA^T,%*$6"=MS2L8FA0F5WS*_;'&A MU%ZNU9NL2&^ILIRK\6$QZ;/--B,?(QB%PXD@;9U*>^;<.R?UW"E-Y2@;
[!P[MH62Q)-T,5Q@L%Q>&(\ N+6(29\TP:[C.2/P!-TPFZK>@A;4RI*8@/*DA7$;I M>SE9W+2K%S TVZ?)-:.R1\X64:UZ-]TJ",< 09<@I@G6(UH-3JOO5RM:5YC%XY2 M@]26MG)-
+;NV#. RS;I#?HZ.-I'+U82VCI! /(;)=&#P ?1I]0;&>P3.O(H*'S$D1HI!W?"*]#V.="=I^T35[@I@<__BA)D&IE Q1I8#OY'J7FGRI@U^QM & MLI]B@B';-J,2 [%9-KK]KF7
3=S7W:2'8S./RZ\WS?"(%2SLYL;)C-03V8R6 M\1%:!XP,DJ)5#4V+3,V3[5U4'I8=$&Q)K0E6K5JXIB:\L8 '(ZE]+RMJK0IY M:RC&5\CQV#T+I=PWL''<4G'L6JL"GE)E+7Y[!%?
5K&$U,$]N%HDA/^7[J3JE M\RI*Z)VF,(&2X%/-Y64]0ZZ^UN@ GAZ2*,E I-%Y% 95C M&9IM%665#92& M-KRXE-2",ZXZ55:#9JUE13A0+H>QMD0,/J2*$S4V=AXQ/]:;5>?)=
<#.YE&8 MWG[K5O1>I [QFMU?1_,_77R\;\^7]\@',)U\,OEE7:"79,7[.33^L3>N+19&D'LEL![F7LRVI!-+)&=F>9VS5/M.&$YKHI!3F8[1RL"[DDB%
MFE4!*TW'(M:)%_BWBH&*9TEJO]"P0=XE9>=^1TMPA^W"?V4^?#@)I.]"M!C*2+Z ^8&*@]J!IP5B7\/4 4D:+[YF@_ M&'WC0,N2UIO<=:4R7U8\,Z\X3JNBJ@+R
M4*&F4GZ]P;$2%O/IH5RB:W"BJ/GO&[Q7"[Q7 XR7+T0*4KS*2 MBW>OJ8S \NV!R!3EFCB0?:\%L1V%K=?4?9R]@@M2_!/C0/$;/%/^A@\:5YN+ M6;=:H^<0EF2U;L\-
C*$Q(L[N*HT3[+46%^4!C'#FG6"@XM @ .!#Z,B]7^ M-6O%Q\],*Z;.R=?!"?P/U-_+T[]A]'YU=GIS"9_._OCT^^7_G)T% MJ#1?7EQ__OWFY.+F=91X-*NMU:RM6A^A_ >-
<&7:*,^+"*O/LY65DA'ISW-,$P>IA'6CV*BMC'M*77OH1\EM>4])< MJR @'KXFR"5B919OLVL=>A4!!0S[3*/2UU,9Z7B1ST!#*U?S.OUQN)PH?T3" M--6#Q]^ER)-
]8'0O4#^0^1WF_K=4WS0U.JD-V+4O<&]05JD1.4E1HZ(PY@)M M!_8K0CQXQBL&,4'[C?VOQJQPUJ..F@(XQ.FJ#TLID&@(&G>>'X F:TRCJQ,Q M-L^8K
D8#7J':"GANSLQ=R7'_/"%-3>,.UZ",6];,]L5PE5)O6;YU]M]9@+P M][-?SRX^7K]V<>;C ?@%?Q1C0%@%LA2HXSJ($5/BMA*D2!FMHHR$CGF4R \< MZ%+FJOS+'M?,A]%K4?D-
]1(XXX\TIE&/M%UWH'#*;3[K%'O3LOOW:BI9*,3-*=]1&G%E^0#025 ML7W!X4O6J7T.W!9IM_,U2BH,F3W(-%PRW#(7'EX #%:*/OAEX?XM)8PFTSF M&N40^"88D^-"L?#C-
-9^*;/GS?,,%JK=6B9F*-D_$I0 L6?VO:]L1)!D,VJU%%RR@J&]50 MP3;)K$>CCH5*JRK0F%!=<"FE4T0_P):,^P+4[0V<-EZ3Z1(M_6UMN0\4FFF
M(>N9BC,*IDZXD5]+KMI]*%V#%.N^EYV5GA5* >_V)#RJ!.W<"7M+TR4&X(<. M-D&:1S\1)3$ F%#8]22[^J_J%]T#"K6)H8!N/UZD0"%=?TY45"])63
M9&NQ_@FL=L@F&&S@*5MO->N#]>5SC:Z@4Z?63:UU?=@E=&B@LG(T%%734,N M93]EI6 =:DZRO1XL"[NC3K MTC%3.E=:'R8'\-I:WF_[,%1:,"Q K;5(X//EA]&F^K
(XFX#VLG0GK9>QW[1 MH'@IK+?(>#4H+3ES2!_E2=&,L'ERDF+V'0*R2-T0O)0/9_%!K-OFC_NM_#$TH5/D?C-)@R5L"OPE6WOIC!^&
MTIT[+,@U[#_28EI$NA\WDQG&D97I3VYA1\Z1-C'GZ@IUX<)%C74&QAC9E..; M"^BHE!79L9%TBQ:62!ZCC?QX@-3&K&[@BMSLF#BM"#DEM^:+:T*V?.AQ*$VC
M(2YFX#AKX%,3R?EJTB$,"B04#8\IY1=^M24KG"W<@1N#>6G*HS*7GZ^#3U>7?S^_/K^\>"6!_]9-;'4W M6VUZO5+A9E*IHEZ@POJ)"XNKNQ>G@1TV*2:-
Z"IQ8AP7>K%HA)0(Z!+],6-. M,_IRRO*&>V-\F.EPD@]Q;*SMS)8JD_UFF/X2F^Y,4.7$OGLC6WLVKI%79F? M=F+#JF$>&_9&?,LI>,WUWL!S6IU*%V3$4D)H9=,N1G!6CC1)]_'N
@,>FG) M<<=6A7N'*-;ZRM\94+VA/J<2GO:0G,H>)K+=3%(CH=-$2L:F1$Q@V9LIX.K8 M!%Y"_=' QV#HD1X(UX'Q-AT0>CF5:8'F'*MLPIFG\P#LZ5"A =K$@)*:]\W#
M]=4=*=%?81B5R20>S%E%3E)C,G*/HQ'!9QJET$\6UB[D1;7NY7637V4Z1&4/ M.S,6J0'E:1IJI$:2"ZQCX(P--NR":8X+>*L25-#$C8E\E?4;ZB1>ANK1ZLC3 MT4KL.9NG!7GT-L
T)>!KBL@CMU4$EV#":LFW5IN6\VXP-":+>MJR<^O5118CD>M2COZ2)!C MTLMHHK^;I_#*B?:@72%"=_*ZN1]6,FK'M@\U"X0R!BD6ZP 9XOE*ZU?:3437 ,L&
M/LR^R5%=!S"IW35H1*I;RG1;'?]Y^A!S9QF>:4L1E@T.M53\Y"UUM7=)^@47 MSRQ=%:W0VFP@@7@=Z?R;OLX&_K=[W0T^)5D>7.I!NDQ_N) J_4VJ#@4T;#MD MC(APQCS\
FL1JB,D.>$ X+G0-\Q"(S;!F3K/N;>OM'JTM MWWI+;+=M&[GL$8.&X?("K M3EM4V+S[4YJ0355D'=L(!DX;Z XU#<0ZU1RV> N8@!^J[+A8[@+>+2T)XW,I M%]F
(E"BT@S#P'F]TV>]3!/?9AHOE9]:6YR&?A2FH3.L6AJ2<8!+?9M$M[J" M4RL^TIF7!,=:;CG#8\CH^.D@+/=92[B2D,OW,;N2%MD-TXQ\?@\2X-PM8@KJAM(8M!].P*;#*==WE_:;
<<:^\52*0.\CZ]..A"79P@FZ M!-0*:D8)+8,AU,SY,*14V5=JG7(OZ?#LNH2K--MQ\4XVQQE(MT$:5K7X%E#^CV//,=G]V!1LTD2
M2UVY8ASIM3DYQ*RG33ID)93:S5LT=1T"WH!.S2E-A$M.UPYB=C]&M3.:P:' M:FK]X]?+-XYV"H?*5ATUQ'@M!PU+O*ED>S[^#&O;P61TFWR1?FC95BC8+R$L3NB 69A]Q?
H6F;L_AGH5*P,0HLJCZ=A*VHDY@Z[32]PAJ2W M1=^T/=W@%T8(:F]W9%?>UR8R2OE"XN79>M,C>^-W]E;9!A'"D M0Y,"$\[BT&!.N'N,D>NC:MV"S LI,TS&U!G
1&W8F)ZJ+%/\S5O0;T'0;VU- MM]:;/W+8WB8YE^.4V'G=K;V^ ,!R:\GZ1CEZYS!W=([5EMHF?DNYM'CM&!]9 MPP?P.C<(C6'B%Z!&($E-
SV7,]FQJ"%%"7L:KMA2\V]5*L:B(<^P%5@>3:7/Y M6@ZND='TFZYX3J"UN9EL8E"IA(=B*U]5=;NP%HO:SAJ8PV_LD<0Y.'OXFX#> *E0<]2 MF>OP.I
]@HU2:@#M)LO%!@BOAJ29,4W.F3\F[DWYY[FNN;J17P4<)'3#GG0] MH$D_J1738B,U1#C7'7I(6D3< YA.:-6/_*\B55FHO@TYY&40WG$;X9UB91IL M-7"A=8=CJK+(JH,\T-
M\/(\\FHBM1INA3%%LN2R^V('YNK\V2LH>(- MK]R*NKMMA?QW]KE$?-U":8G7(*3O,,RF5WF..5WLI*"S)#8Q6%;K$]>/53?;BWU,40L^YM"Q=>2G@O_@E;28(KJL
M4AO'I1&1+(.1>=G"'+9&>#<,!XLA,CB#FNB#VG@09]8T6=*6& /+Y"%QT-?6 M8B&G<O%U] *_3*VJHY5 CV@#6V&0?&+1AX_>#>\S .J5#D\8[>O>$)CGL?
MV+K0K5C0GZ%9J0FQHZ&AI8FET,3DQ<')O7+0DUG M93 ^'I\%_\R*S^I:\/>E*A/YTM[GA^_YWS]\3P_Y89)%RY<_1.HZ4-%?GJCS M.!R%0HS#TXOX]-
GX0DS"9^/3L],P#I]-3HY'_QX]@9_"Y?P;72X3^9 MS20^__G)R?#\/"]?+%14SIZ/CH__]TGS4E%,X>I)5I;9'+Z'2TOYI3P2B9JF MS^D=X
=QEI8PM@*>Q7_R(U<>G(LH@NDXHM\]/QJMOYO]19@E6?'\NV/ZWPO\ MYB@6)2J5]\]$8 MW_7-O_[V[L=WGX+1Q7#4'/SZ81\/SYH##V&A9+%^'K[F5FH^#412PAK/Q53^
M^WCX:SY]$N@B;'_"]S4O=7:1?WG17#-\P+4L2A6*Q#R$GL=?VX5_=I9_Z125 MQKU04LPG99;#%&Z8AY45G!S'MUO!TZU6\%VJ522+X%,A<&:#JRQ1X7+M GC#
M'P^/<7+LDB0RAGL._8]XE48;U_MW2^I%ZS5/.U_S0.A @$:(0*>4LR*KIK/@ MK9P4E2B6P?CI #7)R>$VKWT\O(#WV4I:6[M_W)ZMDW,[,0H&EH) XR?=$Q,_MO3@_/;^5
(RW$X"A'?_]/;4Y#>.+X?D(W_M5!CL-%NA*P'Z3>DLM,*8%\07L MUTJ7*E[>F2[L%K%/,Z6#[NT4'&R8X]\S(+K3$6;_VG[YZ-Q\%#T MC]&+.QK9QJDZ#$2>)[#$09F!FDX".
<^3;"FE'@0A_+H089D5\(](%=+\F<6Q M"B7^)=(HR,H9S'(A$[(28/NH:Q55(M%P77#UX>>/P=^R!%< KG^7AD/ZD2IU MH*L)K)
2!3[]P$Q(/U8'A[V+U3""$&0%J$89]&,RS,J\RN:Y2'HT0)4<,%BIL(9""+\ MGR^X,W$M<0WT3!0RN,Y*U!_P;Y5>2UVR58Q[(TMZIDZ,SM.[7*1A0.K7J%N8 MSJRA8M*ET1@YC#-
+80DR4!ZA5#"UP1S6M% B"=(LS:L)W 'F/,X*^%S!M7&1 MS>D.YCV'0>-9N"8JK,4,S*,)/&$N_-[%#P--PR2+)W"&.PSAL'*L?QX3*$>V$+G MP],QOOA5D?,6]-[/V$U#AI7?
Q7P%4Q67 MK'/R1$93J0_I'QW3AQ]YLT>S.8=#2FE=23Y#2S6GC8#_!;M(!PL)&PK^FU-;=;>!S 36?@9-DW)3XJ"R9*DWQB. [:SX"'R2S@3 M<)0=D12"!Y&30AW:_:W-
!L=;R70JIM*^%IMU]:G^I^_.GKVX4?62.C\[_:I0 MP7GG\;BBU/NITT?#'>QMGH@(3)B"%.;S"LR(_J]Z\O+C+"O*X*-(I-YTOM_= M+N(!:!R A^!NH,]0COG&U&^FP(P'--P=
[H53_X2._],V^ M W<.!).J)"65J#F9AZ)_R.+["C,-'J(22+0)\T+F0L5!=<"K(I)@NJK6(@" M/5+Y6Z5*T-8+D>.%M?(=U#^W5WO!%D\AJU27!258].%Z\=U"6'MJEI[T35I_
M(DT07(9A!HZA\0+X1-Z1T')T;<5JPB,S8+T5"!XM"C99#WB].9;]G\#93&(' M]BJ8OS':S^!TBI1,!#J]O8O1I)C(P)SA!WAU+%1B+(*YE&7]?)1I?'@D8U$E
M'$YANQUOOZW@;GV$/Q3A_G&]S_4S;?0K=C]XJ6#23<#_<\9VL3UVCU-CU'DG(WD$%P,#[<[$3";0Y.#OF-%GA9 MTV(U9CG:VN*S-$$OF".XITA+O)!L6E'Z
MTKQBD<6*CBAQG8&YA$>/WF"2?XNCH;]"_WJ]T/\D/N/\U6= \ 'CQ9A2%\:1 MWNF94*O:..J\HCDX7&#Y!6QBD-L,)(P_2UTXO2/^\U5QN@&&&61>4BZ %;C9
M&S@RU,/@'>Y>@E&*^?JL: M.3F_&#Y#* PLHR*SFD=Q+=>"MHR_?5S_1$QTEE3EZD\V;?X5$-)H!80TZ@(A MC;X.@W1^.MJ(04+LRGF^[)IUI\]< MEY#OGH-
761HKS(Z!_ND0MY+\?"?$!4SS$7E6N9;/[1\O0#'DB5@^5RD]F'[T M-?(V'AZ?G. V*$'VR\@^U^R0(>V0[\MH];N+9\.+X_5?'P]'[KOOZ=Y%>X,P M_JI$VSW1H'#^\N3D2>NH?
7X<$*1H[=D]7@E''(TVG>;U>+ZG*6N"-.M-MQVN M]-1MU%E1#V\JCR:%%)^/*.W[7"0+L=1/UF)/GPU'']X<]?2)W!YD<$^&XQ-\ M\]._/A76T^M! 4-]J1H]Z9D:/SS5G=>[81:3A]
7G! M8#;'^%@T=C9%HQ=#7QA]LPS,3C.+UOZU:5RP6\%_6EBK#8QL9[6).(:_R5CT M,$Q@P1EL$TR#TFR)QV0="HQ23!)[>5:0IZ@X_6;9G+]NW8 M_@V-
<6[>;KEAFOC!X)0JCBNUG03RSMWL.""/G4B\FQ]D:B>:@A_!3_8JD6# M/(V"5$YM2+\>MPFRUI"??[(O5#(DJ"272.%"P0/9((F7A./T[T+^MUN72,HY MO*^]YZ"94FW\$"P7E8H"
(7;NYV'&=J-WB\UIV"9B^Y9^^KJ,Q3J-VSSX1L_6 M'7QWMG^S^U<:+>#_>/B43KVWL'1IB)O$BY'ZP: ,/N>8$X=:.9G!N7G*'S1B MJT60*' 3(U4N;\R3\E]??
+.U/NG=6I.1<]]KO6+AN+6^*K)?I4E0@K:*JQ*U MLQ1%BL!K6CR*G7@!/_?E%!:51<,"2JP(@$[)"WFMLDJCUD[3K(+KHM6?K@K$ MMUCWNJQJO\;PVA]+V*UR"G8JG(?IS6
%WH2W#8S>O!C[/;AF?6H;)PB7"$/G M\WX9%$I_)N7ZI^].G[X@('E(AS7OQSK,[YE):&455>YCXFSVS^AM$TS%C3T M.Z#D:(3Y-WJO8/']U4]JG*6%?!Z$2:"*?(84R
O%J%*G#W3L!AD.MAJ=+ M_+@0"#((4:?< F/P:,_YGLG=>[D 2^S7K' %.P@?@6G*YE03H2N"WQVU^#ZOV6E[+),NM(U;(!-P2R?Z7KP926-V\R"+8 M?@@ERD*3.3")
[OO>C_M57*OST5.+J8/3228P#[U5?N5W+%_@_4#&FP5LP%=N(S,YDA. M$ P6PQ/!]=ROU4[7ZE4=)))?8)TH<&GKPNUF^S$3183[[+6M';^K5;OO+,S& M".#&;
7POQY%OCEM^XT+<_J:]_QE]VG/\?",'"E=_3I-E\%JB-T'<#!_S M[#.(4%0=7!91P7*#+:H@2YN3HO^SIW86!ZB#+IG#?J/X<=A$,N(.Y>.B<1 M"XW>%17Z1NG7M[>S6-
(/2CBE63G@6 #\7@YJ6.L-$%8N[T>,]%KX:8.N@>+- M#I'*$3!X57[W,,P*BBTS@ UD%;'5G=,Y#"Y3C%/=+8CM$1,/]4!GG0V?TNE! MJ_83".'""C05R,:\)=>U%>)"<9RP<18J?
#U2H#G:)6 8C$0@DDBPL^P62R$ M ,X&E8$VJ=#&MNPH2$6!/K-/#F3UQ.8D]R55KL#0K&)5&@'83W!O5PJ]5-$5OV^@E,#J5+O4Z/52GNPF!3$A?C>7(-,+Z)0XP
M5".+$J&Z[M-#N)?(80GR@BAFX+N$4,!&JV(PGQ]!HSN59R@8%V;5## M!"1N'C3#X%U,<'ADEYDC"EDL!(,INB=D@,4F.-M.$Z/VICF0.+5.\7Y=Y+;O
M.FHX/L;'_7+OB#)Z\!KCZIWC"X(31.=HPO,&I&WZ0>9906N_2M)B![[.F[R5 MR[-CAX>I)S'39/>/HP?S^<-H3BR#&%HR?6!TV(0 LW5:8*P4=G43V8=1/WFY
MD^J.V/CTH@89,,%6ATGG\SNY^@,\DV9RV56 0%6$J !U-?F5 %@9.\VY\K7/85+EM6N#R4:I5=L>+<;+$: LJVT6&4 M!#BX':[T@.T7^!>>,U,XU-
!91U\V:M!PR6N9(EQ^9GA$)6'V3.B.G5*V"MPO MS,F5&&SE3;$VXC+%AY0S8M V5 C:8,9UA8FR),$V1Q^2O">K'"CAFT=JIRB MPJ;N&KSCA5"E7TU_-
TF:/JP_&B<>_ZBI[]6KS'T>Z2WA^U_7I0]&3@Q^CP+(M4R253=GPX)/'&"*4?_Z<9@LNL$!3!!U]$R' U5^N,*,.V/8IR).DP=27^]%< M=/Z[[")CL%^"X5SB]W-
5EK*N9>A(SCUB/M%?>E".-KH8GG#R%,Q9<%HDN2]H MOOYB%W;KN&9?J\WZ4VRVR;M_I:Z1T1=4Z*M"8=8D":XD_'_#,[B_H8)+_VG& M;J 3"]B8>;_!P842T4J
WR_U"HJAQ5P_@X6KB0OMJ\;(/H / MX"O^YRR -TD()4/U'S0YN9T/(#80U5CKA6G3D.=WM.U]%T"L)7 MB4E"$,'XI!$[,F!HDF/\PPI^OK+'_T 2NH%%J6\2RL$:-
+54CI_M0BR']:'< MPO"0Q8>(^M 4R#95,QF"QIRS$6\7$R?R&Q,4,W:ZD=J9K./C)3+BS[-K%%E, M]D(_,SA?VT;%.Q=*DX%F)4^<-%TM=SXB/QT_;U!OESG"&M27X-U.3EO,GI?
9,/BK3!$#A11PK6FV M!J5H^LB@2N(J#3U\D2H"L"1D+])Y]'*41\&4>)DL=S*YMVTED!6VQ)KX+G$R M+=3+_=+2 1(E)BQ$LD$I/U[KI5<\)AL9SKD*.QB=NQVU0[,:
(8A1#0!E$)U- MS":X5R($%/=K"M]\813FY2[FC:B.;7O"5235 575BMTW_#I=%9E;C?]GVA, MAS2#OCW+EFM'F4!GVE\V3W)0HM[K&9?0H[Y\8WI)(#80OQY=G)P&![UHGN8O
MD3_,72Z.?^SC\=@KI=LE;3L_&;?T8/=^:RL< MMXU:'PW/5IM>;]39CR 2]>Y?.X]#C4^&QP1HL75$P8\RE9@?NDI$"C::G.>- M].:W$9W1[=5#$T#;G\8A-[2SKA&-;27A!Z9-
D0!W/C7ZY4 :@-2SO8!'6[M"&VW(C-Z;AY]W)RPS7@5_99*#[<8B,\9'-Q$!!6!IMZ,)2BCH%CT!W+X3[+ M O%[L2IL_5Y'+SJ<"NSNR[U&P E))3*K8.PD8_A1?"+\\,SUVLDEB MN
+P1XJ]]^27,*DTEPCRB8A0#:SH82-8$!>[3.&>66&FN.Z%]^'C/^"=>"J$ M ZJ:Y4#,D+/8W7M&F63N1Z_GB%UAVY:8NAL3Q AS7U-76D)S.,3.%<3!Z>KV M&@L#+H
H(IMJ2Y"H!F_0F C3?&6#4*B4'TED91C2RC'?4.)B.$)_NLY.OS.12&#P,U,N@=C(D6H=.78;?N8K1IM!S?'_C =7HI[7#DK'/SJMMNL M%@*'^9[+(RSBQD=ZK:56:(/<@E;XM$L-
/5H"PN/3'9#!P$/743!%8&-@M*0@J.L\2Q68 M.ARABP*)QS<1HX6UM)F:?HNBO6 M4FJ?F6'/%MJWA;5\,'9[&E9G*E//)=&%6U^S585^WXS#^\6\<3&OBNQ:1:Q; MY(T]
[/8S2P/I:V6QO\FH+*1JD-P:+.W WJ9!VI';BN"^;'-?MOG[RS9/]F6; M^[+-1UJVN3^<[]TMZD24MZ 9]]Z!9;_:-ZVV1NRI(9W@"BF9BZ*NUHU58C," M2>)82QA]0S6>+
<=J+:^('Z!&@4$+O4;G!&\)3GHR"$X'P1D]>71Z2O_]&,[M+<-H]NCD-7]S\M>]4=\W2?J)VG KLGG!GK8Y(>P1C,FYVM*GEN-96!$->2U1 ME.IJE*N8@CW+/EFCXQ$-KFS=7^.^-
\IG2TMM*4;;TB;NQ>@;1'"N.4%9A]E0 MG!IYSD+&F!_U>WY]P]-GKS-VHC.8I@M."X&[G_&4"&9K86EK CMRVVNEJ](%,X'U#!GD"#8WHC")-7*(#\TC)G>! '7HL88;; M'-S/LE
3;M- TXZ %)_/W*/AJ)DM#A!/CNWJY()-)N_H.N0S[D#!\VX1ML(2 M39?V7,4[WCF=?2\2P%W)W>;$$.4SS!82V"A/K2"5+=@ M1!L,Z9:$CGPTDB_+U@& MX"^-UV\YNZNV2D\(KA
R^#[C\FX3<'B5%3F>#3+P7MC3GKA#^P9.X+'M%)-@ M#*A5NB142BW 0CO&@R[;','RMEIEGD74+)6 M6Q//E,1WI2>[%VZTD:WQA(Q!+$59Z?7O!);!!9.=
(NZT96BMZ/#A!H;E]9N5 MK>?AZ:HR-A_>60JD1BUOE+___G/MW@M'P,_OLWH)\?Q[4:_G7J_]%EJ?T(: ML\L0Z<\2&4TEBJPJ@DO;00TE@<[A)9^MG^K%?0RU7#?J:>.;VVY
M7&3-=N^ M*EQ(+!19R(E6)3;FD ELT<(T!$D29\^NX32DQA\B8KSHP'8;P!]BUK=E$C,I M"6S6PE+?J\(G">$6)AZ)L[6+AL$_\#FQ*HB^+I2@9E#_883).:1-]CQ45DBA M2,?)]
MGOP.\^2G^SSY/D^^99X7VZ][_;;QC+0JZLW[U^_^U==!OK@7@]>XO7K=Y_> M_?S^\N_!AS!^_>?WSW^LV'CU_%B-O3*L(L M0#S"''Y2]S$"Z\.9(HY\@QB M\-
,]V@>:%_-8F@S?;]G"5'[$;0+_U0?*0W!!J+#.&KW_I(XZ#\GG7Y%*NX#6Q?K7EF@B48/5 :O(7@MTH4V :: MP#D)A5U-4&;=M.QBP4;GH"-Q[BW2 &/-S,BTB]6@@OOF!
[K_I<4&7=-,&V] M2[O])#(PEIH(=0MI=I9TW :NZ^(6U>KT8(])8S!?MD\DVNH=_<%X_]4+_T<] M;GIPWIP/ST]6*'8)&\>PN]Y3[&Z?=7M0/1P^T8%Y!2K3M@+\QD1B-^9IF$AL
M%VQ(+2U"H7$T&-B(Z$(,4ZL@KQ\A&0BL; 8.1-QHK&B:#'<@)%;L:GH^\FPP M;%1JLRV:]UO7I\8E*._Y]**9+!?93E9P4FDLAM-
XHWYK_E@3,Z#NFN2I[=A$6G1[YQDK'O2QZ<[F7.0<:QH7)U DE\VXPQ1 MON0VE917(NL,4S!3\(Z]S-(P"*B-6/->9@-TR+_Q/BV]-MXV%67%?9\-0GNU MD9AC__F2,Y%11("KN-
T_C"!/EDS.I,_L6(@8:37$LGZ,;";Y ZW05_=(D\#; MSA*8!)Y.=+AA& UGQ!JV3,A$7*]D"#&R8*7_&6P[CZFK2]0KI;&]F=I\ M64U_;"*TH@
71U#]_3$PH!D,,"&EU;K2>W96(M>\/@M]ZG;A#_-YGV/)V='(SLYXYV,*+[.EW IM6L M"FO\.0_%&G^B:9,Y8[%YJA_PZ0SW2QU#9HY0L:S2R=*'YZ_3#8?PNQ+<4L\0 M17#8-\K>
[Q-_MP31#DA)F^KHZ7!\8C+8]5)A5.> A1+_WM#&9+\^][0^[]<%O?9K ML_.UN2I UZ)6Y;5!']#!@QHZ$".VQNK$>B(98XVJC9.B4HUD5+FNAC5[/-8Q M*09>U"1Z#9-52KW?
I;N7A+=8]-$5'M;=\>$Z,GQCM+G?\&>O5I=[W"MK[RX]6I)\>&309$ M9IM\GCM7V[G(;Q$1[&-H\=:>-WO!HBBH]R,YAA9GO* B;).%H?#91!H?N6Y7 M8Q4?
>Z#>$PYL5LIYV&V(=<)5EX:,SNL+2JE(A[4^Y!+%MIMN*("YCQ#W'^;" M1.]FV$:F-.$^[NA"%_Y=3D42O$;?E>'8F%/U"3N,XZM22XGGO5=AXS)\>-?]
M=MI5F]YON+6,QKC.JN0]'C1<#P)I%\,1%7:92*L[CC$+\]=*83ER*K>/F(W[ML&UK+"8&93!(#?NPYD.@.A#A^BC/!@0RV"P^^' 9BGE5IV6I,Q^@WVY8O
M(D:,#!%]R*:S/$200.A%RRRZD$&%J1=#\YO=%7+=?0!WFOH/7YC& M_1$F"^X43B&@IU%=4B@L:>%@_CK&[HX532;:61
M$:^WE\:%W"2.67&G$=F'+'TG_9$^BYYL^+@$53?16UCX@P/T62#C&/&=5C8H<4HM/)E6S!3_1HRYMW!ILE'P@3X' MTH""'.W>MMR2EA MK@J9G/%Z@*X>
]F<%H(1WD3_MKE^DZK!HHR(TK)MV21_ MAV9]O.Y&K\"93UZNFF$>=JF!Z&7I1;0W\3FB7^N $T,'2*YL<[*W*WEN5,2)$
MNBC1T._,%,G,Q47C:,6EAOV]$0EV(S:H)M@W_MN986THS7E M/]XA$8N]0#QP/*YR559H/OA%EZ#KM;QTC9!,G#A,N=KRK
M@AP=DR5LV6^V7*3#N/P#^A2]*A1Y\O*R12>N?0>5@6W7RGS#C2OL=W6Y/SH> MJQ[F@8,8BUI+=?8DD?2'%%S%.@(-XB)Y;8/1\)?;'Y5,Y39].^/@9ADUQL:
M<3Q>>7S=+WE<]7']'(X=\27)IUU'>H!>9R[K@W=_^F]+56U)A_1'EX4VOY<&2 M[C7Z4OL*#T7'=Q+EAG935UV/)35MJ3^>DR6[4]X+^>'H^X%:*#CQQ,MD#Q
M;N[3\@>32=R6)"CK!VQ(N0 M(]KTN:B?5).X$W]\W=BC%M3ZZE:/OD9@QNC,!@NGI0A0U"T]-9+MJ 62+/Q\ M5.4>:[W+&7?]PL^U.!8['RL!\VA8$Q2LFBAX;FZF*.OF
^Y)4X[ML$*;FG+T MCD>#F:*H-5=LA+;;F =]F1I_H,56F+D+O!YM=OD+F6-P.2T)$^^US6+PU(#V M!@@N>R&JR]),5W")5[:TCG!7[A$$O3(I&MJ6S4/!QBL##J0S-S'(+F*X: NX
M8!_I@8[QT7U*P+RGXW>/M#CR?+R_P%02P,$% @ ;(%,6ON(3;NR+ (A;89 ! !PM]W= MUY?I7]/7!\=R[R#P94O(PZ"UM]??;?5ZP5ZKWS^0;7&X?]S;VVL.7LMCT6T? MBTY+
[A[MM?:Z[4[KN'W0;_7\?7%\T)5[_8/C9O#Z4(I^6^SUY-%>?Z_3Z??Z MP9$0G=U.]S#HB-TC>N\PASG#O./L]3A-?FL,\WS\^M6KV]O;'?
B%=WLJD7[H'/N\,DIM781R%L<1E>I6G(LYP%40.ZPI/ MZ>RWVDR#^6WBK].<.#'TH7PAB^58^OVV[OOL*?>R*3^O*[F>MO=^GJSO'Q\2OZ
MU5P*#PKO>7089[F(??/H,$OVNIW#^^[@*_0-1=8:"#$V-_1%UJ.+U0_N/.E%<,Q!6%Y==40#U[QCW;OY\VFL^OLOWER%E:-$Q[<>?4_MGSY>^4,Y$JWI=0MD6+W5\(,=^.M(
$-HR+CU]:KQ]M>A%,';7TVI+_M*L*;WQJG29P#'=:[Q0IOQG& 0R MIC_A]_H. $\^OO\DO9_ZWAM^#DQ6*$3Y+AZ[,87C"$0?;^UVVV\;<.:[1YWCP^[O[XJ/?

*41+]&L\D.8^2+ZIQ3I!_@F,Z_9;;S% MZ2_K!5_@\B0HOV*O\?;#/[__!2?P|(#>$(E!PV,.\UL#6-+K?G@G@U9?1'BV*

*MU=OVX6TG'Z_.'O7"PWW]1G7L7G])Df%,\PD(DC@_B8,SH*TQCN)K)OM%]#'L MR_1;C:X@1ZH'MMV$=[COD?[%/OAHF;2Y3-M?*

NI%_Z,$YG61GF29S+_F8014\TF,>C+]OD754WP/%]W &&_D[R,/R99=16# M-,5)7O3/0?R.X*6GR6BZSPPS\|)C&L+M\4#_<0Q/%', M3,=5^5BELB]3T*

MD5L$,D&N_SH8[OJZT;8V6I7PXOE/03?"T7:'%MZAW<5W:'=Y.W2\ MW:&%=ZB{^ YUE[=#G?;Z,=$G,!3\^$//S4;RMK6Q=)[<^UGE/ M5L2[GMQN6MZ>C-.D)%JW(;<-+V:47\!8O-Y.WK:.3X%GV8T5<;!U= L^R'ROB5T_N %@/NNP^N96]^O30 MK4,HRW$7=Y?G+N[6+#556>+4:F=G&=ZI4P4P,2?8)! $L/'K,QBX?M1$E_E MB?]M^6SVB=:\=E;3(!?\)*

*A"5,Y%]6P7E*L9A+]*U6?_:V4./7/_KE/(+ M)D3U? #69NUK9^4\?RY+<8D537OK;IVOPE)}+]6%?+_?DMQ=7D%.^MNRF_&DMQ19NUKF;]RKE;'39O7EN,RU7W16 MI*

*%BW=H]T8<%K@P4/N>Z)%[OU]8&KUCG2YGE:>@#YR%I^S4.\QQN1*SI8&UX M36WMZ#HM^!+=@/NUM7TK%OR32+_)G)!D<;&S3UFQ-EK-06W-USHL]!(I^]!V M-*

BO6_F<>* N-P5(P>6;/%%;%Y^.#O)G9C4<J*'K ^MM3ZGJ'$6<<7FBKOMYG[/YM;6KV7O=Q>MIGLN[9&_D9O]HK:B;=KZTC8Z-U>4;/R=FU=%;. -R?= M=N?*

P!"Z$W6:@E?/8QO?=R*<1M$_CP^ZT;^N=F+/F275Y]75]AQ\9N=&VS"98#/;+=X79MO4:K@6A[JF6NK<^&D04-/N"Q">% M;UJ-R_*+_I6(-M0FZ]1KZV]IV?

*ZLRHRJK8>D9ONS*L.GMDZ-A?;G2D81&+OIWD"G+ 54?"=+)XP1PT&@ MEB\WFC>NI\NC'GNV(M|874^_1SWV;$6\L5M;Y\)?*&WO4@0UV:^OLJ-?VK(KC*

*MU=:S4;_M615SJZT;8V6)76K!U&KKJZC'MJR*F=76'5&/;5D5$ZNMQV%,.N#9 M:!PE$RG7]J-RIUM;)&[(@MCF64G_K^*_O+ALNI&,E(P?:TXY/W<%$JBM?6*

*MQ,=D^G.86EK@C7:Q/R>YS()"XD(\Y3)WCI>XS+NUM;WM,R'3TK-[64N M<^V@^T"[VULG|(KY.S.'R*B])/RIR7"U'1V:VL=WKON MS[3.[:-6=W3Z/PZ=:Y#I!O?4T(9]"9JB_@?*

V MQ+WTQ_:DMH';&BA!]]]3K>G['#K/WM;T?99E7D_3\UE4GF6Z&/;6TYQ=.U-1 M[\E-U$>]<[QPNK<=$3@Q\34D]N,CY77[<7UVO8R%V*]C;I3,1[+X%1$T8:: M';6U!?],I*'H1?*

(2YN8D02+-E@=PN;F0:(S+^AQ 1VL-X@)==77RX/ G^+++(< MW!4VPFF_MJ;?!'I8BMC[)B'I^:?!SB0=U>W8HR_K-^>U-;T.X5E#_,/P@\C M&-9T4=Y-$MW +I0OVDQW^^Y M+

*<'Z;=&*I,M^I.Q(;&!I:A1^E\D@%>-AZ(O(M!6G*@751A8*(8+MD7&QH =!^[.S/>FI/JDV/I8S6>FI/BD)&IVL7CGU@>_RD MB/-*

T\OKKU<8QLMI%;%>_%:MB6K6S|U>_%:MB4+6SI+>0'U=)D0|/1C#/7Y$$ MP:F(12 V4_TZ}W=7I/|61$K.ZB=#Z"F^[,B_G90.P? OOS.4GSH8@#=Y\V

ME+VMH_&_QT+N(H7)>&,<'ZL_ M7,O4S$\WQI0\&KKJZC'MJR*F=76'5&/;5D5$ZNMQV%,.N#9 M:!PE$RG7]J-RIUM;)&[(@MCF64G_K^*_O+ALNI&,E(P?:TXY/W<%$JBM?6

M'NYO)L\Z7$<3_GEV9%5,:QVM]N?9D55QK74SU^6]RZ>3_N;ZZ_7T8A_E@U9%>M:1R/^639D M12SKJ'9&O-.9'+NVII+K=QEFW]Y-9H$"3XLL3T8RG;GX@=U:B"R^I$E0^/E%

*M>B?3F|\WRS2*7N;GX9C \D0(*XKE ?(D#JZ*\3A)<_R+,UI:A]N*]7@G8W\X M$NFW\])B.S61HVEWU(4B|(^)AD3P"E^T1%O4>U*

MW<1&NT$=UE;D3MW$)\UWX@Z6,1'M?,9U7W7 MG,/36>;Qf9VOJ.X;40Q_1>T<2M^[:l/77_3?R[Y,80>OQ=U)ELE\?93[X]KZ ME=9D7^]@8Q_7UK>R)IOX1"KW

<:X#E:_ +O4,O(WQI-0!Z:W(H7)>&,<'ZL_ M7,O4S$\WQI0\&KKJZC'MJR*F=76'5&/;5D5$ZNMQV%,.N#9 M:!PE$RG7]J-RIUM;)&[(@MCF64G_K^*_O+ALNI&,E(P?:TXY/W<%$JBM?6

[/7DT5Y_K|/I]_K!D1"=W4[W,.B(:MW:/_147/WI/E$QS=*(Q;0XD@9Z_WNCN'\^^A$6T8Y,/7G?;[KPVZ].VOV5C$ M^@8_B9+T]5_@E+7[_3=!H(167XS":/;+ZEVLX-

*IGW6=YZE\E(Q+\T,Q%G+3@A MH;HP"_\MX<'P#OIX]!;,K^!99!Z')UN^Z]OD+Y;@?03#B6]+F*8,UX%8Q*U M&8LW3&7_M\9?'E[\P\,:PS0>DG?,\7C$^?9KZ\$[*

@NKMZ8W>T1Z0!V$_& MKW=AJ#02$86#^^6&V63:X,UY<3DU6)#>WO'>,<]):?!]>M]1($M6-Y(C#/K%O-@)M9@>BS<20FP.1ID>BF-^KIO23/D%]6I*KI*

;F>:87[I%>0N_CGQ5Q'1_O'.WO(GWE M0.AYH%^L2&\'2_.5/:/'1SO'[>]?VCL=^OX5/2_5/ZI=A$DWZ!Z8""[1;PTX MH>6YJM%WQKF7)5$@>$150

WJ=UR[V1_'(@C">/"Z[<%OYOVO:%T]IF>]E70 M,SS\)>^AY;X}>#ROHN?'VZ^?SZ[/WWM7UR?79U5RJJ7Y^?77DG MG]|9_]S^K>3S[^?>:

<7GSZ=7UV=7WQ>X12Z"TWA#P'2)A[D2=STWN^<GU=-M]O[>|2+G];@6YW6_T]G9;_,]CZP3\KS)-O#5K53W/OF?O#,|>]TWIL33\T MM,=SDQF&

*<"_369"I+/BJ5?.>161IX^W_^4OGH/UFA2?V8*$3^^'B\I.'ZF*< MQ)\+JM+WE-I[B2+?1\TR%FB(!#)\_3[Q"8(9#8$&Z6.@"#;>=MJMOV/.9I^R*

MD)3>GOKMJ5_*J?=H:I\FL(HC_P[<'L7L7RY",WS.-=!'^WN=-\.[U5'%WW2 MWN%.^^!X68_;/=A,1$E^B,2ZXSLD,I<11;(_NYK)>'&Z^@,>C _/%M6G9BB*

*MS=)',^:3."X0S!/S'I%Z3]*1R,%HAIEETG_=2V*H)Z7#?16QX=[M!V_FLO*" BP,.LXK)44UK*D\^>?OYV\|"!/OEQ<7GM?OEQ>?3WY?.U=7WB@_M=U^#*

*M@NO)I[MQ#X]QGY#B>CSY^E>3\H7 M9A6S??S|_4*NQS-V2)9.[NL OFF-X!%#O*T5B$D+EZ\E8WV$]QI5QM,B3>&% M'V@C_@D/6O2E]GV[C;?OI<].9/2FEME&T\,8X;W,9-*

*4Z_(.[2 (]26LLR_;.MAX\7Y/L'^TN1OL?[.]W=^Q_U,TK?ZQ1>%U)-P&,D\+Z2P'N+2^#G6_M.$U&H$##(*KW(00) ">78IT\G54X81_ASCFC$"N.FX>M&=(:AI<[K=W=_?I9*

*M.>YM'3L_N6-G:@SI^3RZX6G@9:D/STJ3%FJ;G>YNYW\'G9T_QX&)R*0N%N M+Z[^\Y/,R2/W/5C$_XL7_E9=D_&M]#WPUU%#!:>"0T7*

MN)2#,$,YD7^&7S1G.&R\Q87U_G;Q\?WYY]^OFM[IYI.=Q7E$7=SS+\[NA)I[M.#4,5=O)>B+SKL8208IDX(6Q=YYGWNE0I##66;_>FCCP#G:.'O"5K>!1>]V=

MX\/NXVV(A9QJ/3%S/H?Q.TUNU\OO8TW<>^TDZ5ID8A.EPRO"DITD@9\V#"\ M7GB#S[%V^A';Z9&X%:E!.5;;<3TMYV3G914A3&D7!S^N=/V04E5ORGRB MPWT2!*G,,O6?*

C_"\CHE5MQMO=[OMMO?W,.U-O/=I>",:WE41 ND?M-L_P"3O M7_>%C@"YY]=^V4_ASXOT.KDU4JC3:,S]6X+@(%S/1U<3[H@Q'@OTB\@O;F,Y'B8Q-*+25-M@FGJ1P5NB*

*?:O:"YOGX:M^.#A_2Q;D<4 M$2%^*-"O0@Y$G'ER!.BJO7]?IHO<2&0!Z_D_| M_/6;NC%V#W>.C^]W%"SLQMC=V3M>3DI3OY.MU-IRX^0NO'6*_#G*L[SH0_*

*MI$XCD66;)CL06)_ZWI_2>&>#K>6*3>C8@*B4%5+QMNW6YF M+=69XB-E%I*C"=LU*M,,/I0<=YFV!B7\,F4('L&IAL'^,TF_,46.T4D8N'#?>_M_E/.N >]V02L1_H-3M)01-*

[7.$2G@_?IZD<)614?/(?OHGH(7FE-/B=>O19G M;_XQGY]LLCZG/DYR^.9?18B"'>1Y'_/H4DJ@S;SQ7$&_BQ'(\E>4-.;KX@3%M M'L4-

*5K1<<$QK2W.K$VX5C.J1'/*_DZB('(%&RB=?$<3<)D M_HSYXEE O\8#NG2<2E^2LZ?3Y>=1R4OF08"'@N7E984_!$L^P?0OG2]=#T4^ MS<9N13;+P^AF-9N7H+_$@?*

>BZTRY!T8<7-3[$R:$-_]'U<">.1ST.]PHR&@D-_M5V2Y=]SF)P1BDGVOFK.[LSY.C[I?XHH]"'D(B_L4>X\K.34Z2S7B9N"HN/5 M9846TW&.UY;;>7C@X:R/PCP'%B$C./-*

I$],OOIX\D:F$ ^\Y$+ MKBB88H/V&.YJY%I#EW)0,/:7=]6Z?H$[?/BFN]O=,=82%W %|>8TCJ/&W1+*

*M8H0\7,/;9/;R9^]SD[B1BH69GA6=\NS'C3>ME5O59HXWD6N60BF(KTA.\# MSTH%,AX\Q^B/B2N_!?LN;E7^D(V Y<%;4BW*X2"-8!$F3=3AX'&@[N"R#;Q!*

MFMSF0_WS#JATDGT_HZUNI8WY M--D7Q\MP!JZX6KG31G=R^['Q_L[1SL'NP5"] <[!WM'R\D+"'<'87<7 M!/*2TAE*

MN\N9W[+7:G[=V^Y)>+/E+XH[7BMN8R/04.-4C22460CRXBWN6K MBVR\K[O;>/NQFOLM(X'YT9NA)%JM]F/;@_*4|Z\=,9Y8LF#!H&AC3=;B0?B& M1Y# WINJ-);EAQDW\;*

(-8L^?IU32#JL#4J^I+Y4"NEC]9WYH; #^J#3]GU98 M/E9YH,5\5Y3PH"Q;%&5N;S&0FRV'7CZ'KO-

IQ>6..S8!8%!A0EP1X=.K8N76I@8%KQ[SF54%>"P^X!EDVJQ(G;65+N\;CH1<#VG-/0#],11\/&\&Z!%\$!HKS% M@$8LBB#,U;AV5@6SMJJ_"1'2XC+CW.^G)[A>27!BJ>9#)

*;+BHR#AQ&-,>7; M6IW&OI?9Y!:@LS)95O0#?J=*_N2+%/=#V(%'E:.;>@)+.9>U?_RLFX?)M*7.E' ME,\"7_E)FDH-(4*2+DTQE27!\|,[&<"HH\P4)W4/'|;?UH[X%PE=HN9"1)[XL-*

T9LE/Q;'MH=ETP%E%=^0ED8(:B21:RM(FQ# 3$3ZLG4!="/&G&<,)7%L=?>Z;?3MSIPK'[5(>\|C.N@_%&R0#:44:0-&_%;,E&+110=Y-)W$+,_'-ITVO"X)?7__M#!?ID6;PT8-L?

144HK;BG@3#.IP[-=2%4!O),K+Z;..:!D^]TN@P=T^,P:"_'X$B M)>AF_ZE(^P,EL\$CBSADPBZRH#%%Z=T&"82;HVRWQKM6;+_0G;3AR@196#T MUW$Q:@4)]9[$NQL>=B:0]*

Q%_<>-MYUF]_B@N=\Y:!YWC_49T.J/ 0IX7\; MI&"C!2VU67WZWYMGRV%?90=H!W^KR)6+'>WS7T9/9DBG'",KL?)1G2S!AX MB329YA5*C'"JC J,UQ\UVX^W>87/_M /[_J#-*

*S%AGY@,BO1#.W8*9J;P^W-+$#\)A:/\A>6HATPA1!0 2[_T,IMR>M_L_&G;7[QlL+(!XL;RL_$.*J!N-Y?G'[!=/Y^@JAN2\NOUQGY^;JH_U"LOC8_^-M*

_!_#]MXHNB67M4+O=L03#M3B$?A(AP=.LS=FCMD[2;4X[3'P!M"=$FV/2Q= M,QY^E 3]F=Y@,/1; B2B:\@ BT?R?+OP)LO4^;,BK<3WYUD#ZX"9MO:]Q-5P M]KHDAMZ

+DC"2(1]_2UU4O\Y4-QSG7QPM M\]/P4(I^6^SUY-%>?Z_3Z??ZP9$0G=U:\S#HB-VC_SULZ'N&J16$)GJ!5)\ M T,0YO=:1+=P%'$77-H'RIQ:]ND5F[LN_?Z3K0L?

0E!^%0#Y:PKNX54P)E&; ML7C#%,7-7Q;:H6MB(<# ^3E%2@33Z]95X6[7[-=0SN \(R"O,3&QZ($<7]NQ; MZ9CGR[T:#;V:>C67=BQT3NCC [=@U$9^!UEX#^A=K?*

2S:LX+,N92+9D:TG:.MQMX.T-]2BH>,CG8.]N]'57W.H)ZS5>7S@'M^6@0 R)/08E?7RC3:FC%]V'/-MI>$8I_E4ZOLO%#/;?PB!K(TV>7D "^DLO[.\>6C<3WYUD#ZX"9MO:]Q-5P M]KHDAMZ

*M54B$HD4+WSNO4!R?I6G)EIP5& M^2ZJ?0X;>@#N;,NCC]O1[IRMW\C.!^'G2;KE+QNS M]T>;SE_>;?G+&E#B?N/MUSB58!\AXNj5+OIBG'-\=UNF4U-QO*X+>YNO#9S*

*MNN4V:T"'1XVWIY.>3%71SV3+839E6S>>PW2W_*7VA+C;;;S]DB9C7&:Y55\V M9D^[>QO.7':WS*7^A+C7>/M1#D2$>82^)%SI+8_9F*W=>!ZSM^4Q]2?$P\;;*

M3W"+=R7Z,I]\,.RYF=*O-,;X&/\1HC*%,.NKPXI;+A[,-MVB;ND6>VV=-M;K'-MR AN;\5DK7GH7N[(":2Y;!5+8B]GY14,^LS*A=OPA41%,1.Y!4G>)P3P M2KFXA[M,8@M>?*

*R@R+O3D>YTRH*W\W13:Z>YON*9_L&5B]2?$<@\;2PGOOY'!MEK5LRHYN/&LYW+.*6^A/B,>I'.UBDZ$LHN'(9E9X3!Q7N@X$J/$WB@"%U\1I@M4$7$6(D78\E#VBI"&T.DW8-*

-YU;;'-;@@.[FQZ!.=HRH_H3(FCQ5AVZLO"ZR)2NBO$XHL\B MG5!'XRWWV91-W]UTT^UXRWWJ3XB@E9\2T!0VA2"> \J/&"12<2$"J3KA1@V"_M8.QC_5'#IEKN9?6F+9O:%.K8?

*#:UM=G6@!2/NL"H8F5IG?IV1<0%VT253=K@ MS> M'4*3>NM!F2SD0*>&Y?TA2>%OL_5>1AED0JB0_%)U/!2RIO$$!X/[&JCO3ECMM M+CT\O)^VZ;K,=-UG2M<]*

[IATW6V^+M?]M[=RM?9\|'@/I2IV+DS2K.F=F>:! M%[IY('H03C7]O_<[-@U$)^;6:[DQ^[]N.&^A,X6]G$-/&P\=:RGU.G^>F6 MTVS*_FX^I]E"D=2?*

$N%!C;>]>FCB7=5&H.8,PS&A_R'8I"7; :<[T&J M%HU7,KT)_6W^R09M^$.\9QMZV89>G]LQ3?M8QU[^>QMZ(;FYQ4I9 S;;Z.+'_MGGB5716;WK">P^'_5;D$K@^1_[BC?I?

*A%%N\HLV9%+PN#4*2A5/FV?$=.M+5W))QW&`:\E+ S#61B62V%\&!(&.9PLFGO1[<8KA2V5'+,S*>)*2[S^:QOR MI T>21@W)R-8,5IX+QJ_GYQ\:,RL:_>X'=:;SYAH>9-*

*[_5/*X^Q@PRQ&.$ M#0U:49))\PT7.3/U\D_9%K?1(BAA_AC7<&CU_2\;SOBS8HO<1_C,@@H 7XLYZ M)WZ.UW>.C_>;>"7^QBW'NX-14+ MT7ULYZSBL6=W/M7G.L_?*

*JWB^>UGC)=-M&-](@ERTO#;-O;(L5I<_1%GSTCG<" M5&]7C,D2%CY5*TXE,/"DV(-0\P1),_+ZPD?##H[$]-K3.8+O>R*#8<%"PAQ2 MM/8D$-<(:1S'G14CZC<-'W+X-*

*>"!C=/D3Y7*OH/|C_V9C?5\V$P/0FG #Z% M_1#>TX,#F*0!GEM_B.O2Z!=YD8-$]_CL2$ M?AHF113@7[(T0N&M!%4?A-1G1=#N=\!VNC'@=_T 4&701Y_P6.]6&EZ2T*

*ME[$<,*H,Z(T$AD5]G&12C1NGGX5PK$3]P=A229!9=ADJ:)N6.4YR:U (Q"&5 MS#YXXM98IE2U!*M-#P?6"'PHQI.4*GPMF+@7A'WDEAFN*&I%X[&D5ISN 9F-*

*\QEGAR*J+_C_3,1 M/%Y^F@IH8Q.\Y)['P0I#&IF"'"#MMJHD@$O-N)1)*;8'X1*A+U>2.7@0W1?00 MC##>$'BKNWP)KMP0:4A7P\,)&4F9>TQ%0E,I-\ODEXR0D<$*

*"E@@(DI>:0Q3 MXAGSHR*03:]7Y&8;(]A^E 1YTE2D89<<=#B5[4&,P1IX'<5[X)Q:?DA; ^W; M4 HJ'T$4MF[!C=O*^Z[SQ4)P^M&&PJ1(! 6"$20R;0E^^3#,HE(-T30*; M^(?D*

>3B&\{'2WJ1YJ4@B)<%?/3A$<68[KKGS8BN^^O)([.(4#++,Q2C^-I4 M_JL(4R8]D.'?+Q@/'A",G;.R9'PF!?[&C4QB4#?LKV[R+&PQ\RMN94?)PWOR;2U^ZJS\QHJ[K_9?*

*\EV 'WD!10,T"]J?DXF_]G\M@8O 25F!&]#Z34>;_4GDU&$ M?Z-T /N!.#XRM1Y(2>#XO+NP?2W]-ZCZ[!KO0&'#N]T+T-XHP!R@"T[A C\9 MP2*A1BC\-,E0D@2P?*

NG$T_XH4N!&22I99SMJ>V1I[*3J?8#0M5- N9>"#8_S M!+M$$KP4,)M0I0>B^@,S&> ,8 0GYVJ$HLB3D>'L0QF-O2!%W0,>TP_)]^(-

MTN069@MKE,&@2/3+&'!==F+++&^"DL'2,\(@_K$-/T/*.D!]+X-PI!F_#(W%7 M4DTI*1VF$T-Y#A^)RM MDF& >_GVL:$EJ $T0=]0AY? U$?

*1Y@L'A8(E]4"//DHEL4TW]PW!+0(%A)"6 MFUJY16*BKS!A &_0SY?@#CG&E;!^@96=N:!N@1(/JC8002QF@S@S[40I,D^[5 M%V2@5&%^9\Y*7"K&(=F?*

*N,CPU!#TH1MAD%91D48K*HR+I,C09 T$B%JX4*+1 M@)NE5C:0L)SPYD>:<.!:@(:9FY:]W#PRGFL,:5L3&8.VN]+H_W>0>_Z"IA>CN MX_\]*

*(2.\6*4$1@*.DB)HL=58P6]I"S"B%P C1-MOO&ZI02=0 3%(>+ M9=DMD;5$2QTZX&)70ERAX8VJY-CAIPQQ==XB3A8;ZT+A4?*AF+X8%&% MA@&*

*<$_5.5%.C%@@#J4XB,3'B'-JTU6?^/G(]-I/R*Z&!^&TA3$7^^%;Z-A3 M#*YVTV!H_#%_RJ2'*=]^N4?Y&X(R:WH4>UX47Z6_37-SA9AKS!O2"6R.>9C M03A*

54:Q168/P"AVO(L3J!!-(G-@MV0](1G.$68,0"Y_$Q4J3^D/F7 M"&YP27$R8&K!&"+X,=82%;,[7S#:8!(#]?FP3<"YOJ(?1NP=@?4Q57SX,/UH MEAMYF"%;-G?

*CPL'#FXJG2J5*E0K% HP\R^GG6 *3C^ _.9CHW\!.+ "^6GV1@ MY26!$\:J"'Z M.'_L9[<WLXJG8R)/?HZOIZ6G!P8]$ (,E24D$;_6<."[M/M!W+1MG6D5*;@2)'W #-*8^V.4<@X*

/\)@TD6=H4@R&KGUPS3+6W05&,9@-M6XY!EYD8>K6ZP>PHLV,SBX8*[QR@N0;HOL%U-KCT\)>+[D<(/U$*:5S"]-M@<3$:!S)YJSFP H/31(5EGX1:W4&M@,FIES/N"S*

*B_QO\&)>#BOMG8DC*0=A MCMH^/D%#1=P.0UB.<$3.!=K1 M\HL<(5C]F$[XV'F'P!/Z-*E_(0T(N#1ZYJ M/=Q=0U5I"'OLND2.I-7Q 9PTI4[1)Z4!JPH4O>4\0'F/C'ER*

*:>6OI_XL&#(M9>%$W\ VZTDP.U<=@-?<[(,.!HZ!4.19.GVE 3J5/9S<&4XG54PW9K=3"K=QB+M?1(ERAX8VJY-CAIPQQ==XB3A8;ZT+A4?*AF+X8%&% MA@&*

*P7F+YFM]E4,89*U_JR"I2M]:^52\ST"9\C:N$6[709.I7@OE ($1CI-;MA.B00)R:CC* MC'G.-]E)\C"TRM_4HZ ;PJ&=]RBNNS61]5S#&\BVX!B<8X-,0>B'#T3R3&0 MFS!)U9;?*

*9W>4AZ(FG9E%0"]5H#UK;1F>3_3M R]{P^0>-?1G3(OI5D^+V6:X M;%2&RT^EE9P;^Y_UDW^(@V*R%)E)D9+$E%-4D:6]5;):325#X^;38*+LTZ!(K M]<48V3;(*

<>"..8|)^+D[&;A>#I(0_1U)YE0^,',$33R]ADTN3RA*Y?%<0P MZ2#9?.%|WSEW^00I49 M;8>O4TM$46SC?2\I4F0_WL@H\8VUQM:O<:GK^(66'+"Z[(&B+|=)WB+SVQOK*

*MSJ5-2I=B.86A?3;,2+2DHAX+#Z'W,@DCRD+*GE.UD,.9WO'>.6P#HE+0/O'M MPL;3AN2M3LZ6ZY*5-%P D0'-J$I_H">(TUU;*D^N0$E+(@:ZI]%FUWJ#*MW%S M8FX'E5E3->*

*<.)\|U=ZDT[Y+=LDK^8%V\S"BT$Y)91,N MFR":HQ!KOQ :M< C8)UXHICBH1V-51?R:>,2W8P_39C"'?'LO('Z9/B>A_) M?Y)-^ZI=IY<^^^[,M,?'!%SF*XM-*

DSI"1\>=9V]BG&5Q4.84P"//!_LB5Y6(] ME+R4UHXINW7(?(K1#94Y;J@HF8@(F 6\CM5D8FJ8'T1)+IHM]>/"F\!|&?*

*MH#ZNM._[":#&$L'.,9NV0>]5>?]_@AIDZFRMM2089(^G<.'SFH+DSU6G3T-ZG8/ MW]PJ_Z!2ARLM8&=OAU(,(&E(35P=*@2366L.K$?G=!-9*B_^U$'"^ VF%..L MZ!?*

TC,+9)M&HTL)LA,7KJ60E/Q(4>L=EK5E'D2^R$8),!3//4)RD%EYVSPIM<3 X5 >'U9HEYJ-MWY9R5T^YFLO^#]KWV+LB750I=[!3]Z1>[8$P^C>'B-& !%4:A#28H:0)@X49

*M*W-116(=X3^@>2GNS&X)N)N\$>,DPG"K"@6*B2FD2-_+D+#QL.71U=.H!7LF M^JR%7\RU"G7\G]T:F(,YW81/>:7,/(Q_JLF1.16_==Q,QO$1]DJ0@*#3.!6*

M,RSYT68@ES)${@H)3U;%/LJHYQX&PCQ7.1+'N^G$ZHN*;&]OHZ7'CIAP>'1 M"/FI*8:SP"C'=-**|,H30#1)?=EH>OU(W]G$"H] MHYTVG%H2V:3]IM&)B1U+]#K&*

*<#]IR6X>&"DI?@-GNI3]-#H2R*X-FP5M M-H--DRJ3\S$Q&=>N7Z64,:=3A57B3IR'5-$T!GU>Q@.KMH#2G6$Q3V@=@#/.R*

MCV0>V6R@F^21IVN]OQ(Y6ZB^(#%K=#!=>PA%>2EFLI RBJ5$8+5.3(\!51.YWRJB(0U(T]L 8OK MXL#D9B:C.&RI<92/]^NJ|.:NBKG/.5=.95' F6044G(GV19 O*9[G_1.#^Y*

M/FF\I#T]'=E3/>_)7/3Y/19P<#(&/F<44DC M'ZQ<.G'-IE4(.!QGHP))K&N84Z>PA@1!0N&K(N8CR@XH3&]1X0)7+:>[.589*

MW/%CP(YUT[[PC5>++50S.7I6YT0^0EK;_L.N/C^;KX]J MZB;NZWW2N?LK)7.KC^D4+++?VVN<\#U<,"\HY???S_ILB!* DI Q,M7E*JW4L M(677*,O%Z'$FSC@=\6>U-*

*YJX$6>E"NL0N?6V8C">OF$3+BOPY&'17ZJSMTT! M&RK(+(XB\[$2)1Q.A% MM:XK;;H< M&\<@&XL4^DJ/Y9?,!-U4?JK*J+0A" &_P'E/";($M#]TE=&[!P6^=^LQ6S5Y M?*

*TH(G[,FL0=-XQQGU3(=/EQ"99)94AY6]:%@'52!+M8,T'0K49I)-_5&2 MB=!'FQ^3S#;,_AUOB7'EQ/@'B-Z54]*A-%WL8#F95E,<=Q(JLBU-HQQE-6X>*

M!=YB:M1(L1U)A3>V);55D]K5V:=:\+PZ+=;3XZ3!3PHL++#XSQE2A@]%1247C)=1HKUIR;!F\ 6,JZT5Z@U M,M!(0T"8IAH

'J^/%$X#YFQ'$V6K4M4@S!Q^4Z7KM!2@]3GO3/B]&#%"Z!,%) M"D^XR 2HSC49!M"X1=6S2\!"4VA1RB-56CBWG- 4NC15]9\&DU^ISEYUNPA MY6TT),DDR$!6R@_?*

*IO+7M:JJJTZG=DDZF^2,O:!%F5O;@C-#'_$,I$FYR!=# M/1%"9S;I"P.K $N!.XM8&N)/1)<<[72? QEN M#I)0P8 1+=>/:\X$*FUA#KP&"[H,*

*[H91N9]*Q|'%P4,*0M1K&PM2MXKXW)K M@$5ASL!LPQYXKM U=&20$J4XE!-P2J3 ML/(0%@ZBG\JK-9S:7UQ..EP6#%H[MQ.-*

=61A$THU%>%N*&OCQ^0(0M2F=@-&+T>;>0$<&S6Z /D8<;"TRQ)!-SHM"" M!.I:=O#TO+3"'_"55D&4B M4?JF$@Z'{I=- KZ(GUD3?H1UU*

*B^"_%EZRMK(",41=1:H'**B)_:,F(!ME[M!)Q/RAA">[F8A4Z]+8\?- 25 >44G_)/I3 Q\J4A)[0 LI[Z1?H/WM9IOS33A;2EV)E69DR@4GKB8\E42)$B@933!.*%(U*

M$B:Z',=C<1F54KD2]7&=Q>D$&T<_8K XO519H5 >I1AYA%A&%%2H/@Y 6+2 MQ*B;19W46'8W(BI(!TU&"0<>8619?\&WL8#F95E,<=Q(JLBU-HQQE-6X>*

*HV&!3]81X7',A 5^":3@(Z4XJP%6D4 M\#@93 U=JWH2"1KKW;?(P!3?G,#I8\/.9L:8VS5OK[#?X#3/*H;Z2(YP8<:1 M+)W-C@\.LU:9I $<-0[W:T]&Z"-J7R7A_$8 F. MET54M]W=*

(^$S%-A[Q2,WK(/\P,_B]E4*"[33_BL-#T&*E1&@/'U5]T$#'$@T-M*,9#Y>=4.#/_-5)OG!P5]K-MN2PK711%=7F24S,C);|4HR74\#SNB?5>^G+4DREKQ[N=IB)W7XR4?'/0G8H|M0\69.K+M7&V>]^E4@W(F\=)$Z%JXHZ^%H44B:0LH)!'H<>9PB\&MA2[4X@! M:L\8/TE5'$V'S)I*%^IAL[(2=H\5$DTO&X9]SK4L]6[0&#NY NI2[:MBF&QE M?&?">U]

(W5P"X^$!![OHHXZ,P9T@O$;<<@*[O1%/UZX(C@69*1/E"R\N\&S@-MHP@]FX45O1G%AHU2E6-U*F?;9F$H'=06#CD>(43K5ZO

M6C)!"Z;_EL2(/RE!C3E$EDWCrG!V2U(XJ%QlU!G+T%>1 ,$;/#*]8^3*:TZ-M'!K^"ZO@=[R/1#9NF-2!\U+B4LJP_APV. Q-X/# M<>BH!KD<2+_0A++[-LG'H8F^;95./L6QBELT.]5>I;3ALHIEM]NP5-M-M >7I(?EC8PJ/2N!N9);;.E7V45"K*-1>;S%R/ S'VPUYLC.!*8\.C^DZ70FM;FG*K\"3D!3!W\+]MAO-^:1-L:H!Z5F M>"?

GS9E<7B752_VLN%G?FZTF]U3;(VQVI$IB94\<;87.1-=)D=M]>+J]8+^5 MV@V")T4O:)&F6I95B80,9L ?MKSKR:2Y;E"&1{?RP!$,H7:I8V]0=OF?@3?9 M1AP437

X*_;W7JBW3(*5Y\@/-M)VJ@=#B)"+LL'M+4(/FV4)8P+Y&N1C(I,A4 C7G.W"!\[VIF,)PG_T %[>FJ:\7.HV\+BL[YF*-MW6XUSY,_4@LI;4M,\.ASN^=""==G3Q!8DE!!!E]F YAN*K?

0+#J A!\DTU[*I MP,Z-NB8!W=+1Q*CS.H9DLUZR$MO@/EU\@,JB[X8K9JC:R>QO8/>7\[VIRHI7; M[>+03.*QD_MC;Z/\&R?+N-39_=8N(JHCK"B&!^N 'HELDIL2P02%

<7$I6+ ME+A6>S@!MMDR/?"XYGRF;^\J#,O=HP^"/W297?I%Q'LPE_|*[-M8HH%(V8HFHUB3& W_W;BT:TB&POA7N17_>72\<^C!@R,G@[!6 M"T3[C\XX2&:VN5,'C6

MI7,.N'(Q$WO5U8&@EB5SCO#*MXO9NFKY.N<$,_6IL$@WV(P4U!FP;Q%TTG>S M.11*MVZVDMD&Y@S"?1 PLG5*:#U/Y2[H!U.:.Y=OK9)T=%J;'%$(BT/MN+|\Y M-D-

7I0.4QH\>2G=[CS?N<75$\3+3>5EFQ$OEDJF+4R7=U<;G*Y;M.M M&'.11[!R+3_6I1>G0K%@2G*?E]4RA(1MV<'012I+$9]SH62NULL/\/_>W M AZ!V.*2#R#15EBT6D-

54N0OJ_";9"<3E53Q"L(!UHV4]\(^{5\.5;G ME4E<,A.,,2Z9-"/C3RS&PR1BA11SM3VP:K"4Q'.@\Z>M+.5!&84]T1R& MG@334WEPN+L-D3;HBS=AFL1T!U>8D^9HQH@P-

_DPU>5)*35K9M<0]L/>,,G9 MKMSQKA,JF\'.(1D#JY/2PLG-KOJK[QAN<1ZZZ%JJ&AG*K4&@$?POR8l,'F:M M!B?Q("$P=#5.-Y{G'F8N;%).J0BA[7:\"WH+EKXK"\ !/&@Z[Z$E"6-

X"\&W4J20<3-QHTDAJ&O# /N|<%D?F)4(

^Z)!7R(6R7L% M<=!4'F0N6 R!?U#E0IQ9/O;11)%=]PZO@^W.I62$*'Z=C <$89S*00%VN2Z& M=U+0X:'E2=&P:RDR4^Os&\6)!T{0}3.OK$95D76:.^^T.G0=.1 +=)4NX(W%) M!|

(K=_=VG>.%>]O9/Z):""*KP-[.M66$;8!3S^#"_]?:U2V^M0L$.&[E#2W MVX69[P/)$!78N)S=/[GNV ;L) Y!\J/X/B#[_^.7IV_SR^LQEA7DE]>AS<6|

M^FI2&^H/G/M,7+MZ159JRB#3)C@9!9.ME3KX?Y0A04">&&XN $H2<&^0(D&B M_?U"F<\>EG]3LF251%).1@0LHK2!*((J.AY*/TOC%<K\KRR#N+%RH?0"(X$P M$SI\"],4W-

@KG]%.@71:R">TV615C1I@$UM?]5%>F-G+!.6E"/,.H 17> MFX;YGWCO4+$]=F$]\%14YULY*U\%6G%\W MO2L#\(>P'2XJ#!B#, >$6IXD!3X,PRJLH=_*7H;P37U=4.Z$(W!

[$.Q%@;*4 MU\5 5+&*"]*3MKW*FJR_F?5(%G>=L%U)%L,J#S?MKL9!%!Z,BL-6Z'!F]#+C M:K;&5]-"$*#!]

{8@HLHJSU4$MDP+H?!A*HG_#:T^C42(TG@X3>8!1!PNRC0RH4U4^@2*LR/=4989639%8Y@+++#S(U)T P"V<>42_NM)[@%'ELX MCAEG^A5E6*[^9))3*Z1J*]4DYX\?

1ZXUVPD;I&R>N[9XU:X1;S%!&]<|\-<>N M.07B9!H@EQ#C=-UUJU19/0O*U(/]'^*EVL-$6'2!HA(3!79[>[#YJ+N%H^FN M5DWU'02#+\'03?8MC"

(J!K,N5%Q*LXPT>EO_PF!T@BCV1J%+X44BFF1AI$_ M8CAM"$JGPN,CW'B*,\JZ'?";G/U5;l0 >$\ *5}?E|&%X>-6KCD"=CP,HP31 M6-&+@,!?G.0>+AG]9+4"+58-

W'$4]J4K^C07P]8L!GYRBY+_R?<1\4NA2]"S M%B7H"(X]Z"SO@6KAF*,T\"7OR=)F$=.T5(%RS:,]!$^G^2*PJ(\:%#1,% M$2]9X$F_;TZBJD0Q@4LRP#YE%4V)

(3GM>FC3KI,8C)_**DUT*/T@N?:=; M>+E2Q^&T$LA"4%?#*=RHDMP,2N?'S@:8+,.46*N#"\#2IU,N[SG65PJ?N5:CG@YK.8<|Z.6Y($L^GZ_+0/__YFD#M:'6CDQU9Y9

MAJ2(/>5(1*2QOS)*IHOLI?",$XPKTO80PHRIJ^H6[#4M.P/BJ1**>|S&/ 31 M&GN=-I-XUMH7G@ AV5EYNX=_U4NK<42US-5A%B.6F\Y<]X_,?59(V\>.PIBW

MC2/|:K7)-6@N@IU3EZ&"_H(-$'(06#'[=HCWR1AY%P')OCKIHR&&NTY&DOYH M>G\+<9U#_]5'M%/NFMYG]K38*[X(Q@0ZSQ!*FQTH2"#Y;6(0X]"FRE[:*>"I

MVNV829):8E;ZE+'A^FO+B*A8X?8B39&;/F@'W4XYI,^E2A9JN24#'C ME7UAF2EG4BUIC0EK=4_#X2B-#F-H92*=@:O)CTE>1DR\B%4?/S8;

MS1MH&*HI\%CXTJ*0*6\CEP3$F)W+T%O1!)PW^D8,!DT-[H@"UPTDL5!,%X)C M+X'/Z\S*$=N5WDE@S";7K:8XZWP!BQ2$ &/VBI$$.O2-C<&$@=RAIY)(]4.U M/T_DA+^^ Z-

Y15CG+?SXRCRQA5#[YIT_@]/N;Y->&@;D1UVYRPXD%KFVX 3R MJ-@VQ>Y*)0>.HEIN_HY;Y9B*+H V.1^0:6S^AG&+!6G7(\\@V#-J((DKU]P$

MSD.#*>=Q.=;FA9NCH/U$6=FP=S.9FRI4$"#C)**&%P=L<8]^!M56= ODF+6B8[+F_B/1GW;IC'H55R%^;2P<%6,Z\!ZSZCK,/>+9C*,Q1$YL MU%O!&&0U2FG]Z-

5U:L.YAH^,^D+/##$?.V=)R&DX,)WTA65.IB8D-VW!QB)/K9B$_2F\U&Z)97L+7S&X=]D-E=DW)L=PI M!E%963LEV8B.53F4.WG,O.XL)H0VM_QF!OJ.TS

MH^=N7"W7R0TL,N6NG%M=]BV!I(=F*F+%_Z^FHAM6&\BTF,(1ZI6E M'LBNJ#$B:I4]ZB!((5&#&.=NUS.8S$= M4K&{(?%T)_9-(6S|Q";M(D8A++1ASF*DMAN^QHL.TDR

'A1D"U_[3Y7PBL9.+ M^HU.]YF|+U\N/3"S4?B4PH?HPYF0K#QE>06:,,N1T1HN]+7_&[->#;?9K/<92 MH^S7>BE,K"R74Z'G'B?$&ZZEH9>1! >G\3$ MPSIDRN;%3TJCC'2'^?

E.1TW71KQE"4, @8UMM-A*/NP)JHEIG?1APM!$+YH M '7!VO"]$Y,>@WDUH+J@'!.W*]6CN$41;MA-F$2J^&N"D!CP-;V [<[D%"Y% M&BK U)=M99^SK(?S91^.-

@Q^:S5,C;O=QE9@;J3 K$E")"M@<> ^VY#Y/HA1VZ*2-G23GLG75"8PMJ1 MC"-4>1B2GVJ0Q"D5@03"(9?R5+3*#@:!$4(_M<,MQE?

KWH<#)B.9(KN(VNQXUX3\$\%ML;$L#LV M'Q0J84>,,$C%N%--6CV"%-lL*^,OOX196JIADW\(/0]H*L'+%%&'GF)S;+2 M<'&!Y!VF?V2<70V6,F;IMJ(D^::D;B[9RS1"

<"PEL%,=9.[)H8CZ=&>EMXH> M38GHSZC2H[M51$!+?1-;(3K!Z+PFXS"(7:;Q!WQ.7#@5S3C72^4O2M.%0C|)M5>RY3H%A?T MPBGQ0(8SRVG6.LG]D2P7N<_YM>K?S-

S%AKP*SI3*-M-0ZH';=P+5@.[Z@]%(1_I7'!VE?H3'^1(.#*6CX7GJ M26X]G/7$:<%\@2.T0C+QE!93,8*>FNJF!]G,5&6/:)#D1U#5@T8@9$<*.JT-M/!;X4))IE

G=P>3IR\#K:PKKI"QS$T!+-(THVN.2KG0@RBE%ATR^2 M6)+!H@-M2N"$#&AD4":I- 8WR<58:)9Q(BU2(D:15$35.DOQU90M6J(O'8 8 M0MUM8?M>9N-0%=Y,M8"R.

fL,;+E#.6(KTI5:WHP_';*WI222XE,IZ*(@G M;T+!\@$",L7WT31%AE-0F>Q!)ZJ-N)!][(2W7]IK+KM.$S +\D// M02HO1#ZDDE>MRUC%C"[#P#5N::2T ,L(N.FTRC9*QD,J[2,G.T-

+M4@[\#1^ M\!G7_G!:70U_AT'&Y\$25_I3 ?;V]Y!3S6%V6$G;3T414&(LRA'I.1Q4Y?IW M$GEB;E< 4X?.TP\ M9>.,\]'I'FG2]MHA1Y1P4 GA-+AW@,*465]#^2TFX*W&11

%KL#!@K:DWC5C4 M->>=X";)S!= ?)6!%X-H%LL_XV>@,T!URV?AF\YD3G/C!)&3MB>3DVFF[PPQ- M-4:O_FU:+:'W{JO#B'-A%2_;='?#,S\?PJ.E3&-46E

[*!),SF8WY);Q9$!!+L[*L%&$ MC2WE'B^J9T@),SU.',JG!D:7.OZN/K_$ M,,M'N/D=>=)F7ZOK%$4WI[56*\>F-=;FiZFLOX)4N"+? M^C=6*OS-.;++4

'\=0Y5N&\>YFRYHJFE%P%I1SU7_D;4ZF36F)*0"!288H! M2%[/#HMLFIZ,3*M%],ZEI3PE9NUEE?ZAC,8-8C+H?*1N7\]R]"ZPO))VZ\K2Y M)B*5":5B' 861U&;9@#T&6'

PW\A'E.1,7&4"4[%O?L(ZR)C@\>(IY>EFPLR M5,"K(R\)14QNJ82Q'M'"N5.Y15P^0&(&D0B(;"BR1T*>E"O:W=(TY$T2,0MQ M#HE684E[*S$"C4*1\|#=8&:-LKT;-<";\;. M>

(@"#U+5QU!P:!%8^J&,;!)^.AGG:'8@1@4+TMN*TZQ77"^Q,3OO99D1%Y7-MZ>;(B3E[69\0A_ CR$#P'B;FM]PQACOU"DI)U[UD7*222D0650C\("B=3V

M3K5L";,"Z=TVS,$W#61B?V04F8'&Y8C[H,CG7&PLE,Y"@DUK$/>SG:F0"Q\(MB:X,CKI@"=+)*D%*LH<)&GV/&>1&*2D&=1UA_!CMV0,U"T*Z\;S!5"]/17;,) M.PZI?0FQ>R0#

GN5=X9?H0&@E-8BUOHQB-H0VVBS%,M*1)@X+BR@73B +'M(M)G-<(4$/ZPB(7+E8#;\G)!_NKS#"IG2@#81]S.Z$T3,)7D- 6[S*]5>1DD_^

M+,ZKK|@INT,."S"S"@**M4SYP##ZA+(UL6K0/4K$-K7"X?U'VI3">HSER;(D MUEPY^6->> 4]9V2E.,1$BT]YH^]-J/M/U]>`)HD0L(=1K5B!"=5;GG*N'X

M$W7TP$[;'B&M49A!#@/+-+"^1V&Q+:!-9H*1]_KM"!H$J9193ZRZVNE3[;AQ"' Y4H2V M1&B|("77.1DK/GE?-7]}^P1^:=9LD3<'03\VF&(]@^@(YI;"*E,.ETF+1]>0

MTA=JEZ]U>$T;<.4HGAXS.IY': $IF\K&%U%9&YAHNV"U 2_1]@.W+G!\)!65 MP:SY&(O-M>W,^(BP*[W>!B-=.(5- MI3'ZSU["">Y6ACHO"68RJPI>S'-1OJO

Y)HP_TUT#OW<>C=@@CNZDKGC9=+1$ M2B-1"28WE%09D5DXRPQ(4*M@%#"'N44S;W8OT@)H]FL9ACW&MGH?)(9;RDAUK'.Y8T3N0#Y#Y1YY((ZGUACSF?9DJZ

3N36T9'J+H6(9 M2^Z\@K8BP2R5,$[,I5/X%E3TI(66(I:FS]@FFIEP/O408\<&7%"D4TTB5.9* M&&LGAG94"%-UB*M4X&;'*N)BD C1Y6[!1=-*EV(0A+6'F*8J9(3" .KSG4'9

ML6V'Y4AP(8E;2J["B]#,$YTW]MU4DJT/-M/LYM+:;$Z'O*VW.?)NB\N0U2B3"'+#H:.84REA[_OY5(V=[MU.=[[|_*P)5:>S ME?? \>))DI'I"E?

P4TTX,YAA%K+L$2[L9QN&C;KHH1,=05$-ED.,M2D1N"&;EUIA MXM2D\K$D;IQ,5T6MM9030-56 U]?^__<&4C+V,4'4W!G9GD,Z09U'[=3LU;H MN'@X'LA[!F5V|RIV:)3Z.DO3I:0-

MRJZS[K>F)BI<"4-W/M G"BIURPQ%NI6_*NNK^C6FE0(#)%%)04;+W.KF/8 MV#U-Z@.E@SH(&<*P0PSYQ0:AT@E0=2#'T'OV9MRT;8H+N0&;3>|RH6PA;A-Y+

M\4T2\$)YYRJR(SBD<2\FX9.?,>^]1"&D 9>T-LN'91KJG*Q=5;,O\"1U]+@Y MFT$]*QMG(X1+ GY7TGX%IAD)\B_#71*DFO++)1R)V!3++#$UO/SR>#L/,,3'0 M>/NGR-

0)C:EE^1TL^&4!YUFTOGY#B!,LA6/S;PC$!1VD:FL^A0'LAW =&UC[9 M_T,1:+0?DCW^TJ1:/;X=,/RQBBFZ2S2?11D65SHR&D N"2AL1^#MF6/D4?L) M$6C-A;@+.\]GRC0

Q9@E{P!@D&0#@/7@:Z.ET#7%+7>@24R Q:EN?OSN\EH M .5ES&P9(8&4JF ;5;#LG25>7;!1;@VI2R--D7J9,,WR<# 1D KXEFX&I)

M=KR3*"J7!IC44BU0>'!DK\YZ)]C$1Y$CB]VOH7B(-I MIQ'S-,0KG*R6V:1NT^% &6;Z!S@,!58\%"G!@47)@#L>V#M*U2C,/%-'RW7C M^1RW4\GBE%$[50@C

S#3AF'$YC+"4I',RGQX"8>OTX3:LECM_"_4W> ^F3AW> MX!PORT*T"=B3.ER(:3]4GF-R>+"-F; JO?4O!>1(C*Q'L-0W MY6(E%4.<5I=1GC;-:AMER=&CX9U%.DK"R'4S.LFT?

$KP55D^Y0NV5[$?H3F5 MQ71;UQ>ZP&5^?R_Q0*2M2E092I=Q5)!%G3[;,2K08 M)UFFD0KA#2\BQOW"EJ|:C6"2'>/VT3,/[Z/4%]'NJ.'X0*S"[&^S&G|%ZQ>C MQCP.

KBA'3LI[8+F4P5=;P(7000NW6$_]-\?25]JJ?&<&!,'X"1#<"BP="8ZOI*?(WA'=5R_V)D%(F0"!/U M8XYA>.,B!2Z9265/&[U3UWP:[;_)

[^7,=,E|F9I*0F/$)=F)79'$"!4\.)*WE&S,>I:R6N<7T%;H4%_2!'$)$8IY5H2% M4CN7*1%DRB^0@[879$_GVZDS5WZV4C0G+Y{U;?Q"%3>YR6!.YR8KL-T>8C-&

MOTYD,Y+5Z2RMY4.YI/RX4'?5, ^F.. H(U$IP\=B.4%:+5'6,*G,?:AN$HI=)' \NUNRO7%6@<(2{G)4-,8=NXB#\,3'#BI<54#K45 M8DHD&%"E:F5GC!=WCR%H1 G3!'VM%MDUA-

"@)&F"#B:V):+RAU"[BCV252;-MD.;YZ'IWSW_HN?:OJ(:PIX:27"[-C"!ARY>\;2DJVK>FGM>!SV ,[KY,9QB7 M1L$K8:P[!"+W;:XL4$B9#R%^<%YT),VNE?

@.E2;'L70\KT'"H8%'&Z+:1P_M8T)/I[W-Z*G'6&K4C?'"YB?!4)48J!N9 3ZL\E2Q3L"9*JYH) SA6_+^*)*?F M J'/$<57U/DZBA0;MSJ[$Y9

&5;F.ZXD(37$%L>Z@J6HHE8^CWHCCEJH035H M)#D!>%N&$Y[@8.VB2S8H4+%V998;DBXG.>38S?P-R.XUP8|ON6 \)LGB0 M'MR8@!>CR)P,!"=5NS02!F#I3Z8=+AJ

4^T>;GR:\ROH.<*W0-UQH%NVSXND MS[)XEK)!'?W"OX=8!,#+.KB3R4J22EE)]LD(XC,2EF49LAWQ%,FB@L&IY490 M\A,%M=C4 "8JF9@_Q(.V[(BH#00.;,E>HW4G?

K-.YYSXG2!F9G*8U%X9VMZM66FWULB03U7 MHC^:I@M!]!.00$%H6:Q7!B;\F7P,)Q6>G&F 14?UFO$9&5Y3 =.[/*_/7/93 MG7SM5K+.;5+-2(${CA\V'=R+=

<2%2X*7Y"=R*Y^?V-;#52Q(B?!@S"'Z7==ID MB=G=M7IL?=RT_'+STG1Z*MB@K6@M-,>>*/";]-M;PH7MLD"H,41!K,[Y"G2$L_%-

=08_&X6L6M]691#CFG!*8NYB8QN4M>3D\24 MA9-;2>7#E80<8Y.Q.Y^=5SB/*+-93ZD$74F8DW&7V& ^Q(=9"HUGJJ1T!4!(S+8;"6<

MS2*V\7506(P*\4CM1(.O.+-1.'!JL!UOH?^ME?3[ND1*$T&S/\Z=889HHM0# M4S$_+A8*J&-GANCWF&F$>Q<0^,&\W\8$6L3PMG8^H M0-A-M:4Y2^4,#;H8M%I-;*003^^E?

2&?;4%X:&D:8IU=2N\]>AYV]W1#%>W# MHIC5U,N4 XU=:O<'5V2G>E\1AHK|SEG:6\ZBN-DY2&;?^,?>,9N03+-"M4RTRD04J/+/,$*L@-AJL[{6I&3P@B)7?#M_I9"

[=K6LF9X8L7\?L6\3TE!E<=&92"S M0626CKYSMVXZ3Z.8(1W*+;#[3=@))'N+^FLF.E2P,9^1GVZT~>JFRHQ"2S M]3_-72K(LO)T.%#GJB[66>V$@!R(3K,?4Z17#1FWX.,4?

\$73.";JH0N*8HV ME08IO>H 45 6%1A02 L5T WIE=|"!4>$;(D)\L:HOIQ919=UC5>I'<9>!A)+HQ)Q.6V1!PVIE- M.K

1. M7_ARQU">UL($L MVO+))C;/-=0P&6/>#L=5D)#@C!!&0>*^FRO%Y9Q-F=# X["1C4K3C!5*-J3O. M2BG*%G2:3>JC"FW_ #'RV:X3-.&,KKX_ XN4J=&$ING6O55H1

^J>"L @:O M])#3>/L%@G*4P*3[9);)L0AU$VRB\CFE$,7"(5;@"?TD'PZ3"/W$IG^F C"P M-5G6QPYW<*=W;O)BD4S*PFJ><:AU*FE;9I.WS09P*1V@C]70LI14%[?-/ZS M<1

7I3:.!!FJNR@:PV!F:I&XX'X'HC5;=N/[-E2#G(F6L^!,?W7W&)^S[C-*" M0 {AC4;(UGX_!0R(6-Q,[@H3RP+5;Q6I>Q0IW5^4'## 4&D7"E;[X:@AOU59 M(M.ISN6FZ[^]R-

W#M5CD!_/[7 NJE.:O(BWLPB*2)$=(LR*?^,'-(!E%42!4 M6?'9O3"P>5-IJP;EC:2 5!$CM'? %&N>R"3PF=OI&N)YRPSN!\Z2

MR*G&PD_&DY1*2\F'AB_%HB:PL6ZS!6=Q35T)OLA9@\2@Z*GR28S?G)Q[IA-M M-@LXJ!S)V\0,-S&CLTW,],=8?B:HE8KCW>2@N*^J3@V[D+:WBNN>3;,;YK&*.MX7;

FVJ1.I>QN*8&>ITI(YF!VSDH3RIQ8#J:HM503FA3S2VXH!S8T"@!98Y-.M'ZP=E.2Y!ZC()N.1,3L=+H;WH/('KQ2^G&;QNCTV*Y>4\L P*V$&ZB5Z\^"F.MM"J=R"N-

)@7@XU_A_@Y MC[T3V(5(09C-((Q=DP@Z18V?>9?-#YLNZ-2+?9K92$D=Y#BR\VO>1I M*+.5L6H(V@]#PT0"-9"H$).SDU1R%;LBJ?Z7[BPTW61T?UH]>,E;Y%M"F,

[>239"]BU=C*C]URP*[)\GAB,7Y MIMLMB_3^FTHX9DBAZM#T8@SLHS$+W1NHCI"[E=VS=R3%')\]1MJ0%Z.7 Z@G

MS@]"NB(7*+"!5#7B,^Y(RZFD^8U]%B8CE144_>RP["ZP]<.RLT0+BWE6)P M"TY%+?%(YBI76O95)S0Z5L!&E1= '-S00V 4Z3=@)YX"S,L*8LXY../ZA8,!P

MA2\QN&06R>T>YR0+W#L?E0>1F0:YG!5$<25EU^ ^8"W.I 8/F@P-MJB"G["9Y/%6/+\+-U!,_PC15;I6F6T@K

M0NO)G)"E=/$0]U'67ZE<3,R'==12E>,V;3TJAR&;/W)*P')>K#,0.-D-]A M:BM7E4'HI"P9%.[O!(58=_;,2,<4;K(2QZ5@O0X)H*<0I;Y.!J*>':!6X7$V M$1R5?

+3A*_N0Z"RF*Z+T&NH\]9FL!(/W8E]6*.6:TY*=(BMCI!'S5'<_K7S. MA PL+|&'/96VHX)-%]RHT'(@*ZX);%)UKIK>FJG(?)6U8QC?]H B22%-@BP M<4C%_NLWWY4'

%*B2A(A"1,Q[I)$ GF\?/G.[\NZ5PI5T8UM:^7*MY54H.F_M.J6O7O^DYU9";^",:ETJ;8).ZDJ6IO.U\/^+O%"-XF@JK)=JLHFB/!3>!&9K M2]3CG'-R#@,/:VHDFJ"5;2@SH=D^B?

5=+)IX+5]1Y4O$-/2@8T:(2@1N*3 M/4KPM.'!BYWV1_9P$*YJ,. ^/]3&0:)%.M)NTKBDH!?D+;\G.7,,AT0Z(&R-5&-^=*Y'F/\UT68K*)LCG"0>@M5Y812G=9? MQU"M\]"@M#5

C?,HQ9N?G/(TFSY."W V6%^(2[*GD=KR(KML*8IJO&F4V;B{) MC4T;%B&A';!?J#F\F<@U%LF!-]&%72AYLA91_C!U+;GY.X< M7.C7W-KT!Y4D1,$\S2=8O 2!W%5PI:+XGW54

;\I9M[_(P?_+@N#+^IKQ Z@ MEVZPH6+]Z<]:GJ,P^&N=S],BB1K18Y^9 8M6\+AC[6^4,,])AP&AG70YB^D M1\H%RO:,C\,NR&!FE("G+Y&4V@,+Q-8N1DH".X[Z)XG0""

<PB9$Y52U$#,(EM ,D&Y!%$&@/1A3H-*:,O2]7GNWAWV5/3<9-5\'_M]7T]TQ9&$Q#+P?@N",WT#_)528-KK_F"L"]>E MU9/>=:JC%.+6A+O

I=IRBD'DL5^4&_VI^9M6O',T_%3U=8HD.(C2!F1 #)O$%2?T!"FUUC+1A:G/A55*A"#J@7$D!%*-X_@)!UJ6T2 ME54"*-')D7>7_HDF?
F4WD3PS,H92TNMB@CD7T983"5UB(:+8U48G]#[G*2E> ML(]QO.A2&%98:_00TE]6BE]O3$M^P0N8A[D\ FM*AN8_/ ,/3]V[?/5;LTQ;S?-N.;#G-.R[I\M&%X=[M?_E-FZ?!Z,Q-
D_5<,*4: D9N:)% =VKU$J/Z?6]D%5O\4:.\L+#>K: [SHW8 MM B:0>"V!1;[E4?>70MW$[7,L 7LP"MW%>K;^EAY)77L0"$#V/@01BZ<)A G M)!1ZUX=
<%.'Z"TB;"M%74VM'1CYC1#BERA+C\.-HLCI.Q,,KTO_W0ZSID+9=8N4B%#'??J##<-"AG$892 MYF>1 -328X^+9Y(9>Q)E7C#2(2YL:M*T>*6Q*_B K:45>27(QE@03;0M5-LV
MYW"O3=IX5';HJVN[HN!H@8_1:?C-PP[ST\2_HCQ"G>384%?11 M%$N]3%H(5.P2MD [O/9M]0).#9NF43PL6M@XD@F[7Z<\(L KUFI1%"@'&!P4
M:/TN""IZC@MV]V+$2T:BGT5ANT%T^B@ZR+XC54@K4QTM1?1:KO3?V!V^]4(5 M\,V8Y2MLXO,2O\Z,/$ M.X^6'@1/#7$L54+V&Q7W<*WW45!IDT&5K,MB^0ZFJY"/\T<
M8M'(/D#1D.<2@@N<%]5/D.XL*OJ[-B'+BEU58C'=1['5AFOG>TTIB]-*9H@7 M+(M!+*R?@EU *T)*DYKZM1@S%- @R'T4Y&M5F9Y?"Q74HBJU(&M"&9=D&$U%
MU2CR3,$3AK+(9@EP3,+^FPHK"^*'N'\E6%^6#@OQWEB\I*9ID)H^2DV*O,_1 MM3:3)NQDM@'^0+$,V]?'[6L2=%H,2E.=*VR%UPZ59+R)HF;HM>GK;C?;Y B:
MD\.47#8HGH^:5$_08QGQ^Z35IFQF_$=6HP=K6:@VANGVI MM1'V79>-A+@1UW&2>"7"L>5\]L@O2Y=%I+M0:%-$DA-T#917?KR'0$G/;A"L M>
(Q$&Z.>6J74#D:L_9QP(34JS<4RL87B'4"O'95))-ZF@&DG8OKH4ME=%_DK MY;-@ =X*CJY>D$^P<2_\M&Y900HER"%^DV'--]BJ6"S(B><*#F5E#-S;&R$> MH%#W)?0K?
7247%(&5_I/R.+J\8=W,=ZNH0GW*.&X&)OWACW;!M915.L/YU@: M[KB_H!WTW&I$(2=L5 S9@<=L0X& H0<)0/#>KZ!M)DJYS5)[0/,5U(3DY*], M%%6SA]"(E5974P31A=EB":?
$!*\-!W@7G=^F>;MZOKD&I(K=Z7#5#T1'88LJM@BE1L+R,'GK)BK$;?/&#I>\R_SDMHB:-=2 9B*!5,1 M.%75",_9=EW1&&X/YS=P35'D@7(#F6 -
IHC(X_^>:4B:C@B"]H&S7J4KJ- MUG_$Z>*:$DTF4H2J)CF5Z<@R'!LH9;$R-H7AF,?R-KB=K$JW M&0/VN[EX47!6Y]CTY)8O@AGMUD9["*RH2*<2K#XTF=/)P[-$4&*RU-
"9Q+:8_O43<(G"# M%N!W& IC=ZU-&3Y#W#(4HFL$,+-4:ZW_K;0[Q2 "8EG*7@@!HRW: MV?#P21W/R?C^B6AX<4WQDD)J,^Q$U?-R8$UH811"/7*UF[LBN>>2R(P%
(*G@Q^596-+ M&: CJ,'-=OUV-[I9WZZSQ:31AM+9K/+2PQ!WOPH/SUH,L\+[(*#' '.LWRQ- MXL1-&KEDZ0[0]!T-2S*UI4GSKJ2TSVL3-EY;7>:]J&^&]::6HX@YYHV"EJYA M
_C=X0P +;7^CG,;H>9E_!*N8&6<6 00+SSX? <0*US'="C%Z\=87@_=KJ<'6@H2L;98 0"]-W@I[OF7WZVA M2.+\.I]ZL;V(6,9550?!NX0!6[CIH 6D)886@7)CT8A Y M\T*\#
<'A(#I"1[="Q4L.EBN.")B/Y@0U X1YJT#H"^= M H]6:&D$UP@!'*> MR>=)P4TR=Z'3<%ZXIJR;'ZDPHX5K9]V^X#W1A4()5FCXFM;$VHB8JU)(!LH7
M9R$,IER9Z'0KN642CD.YSGR"0APW2:0O"RFJ<0D_+/%5'ORIU#)]F+";6:N M88A1 RB,X\Q=(G9O@^O1?91,PXTG,FE'!_M5AHTK@*;CVB_R53\LZP,"B AB M?@>KY'U0E*
[5L0)K!$R?D5++=#F+[+5,@2]XB'40]*RP/UBOWF#\=Z Z4-;" M[5DG,'].)(K EV(3,=TB*2OBD6/P%F&#= 0H[,Y[;&G]O^PXEKL-,^3V:2L* M#]QLAKA0":;I@X4<
M\4SF(%1::4#=LD%10^'P1&)61'-X-?-?%]$RB8&0E(O W#Y2IY5_ZB0?"4"$ M<,XDBL]/TY,JYES'O22N4@ZQ= FQ"*.K3\6_93A,9!#UHC7$E>VF%[B)NP%A M(9^,
A@3P1%)]=M5LD35?Y.3O5\XC)#&7$K:R,C19=0W'@;P@UZI*$)X/GN>Q4Q&V&. F=7BC M.5=(=\28.%O1T/AB0!P$GYEWG6Z,HI"B>8L)ZXZ:@NS72E8)$3K2% @)(L96
MTG'BIMCP\OY-C_P33E$V&(/ZEG9YA2E[UZ+FE:B!%-JBC E!I.UD-^>EQ2OF M6 GV.L4M,2F.:^B+Z!ALWI03#!- %I7U!H9X#-@22$@A-
N*RXQ*8%6,/!@IT[%SMU.E*LEV>9OGW\(A7* M(+P9)0!!:,I2.C$I"!0H #6J,WH@>7:0IBA+]P;IHG$S0(KN.&6,]B6,8JIW M+T)U7-800L'AN-'+)K"
[L.%2+3K>;VN>V8B"5FY.1.]CBFB<<"W+F6Z\1^*C MBCP'!SE0R=>L!2PC0#Y>6&0\[@O,*SO+%7@KU;QCND_".IKJ)TQ03-LZL M<*7H:_@SW([(C"M1RM&IRH6M+CB&
[!%3C+"3J J#&.]:>PWL-"HUA0F M+BBQ[XBLX[UY=Z$#YP_--.* [K%!WIR#$!E-M&@CY\>G_V8O2$4U[U.5XQP MK=?"6UY@MB+7T>=!K_%4XAH)&K4?
[34E[^XM)P:=8,"EW:*3AB'O%>^)9RX#MB?=692P>^ \ %GUE'S:;F+WK7(\ M_3AK:4.LWP*&!E%HN4F(:CE7C@/UK

I'K @LM;YR.$QX/J>NF;1*ZSK=OH]"!((+ZKF@H M(_; 7FK'(2J2O)33&6A/$3L!A"0-
;;NCE'.W&C,"J.II*"@R(K2E89P\"2 M[E,9$DC-@:_0,<7,WCALA4,5S*-4P9P-
53#]&,O+!N38TE EBKFHUCYEH1_$ MY9)&UY&?@ P7(?
MMY@YSV%'74QYOI..VCL7ZM.>KX07[

EZ8@\X ME*QG4NI[0+HD;JX416=EL:S8R\.(1(&S=U1BAH D5#]HJSS(>G=,O4;UN$C] M#4$F9YP[L[QMC8))IUM+V.NKU9)<*L<^8E^OJR50GS@R Z\HA.1/C#T]Y_WL
MVVAW4YLB$=TO=<;C96H(YC_FR*:S:&[-!R&N>%D]IVH! M%@$'&7/:E*"8,72O'&"_"X$&V#-FY'3>;'V1>8Z)8;AV.F/=X(&F)YB1=$6E M>!X%@F/G93-0'BOP?
<$HU#XQQ!-3\D\%WMQ:U 33:%(#H,MAY7Q;F-^&-I4S M?;99U&)21!Q0M@S3LT"KCSCO5AL=.KW= 1WICH?3>DUA0X= 65F G[]MLI M#!1E96R!OF?
N9[G8'4435H^AM>;R_#?]3Z$<%;NN:W;F%X!O?SEH8?V?-< M]N8[' Q[K1BX@K"&F3<@9V5OD<_!J8H6V/>'88.HI,I'K@*9J!3O)JRL@YM8 M&1>;;J
."AQ6]=]H5]U=2%]ESV.V7\%[I+R!]9+Q'/"_Y?2&^-2J)B*R,$MI."3FPF3 MUA[M\5%4"Q9L8<.U#M@4UF3+'FQ>?JP6A"1DR4D['QS7XN;B\F+#-7;4FGJ* M#>O\9'W-
6'AOG*LN0=A89RZI C$5?)(QYMD!G)&3"UJ?5Y\#C)HJ7;J5I9U M4=9<+5.! ID#5B*P3V3;;NUW\-QU7BNMK0CLMX"MY07/4FE2NV5& ;CM'A,/WE0Q9\ MG%8YA S'A^/C,+C,
("85?%+ZHVQ+O7WW$(;0P5(U0))V:/UET)7,!0 MO_77/"IBM%T3*!/!GB<0LJC0@D<12CZTU'#Q:W' [SH(_JZ@F 3KAK#1G/.@ MS($C- AM:Q!$1(LB0Z^)B$GRPMR/C-
DD\W$65A M':7^DHVJ+E4.D,%<#\HF80GE+TXH-'/I%P^"7Z@]L(*5X]E+G-Y.-, T?2S: MQ0BI"9-#LAT+A\GDIR2CY'^9&I1*%CE:;V$3,4-=&&N?M6=JUMO7#.TRI5=) MKG;?
2Z@-UN Z2MQ4(T"!89<5P @05F8=*\):A@1QB(A4"3)$F] NFR-RK34R M.L[#V/PNE!R%=J_J#>5*7*4<:WWP1/9XP M?4R= I62X23Q+FP5>;60AB8(/)YG+9<9>1KU(ID;W3W]?
XBJ0 J/SN8!0MW@ M.AC]4H;C!2>HD^?5@4&/M>J=5L&TL1DT92AOT:M/!H5708E3CQ IPJ"MPDBH MS@6!"C53*+JG4P.\D/8E$',DJ5?ZB^D-
:9$%$TF2[]N@Q(&,0WO$')F6"=R M8X?58 A$$!6^54)7SBQ57Q._FM]U-[%)&?JG.6U20ET*=2C0N<7F3-IZGO(R MSU-3CL/17.-
OLN5ECZM4XG*Q!\4^ZHKZ>2=2_VFF#\OC'F.+F8LD.6&#UM2! M#!7"G(Y*F@XE F-UK%%9AWSB/:!;C^ZVT,*9GFLWU\KTK,9<_[231\W*\B[MWV\/&8->:#_QWTK7=#"
E\='Y/$6JQNGSR!=9:+T!5J*5*FO6",/=]-8X=Y2.L[Z'^)V4P!2 MJ$4<$K/.?3 U?6[]1$=7M!M6<"MUA)49A9"2A6@-V1M)H:IVL>]I?AQ#=4MQ MNJ_R SQ;-.8KC$$+\
(F[.=XJTMW/0#!V7@@) Z<&4/:ASP^(6.H]]B9? M7I=B,5VU[MP4RW7!1K@S9"!)3O.Q'428=0)['CIZ0FIB =1SBQ5A+:Y)7*5 M8+5SN2HKM2@-G$+N!=@@.*X=;G1:
<[8O0ZKT9Q086^+4!.+QTQ;H"),!::'. MFF-&EP5K]FAV)%+X[AAA6VZ[8QC@!19\[76S[G[I.CAVJ&XJSCT1/"1"C8&9 M:Q^=BL@MMEF[A\O?2J\DD-4+>/=8GNE-
6X>P7?,B<)ZEE#2H((U=VT M(,_I8K 9;)V#7GBAU;31&QL7H*M1LC 4=RV;:9A7;?C\8>IL*?Z6YG47)=! M#V^V 4DUKH-M.>W:V]LX9@B6T
%TPT"LSSR#O,.F2K]!1M/%EQ0&EQ]:K#2. M)]"DJ$&;:X$M:%K"&.3$.=^2GP 0U,[Y4,"_L1XS\"D4L7\1QFL",J@*9.=!
M",320!Y@3I3&@2WM7@O>^E<[]3V6WB2:%@"V\@^]0F6<3&U_9V. AG2*H2*U MVUJAC'F,0@F5:*O*@5$G0'\R*I?0#YE GN0@N$SU?D)%4E7B
ML0'38OS$TI9V@UT'@3OE1NPHS$CMYG")P'J$MT7YH?3MPKC23%5\/'>S')R#L:1*9N#M:(U?4@YOETBL) M"YM,;8U=1]#4XQ2@>U2A[]#4X!AZQ\U9:)6/*_Z:E?
C'39I;\#!17^9P/*ZB M=&9A$$RNDSOE?#@=T^(&YX\1>^3P &AJKGVNN3T3C6/9%G#"QM(.LOTH06&H%(12^3%QE
M0PEU=_8VUP677/%M03213"0X[!CDLYXZU("V6I!82<:F%U<&/="JC;< M(Y]D5\DD$0>YB;(+XV\!1:]I?NU4'GUH^NC+,7O7,F904YI.JCM=CE10Q-'C MSJMELI(?)<*C90
<@=9Q;0;Q: =.79%R61%J:2HK#R49[S7NIKVV[0H M+7#F< TXFHT]V3Z-/(;PL0?GU,NJ7H+]JOG6$1 6DU2GL[;+.EEN-Y,!^?8> M*+>DF-:+$A/CI8E82I5P.=6G'8/"75X5-Y/]
(T^P2 BJ,PG?U*A#_Q(Q\4$I M:TX3S('TXD1&&II]'::6[0,)7!H M3 $N=%88%<74 / +P[W8RVVZJQW:H=:<6D6<)&?[*>*]T]KV#\X64T4/3B6+ MRBEV(4/M"#=?VYRGY?
#"3*Q(C7T8F.]N*P!BB[38/'REC3YG\U: = *6%SK- M*YR7*$T%D?L%:\|X3CR,$O$N9P8A)4*'895S&(%]/C+TQ#9RO-BI4,>9$Z+F M *Y<1 L%E2AEIY?
KY#0D$2V>*&3N,BIM7<)+P%0UU2QM "HZ868*20-XA]QI M&@'V!AL3J^F/SNL(H$@5^Z,LLIX8. YH:\|(54#RT_J=CQ6!$?\J7/(AXHA$[A@X3&BBFZZ+Z,P M?
^JB*9$@6"DU'2TT,#G4KL3)'H/"E3Q\41$5A73N1Z MQAXW<5>N> M5&^,2;WTW;KM8H?*6LQ+XY'/"TN $+?Y#*06UZ^ @E]"+AEK&25K/VL$WEUM M#TL_-
TGU:^5=5GX%L[G6ICG3NQOPCTLNXL1V1:=EU47G"Q'[T^\:9%]8.,?P MAF.-0.(!(HD4$<&/A@MP+!=E(Y]%4K<+$5+ M9WOJI%*$M@!4<2*
L&Z!M%XDYU[XXN!P^W(TC9:D!$QIM^D>,7)M#!(CUP[_M#D43 "\K+7%UD*_X\ U(3#W5EP)R4 M;\#WH(I,[E3);^C?5- 'PS<]8*TNM"3$K,6V;73>1 M"D+T(9YNIN8YMZ
:R"=*!Y8= 6'+1-55 8!9<94NX<*Z%JL4V6GJ0G)=5@XP M_!Y)2*,J,5WFDO33$[B(3M#'N-^G_9C4! M^K]F%C@_0I4I3%\?T1*#7?
H^9^SX#++?'.>C^9K2!#M+L[X\6@K^DE>OK1%@ M&DUL6X3I3W+I*+DP]@:IH T,))88-]<"/GJCEZVBP5]#-V#J&RZ\-P+$*!/H2PQYBY@1+%5FF84"(%]E
31,V5V";L=NQ:%/6.#.HM M^J9#UW!T0\PW#M]T8Z9[326F_FE^]7;1D&T4*;@-M6$8*EW1!]_IWB %F\& M44NNJ2<6*,R8.E1/2"O::$""HBQ%3AH=5AS:5XWC^Y$JY8G=)"G!
MZ@?]I.@X0X/Q%8./*FG1Y5XF!PD@JBBBJT\XP,X6$EW(EZL"WL67N;/-IH$8 M? Q3BS+SM]ZX(E2 93_3)4/T(D/9[#)484*EU OD*&\'%Y[+NTH,>&QZ.#JN M-X)W K3?E,:*U?
5F92'B]E*"2U[Y_BT#+F013CU-?K*3*-E MV<4MX8#8D%A3>I>O[_\Z^'Q XD3VK,G%AY N(99JIXRD0:W&#R1A$OP:[)@3 MRIBI4C&V2=.=QJ&N"2+%57
:ZQ:!LO=0N+@I66&/&N5<\;:5#U_E!(!G.^#- M43/L?_3)_ 8+ R!+@1=TEB/'(/3)&XH;D3>4,6X?U%^@VU<_P+DD65,0+[N) M%TH1BU>!&"M]D#"FQ-OT2>N)
(DX9IQH!V_5)HV,'564&5($$:O-19XJDM4<= MMPQ&2$QS0*K#H-,DE?92\EC7?W[\VWX)LIK-]U,UHZ^]N>71^Z/SG=TN&!\| M?;.[I/T;;[E&QPM
A_)2(SGP<'*0R!VH4T=*LOTFES>2255+/RK'Y1:3=/.O% M(_FEZ]|3J0/6SQ%;H$5>Z?#5H>G1#HV=Y2S/U%=MU3GMF5YA2B=;K 5 0X\> M"%X=KY%?
$7,3DTN/)ZU6K!DBNT"B05JHKRQ/$59G0V@[(N D$UAR 3*<$D*/ M58:8RER1].@EO;<*2+E"A$30<+BT$!-F96LM%*CBU(T$%+FX#X62E3>:J$IM9NUH4-NR(\;DR
M[D(>XI',2JS"\A*1+UP0M\R=@&C*+NOU"NB6\GG$3"RZ,]-AE4"*8;R(]%.A M]J4X#?K77W,ZY \^2%WKV^PC$.KU=;#H-L7,1]J%5X8C2\%59H?O?*5A6/51
M6EVO<\U0Z2IS^;8Y,^)"A'?4NB&^:'0#/.9XM@5&&:> 9]P=]$V#\XF*[+N& M)!D/9'-W_FZN;U"Z$58TVQX! [R+[0]N]!^_.\UCR@\O\M@TX)8$!0^=PUBJ
M1PTG,%/JL:3,D\"[UYVM!KHU7*/4^?ZK2\BZ\>67F!2R(E-=\S=!M_E%W/H M.F&@; ?*6BX0J[:E/%?+K&>6:'F90*J'VT*7@$D+[DF'2J#,_QIYCQP8X@QA
MT$5D0IZITW317$[9VK"I[T7UH*WE;.50'>A6!YX/U8']&,M+Q,A:TY0\NX/& M:'MB>*:QI\#)38HN\WN^ZI+AM3LU#I2H Q:_BT3-%$? E\G&CV]];O\?<;[#.!5Z?#E.
MZ=UW3=J0KA%CMC9=801(*BW"PA5!7G8Y2$YEGV\'NR6%4VIB+*^X:$7("[0Q MD5 F'_LS&=1SH6+BBXWD&,. A<1U[;^E MJ/;;:FI'HX/QR;.P\;?TK'Y1L)"XD:HH0%,TV["LQ
AG$%<7>K NU+33B+H@ MG&N[=GV\+EY9@/L40]E:1V+'PFJ&$/5K4<90,_)QQH(C8\!=WM%C3UQ<^N; MT+J@ J#33($6<[<*18#JF['QKBE"E4"W0YB0X>2<,)
[*KJ#RUN86UGCLHCUD M[/RB!LH< WRT%1S. 7 C\.7HC1H@9+-8-D(*,=HB@V*F55%)!U0G<3D'D6%-\4GZ ##0G'4!"2[YH70Z%\/J6Z7.$1 MZ=J2!I[34*WS++
(UL38J5\C'V22,P:)28&AI &DU3]&0D>WMOA(*DG2++B/$ M !TVK)\;1FAV?%E9RV?8K5[N5H*=[&[?&#L>PW[U<;\HM4:I H]JAC027_IR>G;JR3$:'-K MY%9+ *]
(K;N*$=82'3D7(=S6IUBU-L-\&OEL6(9_6R@&^Y&H8)L)8IP6C?:3 M3+MPJ=QA.>5)W+:#?6\1(;CZ$$H>H3QAH)DF0U=_LU_ZT9N?%2!YI0-Y/$4>
M26H1AA!0@P.;4>3;K_A5>^OPU9"1(]VH=@>HN?G0 MN,DPATJ!"^Q-Y(0[3EM]A:XJ%R^O/>50NK'*$*#T=Q^S\+AN_>T6B3UPFE(MXV<"ET%I.OAI@+%"AJ-)RL!#^_;9?
L+$HR@WS87WXBCG<@6WLULPKV^H91R* MV1+:#EO0%TI%D(T)M?MG'.3.NG#]J+D=H@2:*)69?K2)XFBX=*C[(%D[T:T[MXJ7YJVS:KX"MC$OX-EIBC^7GJM!"
J>B+ZPTNPO1_]'!_9OF@(6Z/6;8KS6 M4HC3)1,)P#XA6:X\&@-7O9$\|^/@&DKS;(IJ.$*L ^**>]4W_A^R"DR[R>UR M#4YOTK4N2HD%R044#+@LB.'1^QJ6]Q!D
MD1^B.0%#2$![B-B*^7[U?Y/D<" M[;YZC-I,YBE^DP==AX'"T/8MAPX;#;,-4#(5W^AH))L5T*<45%ZO'[|\9=RP3H"D?+,C7[#>!RX]9]$;[!HM-"0BT!F? 69.3EV*.;/
MU_"]%@IQ[;P;Q^L A0HYY*@P7. LRVYY+)IO4J4M8_83F.0D]"_E<7J XQ(M3S!HUQ8*(%SMQQ@4@(\+W+/39(D))6?H]GJWE7S-!#$G>H2_OJWX,GV66/EY M";.#X-)T2
!^=8Z?!>%.$*CG6CF3DMIRA^34;0QW0ODBU::0[QS*]M.)\/..KR7)V7.>)6E;1=#:5L_QM)?X+OQ:'PR MOGAJ$Q/U8:&(U6>B-2WT)(?$T -JK8IX@*L@_9:):^6J'D0_]-
9PMV,A1[5[&17238=7\(+/^ MB !A7[57GI-;)1AH">+77RO!L*4?(+&@54SE90C,+WGMA;6E$;SI1O/E]C5M
M6S")!'S'ZBC/8"4(NGF$C;^V18N>YZ"P(K(MV@'3J/3YH/D[W$I/)#3-G,[Z M=9&ONU:K/W<&"#0)-;\2GQ*#_ZR3&);D!Y!1I9]%9D;7JW\$GH*TA9"*Z8 M :00?
KIM%RD^!!6K'&= !J]9!%6B3EZQ>U_$BNE@.BF(&^6 M<@2" I\&+=)NGWY"E/U9U,MJNMJ7CAK[^'_4\;SQ1D$^;&2OI-^<:9]FAKB+ MIDG+TJR;E1VP2^
SSDAK([2>.!9A:W6)9,N9+L;1NGP>-'T!9(]E#R,_5L^W MKH9>I]Z?Y"KP#KN3(236=.HCR$HL.4?J$D7(N0GM97>;@B!86)7"AQ?Y35S* M/KANH-
F5>F0P517*/Q@[+X$/@F!.]1FF\!1I)>D^=_J7I?E5NTG+'!EM/C:X MSQ1C7:#?[$M.FG(07&+@/$9&:"+X;K[I&.3;!$6!VDOT4^B$"[5FRO)%,O49
MR@P>U(PHR!$EG1/N#QV9=Y!2]>B121Q^OYJ IX-C)0D@P MNHOL.>+\.BE3J!\CDDP#,*M1N<4G@\9L3EV=1^;50=9^R=3Q,J>%PW M^%.H70&5".0ET8,F-
LB9&/FI2R\,6X81FX0@@^%SNNL(Y" MW&*X?.HT=4/V4*"@AXVM^A;=0M;4>[0WG8Y6-LA &,AWM]>;2AU<78Y=;_@5 M$C8B1R=0\[QP56CS"@?*O0VG$M6W1U?
HUWN$_K$-30+ H:CS4C#NI' #&(.' M<.^R%?U2Y@$+?V/PYO7E)L4,YN.=JL3(!LV,^ND)_0I;HZPV;';C],B+>HHT3GWT)L+*]1=I\^44WBDD,C/G- MFPIQ/?J@X&HYJAHS-
L)&%]<%FT:Y$8F2:"L,.;(W0$OXP45X#!NDB(39L20^^2F<%8(WMY4KX52 M1X$ 0?H?"'1KUZV42C&SW9P5]]2/99QQ^3Q0T_/WJ"K3MJ83RQ[F-.E'E[6^ M:]_PIL=5LN?
@$@/K"#O/M,O\D)E7M!'G-QF8'C@7+HE (U+;/36EFO7I1&0; M,A'TT^$ZHY*$"BKYT/V2)11!YOH4X$*@XX6#5\4U$@=BF:O4")K5D?(X- 5O M6
MFA:\ND)H,O=^IP5A@1!>EJCLWC#JF6U^>:$5+YE9K)=CJWF9T0_3'>X3O2-S M6>,?'>AYW*1/-3:&8!Q*2;BLCLPRO":=4D^I7&JHFZ@!"/X/HBZ2$B4&=5-2
M2((0B9)/1(NW.7I3(145W=/&:BF^.]K5UHV+QA:JTWI"E0GYU2@@1LX\-8XE ML]QS#K5NS:(M26:Q1!DF'[D)T8=TKCYOP4SA7+M*3&KX",*Q1%VH)4%;,DED ME
LNJTUO4IVHD7P(85TCO:6CAL,F+B7?$4R?:QP8_*?VV/35%7U%4'#'0IKD M6A5<)< /Q M-8L]V5?:3%'$4TG9WD+_,$N@SDK4&MO[,RSN1C1K22'?5]53
S[.H,)3&/8IJ.#X>2F'Z,I;\E,3MP./T0 MTR*9%P+26:@%&ZG68R(HN6P?.R&P,EMZ=@SJ#^M4)&&H#R[U=D3NFK(K2*T M-RW5PF*;BS338:
(W+Y4S(L$$ML!'Y'%H7^)U^;U:^VO+134!:ITL ?0635?= MV^=3(#AQ) NR!)+@=CF2F9^7]LMX?WF[@T_)%(741+A80J11243$00-!K*4H M!@XB >?1HHK"3F4F^^BC&?
G'FT4M=)A%?K[Y\^?J970^&W0@<0 MN"O1NQ1V1COHD".^ON"IZRBMT9I/T6_-)>=24S&$-JWUACF9$V#B:#AXW4;
M(308[H'#P>\3V*5+B,WSZ=QF.WST&]E10<>F8X/\C0D%.:Y5]8U6DUBOYJRJ M2%N0LP3F5ODT8=8?$7N+FH[DJ^)MP42M/^U.R&$R]0S29&8PC!N2+GAMW[8"
MTZLX5!"E64!8_E^<1:CT<<3(-C0?5J4AML,<&M.7FIBV MGR* $$3#:P1V14+0 /942""_IGOHO[N]F^7E[^'% .]3KB/PZP_9HTW;@ < M!%I]U"Z8J9&T?>&Z\=.DF-8+HO
MQEAP9H4LF=X;L#$9?CH!B5052CWD0O*QGMC MW/FVPML]47:?E0D$8C2LRJ=_(O>DDG8IR?$*Y61>-)$%2V!/+DSH@4@UI7>6 M.$8I;?H-!\:ZR%):4IH2/@F+
<\Y#N[\VE@PNLK-56Z\=]IX@*>$"TE9AVZ@4 MD,K.=I-[(B^^J%97[&(-/CF=^A\]!'0H=F 2730$GC?!"CXO^TVDNZCCE1;, MSATDW"]+J+.:4CXX! F2 M"H6JYI)U#
<:?:+/8P&%6=).#_^3BLT"]09YCK-=*\PE4=7%)%-=PY8!_44'\ MVEYD7'7*06^[_?R$:4&^)J<[L63PXW]_^&5_=!'H2C)*@ ON<*"/X4=G5$6I:MR M4+']W%&H":\-
M/MDU:*=;%0AF=*O$.NMO)"QBQ+OE].' =(6)Y.:RK[TCX!Q_Z92 !".@C2=@LAA*J1^0K/"\M5 MX$533!L4)ZD3NOD':.=^[CG#SH;$?2OW,^&SSJ16D#94\%P=9C0+KZG MD?
E19=.!0;['^\]47YC0L!@H*BW5#39E830T*>$T;YOE>>[Q]@\N'9.CS;2H M8PQ:0&ST M,PP@K1V9);Y;-\2D[!A679KNP'5XN$.)JUOB.AI*7/LQEM=#:'HG0&I3C1!O
M@J1F^NPT;35X\P,VI\Y,SHR++"CAN,IK5" I5(-A+P0$U.D=V^5PGU?"=LMD M^*7>J'TH^\36& >[G_,1;\'@GE%]CUZY#X8>75#R_KH"3G/\)X'S_:(5+54F M1S=N2A:
GVR0!1Y6E]0EXY+5$4UY+N?GSD/>Z:7-''ILB9Y5*!] M&2= /DE4)%BPC5#?8"I20P-R,5-_)G(#:R-P/L?J/D'SSOCS%G-Q&Z]^D(O= MA?+A@%\E$[X-
,D'V!E5_H[V'BEL#G(I"5_L/N_PL=AD[79E-W<%C*?"*@&1- MXT*'ODTXYTN%J3K)^(&TV'SG]WF1R[A#MD&WGX;,B5H.)I2)Y7E&'8^&D"%

M5&;K*.RU@44R2!BEO78B:89$G^GSH#O$K0HG)T'$*Q!CG8H1Q'T+"'G%6,% M7 .@KXM]! 3"X1@03Y5!9$C[L=S+$LQ/7U[.7'MY2%2W%>YP/X^!K-;;UD"
M%P=2HFNG>3H)^/BT<4?JJR[J]SCY!.&2D-WLT"#-%O$1# M94:96L(Q&"U=]CNZVP*KAV2&U*-J[/SWJV2WV0,K B4226^=G3RO4B("W^I ME09B%DD ::&@(P:AY!<3Z$SD-
D$3H0*!F5_!5"<]G"MVIR'>I-2E\@0;SB$ M*-+6#[99UIF/"XD %5ITDQB-7])UB V18QP-T#FGJ/](FBV4"6%=XI]2 A/ M!",'7:HKPT@' YGIDT!]-\[=.-%K#S")^H5Z'(0?XJQL&R.JS?
8X*VJB$T*H M(8GB &+= T5RX/N+" $R 7/3#Q_!,J][\ +QC\OUBD)$+$&&R"4L"P0P<.OT MOB69J2MH/.I^8:;GJ#6VC"W^H03H##MI8\&$A'! C.Q:,^9Q!.254BF,&/6.
M9./1]:U=)Y9W:)PWI%2P9((BBDV!=OD8F-6K=I!FD?:*&C2GSK=X^ .%(FQ, M"I@TFH"USJ8Q#,+.3HS]1AMQ%H#5$MC]0'5O).- MF%8%Z%BA7+/P@7YC#Z2ZI)E+W^[@6%
(8E*X1A"FXB9@,#EHPE4N:BAE)IA]+ M;DD:)/&_[]V>^!F?['5(YR(JYDFV7^5+;=X\@22NZ=G62IJ6?O37@]V9>WM_
M>6RP_"TUV7]E^C3EZ;6^)#]7T6R&S924L6L(P495M"OK'3:T_=_?\JQ+S=Y1 MBL^WE^))-/US7N1U%N_SW&?X?V]V(-YO.\7["4>XA=P_Q:BV/!!O5V !,>C+ M%H<@^?
ISEF>_U=K23J:80=)7\"=(F4_W1WM!IEUV_<]5_+/W NAN_M586;\7 M.=CUJGR?%Y?POX!N\@$N<7VGZW]>9C%^6/_SRQ50.Y1?]$O^FNK;8 ^E>[9_ M=+IGVDKCRXI^!0-
0I;Z]P%@H:K6VUJ-GY@,D_/Z*YJQ!.J2K;5IP)Z& UU-P M#8%-&&$*0?S 9F=$F&P&IH73EBJH+1;%W=3#4U>B0/@=! ^[N4#(A9@P<7OW MSEH;]4BO?I]&\[T ?JTD"1?
JY]GR5<5[^-;933G[A8D5.1$V 79-=T9D$O' M.E:.>B.4@7ZWZ]=H1TJ_9/GISQJ?]D#%F$'[QHT.4BZ:H?%E^9^M% M'6A44T!N5D!?'Y[,_:7Y,SC+;.!B;$3
ZK4#72"WA+_%6.YHX%^)TV3?XFPY M6PIV>@*NT[3FY4/I**XMIQR=8H@<(/LR[8?THK,E;X(GA(]/,H[(K^P(<""# M*^S!T0:R1JMF0_'O!1%YP55]X)XDZM("S-6-+C6,8-
4>*",=4M([@]$+ M)%!Y"D_PZ"_F^)U(O.DYDOU %GM%(L<+$FMM3B;P D*IO76#6R"'^*WDB$Z@2*%GI MG>J.AR!U.Z&,7ZETJ0V8$@(Q[?O6JY-M_/&U%X2/AX+P?
HSE<0K"M;2SCN N MBMBZL&V_=GR;)[LC*5TW#5!W?Z%R$7WXD:T"F#DB1D;F!A-%I B0UBKVL564 M#&"P-8-4ZS'4ERY>#JL7Z
)VV!P7MAF%4E=S:%S1"BQ!'%C],:$TQ#P9@N + MZQ^7J;LO<1F @AQ9'_7X2^94Z1@=>Q95@2%]LI$--YI3^, NA[M@WWXEO<6> M]4JIC\7G>C*5GS[9!-C[O%A_61T?/J
GSOZW?N$'=$?T:C[(&%MW)]Q-ES5P M*H'BR-$5]8/>XT_[_U(=QNT'[9-SZ9?;?<0<'R@U CP!W) L"R9#<+_(0V MB?
OV*E%0JVU=L<_RAH^0X=1WNGCL;S]_B@NN^.Q.HE).QP?, RZ(?"-[I5> MY*F%D_3GIF9Z.%7;W<4XP;NO^F-X/#_K1<*8RO#L.HR![RS9#8\ M(@C 7<9]A]/].O.MVUZ(;
[4+%$WX#X-IWS;M_U",?;XI\I*;\$?HU#:8&T1M M"'L S6K,2",NZ+CP6QKVJZF*$5=$'Q,B$R,T_L42TK6@QE)\$5>R=<9/&H8S M4_60]8W0)M,TQ[^0GD*J1"Z%!
@Y,]176\VPK>ABQ!%C%Y^CF=;[$!\<#EGG M(8L5I N"RJQ8:5:L*?*5P+&ZPYFVG2Z ?)JC($6R+9M MHI8B,%_FUY?2ZKE.(M!G/@U5J694?G^U"-RF^G2HIV$'>AFG\0/KKX
-1-J-3P3*O0I^9Q*_X8!V M'E WZ4*Q($H6FFM!BN/D^N!E!6Y$X9GE# <#=M.'D36RX[IB=&#%&4AS@O J MHH=BYQ?;T]3WM:OBL/O[-MJ;+.+?M^PY9Q^/Q,SB*
M..M]G';0R'4,QZ_S^)GC%J%7:5EF6B:H9-W8+VUGW2BER)EC2:'J_<#\O<_M M!W!V,<8QF$E37+7"Q<_1RT8X[W)CHVJ@=O H MQC$;='_9B+\B-
>6TU)^.BGAS.IS8:QN%%@&#FBT;#\2X M396#M[BVD,!8P1'56T.XK,ZXLPF>!B4IU!_A6-7W*?5XZ0;I;27;-L)'MKPU M9#KB5]NL*^,?<.3-@!]Q!@8L^=+*U!!
(%+U,;&OP@#Y#2H\J56X;J8)B6% MH]'%0-IBK.;P_1.8B+EB6/WS=]W\.MMK4GI"7-#)M\IQY&T!ZTR-L0YGSIKN\GR0'92]9RNDR+/3'C:0LI[6]8. M_ZA/)+G;R@,*X-,P5\BK35-
Y5>S^(@UK11\E6KM2O#L7Q/)3[LZXV58-7>K M;@V1R"M'\GD2%KH/V\FV12_OYAO'445A1U1!K@1H'UJHF)MU M^#(,C35D#2\,R8D!&_S@TJ"X=&&UH=-
H["T_Y\>0HI)0.8J122I;R0T!M]%>:(^8&T1HC-"#MMD%FRFU,1K[GC[2R)/SUS9B\M*D=.-^:M>G_^(M%HN\UD<_8B9[Y7 :*\D^AEAUS5.23&YS
5%,TC*W64AZ5S"ODYA*XYL'<@%- MJX5A5L85A/9A.'Z@+HS%4$ZO5%RG>G!=;Z658L2)1[NP[F_?$OWX'D+H8->(] MJ"NBM]-'/U/Q@I1RAL&'+\:5M^@%M;[+H/ ?.QFF-
OV.C2$1)IF)J8OQ=R&R M9Y+"T2U*W=0Z8UOUMV;,)%1@TLQ)U%!G]#"_I+CQ7LG M?72Q]Q=C'RV<'$5C$Q9Y!C0SC&LB:>30YI!#MYJ0)-_:L,!+<'N!B.,CD$W?
M_2FFMV]Y/O0I4R#2^@*[4MAC@U;D$ACHU"V555W2Z14B/HKC_2HKMX^&RNU^ MC.6)*[?'#V2?O3\.HRV'48./2_0$\[%A]:8#HB)K,#88AG_4VO8IBM/5,Y_+OSM-#YDEX8
MS,C#]+L>\)8"Q^&Z]\CS2<:*M9_CQ^$]!<8RO.]O'R[?.K7-ELB='\9+] [# M7SDNDSZA44P8+];_MY8Y1>43J),*77F(C%]_K\?)K!=3[#E,_UC!309O.=,
M>$]N!C8]04,5/)&"BUFSK[G9:F!C0IM"BCC5]S2^AOM F,;(+XWM75@Y+D() M$["S)@$W;W:'@G9R5'G&,[R,;'8,!BWK28H*ASE)*=#9"A3=YI.A80U=779<
M<9"J".L($H'0X=@8/)[,?T0% T+2@VTNH*W1-%GRQ40N<\^V&RCO*Z$Y#?= M'5H9)M"B=XD!/!5_+#YAM$U?:JN_(P_[E[SYJ4]J#B2)45:ML[!G45H:$_MD
MA+B"X\/Q,;;#QTE,R&!+S+A M3I]5Z,6(C28*"6EKEN8WB#%KR4,-*?=!\!_Y#?0>8:/#,I'\N@2JH8,>Z"HK M@W],9^.V) -
TBA06&E<[G05XI*7IRT=]@,]U3AF8+16M2J>_&;R'Q6+L/D $ M<71T- $43'+56'MH]19 'C7X$ 8 FA.,+L-@#R^,]]3RM&=XF"XIJDY.%P11
MWT-.='2X_Y]W<"K:3L3=X(>.1L\!1&L\8&C9X6A+!"U3U0;-ZMB_D]L1<7=L M>T)O-:=N2DA :)M:0%'_(P?8G"P,M+$=88$X(&WJLYL"'3'YW5^1@SCM)0K5 M*AB-
QJ%^1U#"#!7P[A$@ \91 SU8??T^MGS=5H"#V1Q>43"?V:HK%UK- H.< MOJ!0U]&@M0[\P*VHJK^FE"-RRR:0K(S8?B:LH8O)&",2%&7Y#,A@@@U#I"_
MFYKJ'Z.5EPETRU/@-+A:30I]R4$$6#^FLX#_CKKN^#GHNJ-!U]GA_!W9*C'P MJL (WQ(GL/_F)C,14M:F@&1XK6T. Z[+9I9A\9LH#PQ+?'0B]5S:92)O'(D[
MV0>I*^V5&'#/4IFD+ %-@6)%)-,Z6Q;Z&5,L=<.C#A_P,57=(8"YZ4)!.Y2$ M8FBQKL >;8!<)12+O) *Y6@^AQ+/"G)1)J**B REJ>4.7-:7"K#[-IT6I[K
MK,U[*X^SO;M*W:XUR/&@0>QP?@7X<6@GU#;\+Z9E'^F_^_D^/MP;T@,O)SVPQL []]VA)Y+;-7X$MO[NGS6"37YB-O;/+EK[KV*T0;8!ZBB*X/>Z
MF%Y%)9EV]&7)"72%"'IHN?"R..F.4'O^J>F:^T5P^E^:\?^QQ3F@37DM%K:D M_[?_^_F= T-7KA:3/ WV?O_T<0^+7M^K25%KOX$.VVD(<>$3^"B&28I.],&=
M1T5V&N\X&N\,&GSCN% =KDPAO9GAF5F1.K29,4X"#XGD"4;'QZ>A5X0'3BC M 0X,^6JB)$;';-[$L('.I74J(0H_96);0YI!0&68)S:\&;-:RLD=>@D5%1DZ MOL*CP;ZE<0@9H\
(4\S==[(/@$LOP]$,03,I0B3C4'C1'Q'@IA$WDFYA$GH-V M_IV:L[":[V]%M+QZ:5KXBP=M6UZ!W,'&]NZ@K*S8*_$!BV,<4I48@]D8 \ M-N,]VT#S^=W;D"
(;#KL7W=KB:S@8>^^(BJ? M@I]#).-:5E*&A@G>RH1:L%03RAQ2#--80IBDZA@&EL71 %YU$RI(P!Q$FP#6 MI-<(BAQFVFG>ASH!2NH72>F0K[)3[9#92"MCY$+_.[J
NGH$*IU)1*+%\DWP M>YX7QA0\.3PDNT\;1;'Z&ORP]QD_]3O\9>_'T'1-?8)6%BVO8\@QT&>%"@IR MFGF,;]<[CDH+6.:F5+5Q-
);87013YG43[A]&/CV)4W.7M/MGD^<$IKH(5)LC)+R0A M_]U(2_!-5/)A(A.X):X&6[%]INP!V70ZD#BK+HB7@-\/"M_>X$CF5R@9QD'P M6]Z\Y-'HF4#E$EHZ77>^?
PI=^)!HDE]O. WK4[1NX*V+ ;87.B&6I M?I9_O(F3' M!^>C4>>?#@^V_?W)T9/J-J-1JWBVZ9V"!/C)=IN!=A Z=$:C,8_'8U^@KOQE2_^/"U M+\#HM2_^+4OP-
%K7X!C;P%NN>G:,=_I5*G9[,V65Z"VU9_$AAGD=; OCK5DNQ5A<-$CQ(<&/>Y\<'9T># \"_%P%^.3LX.1T$.!! M@)^K !\?'AQ?#
(\"/!S%>!3;4(<#P(\"/!S%>"CTX/3DQX*\-9A%RZU>RYA M%R?5?*_P2V.Z=SJX'4OTPLYFUPQ[??SN%43I%O5'NR,&47L9HC8Z/1AOZRT. MHC:(VCU$[?
CLX&0\B%I?]N,EB]KH_.!\6P]L$+5!U.ZGU4X'4>O-?KQD43L? M'QQNZY8_D*B]](*'=D'W4]<_O."3UC7#?I^T;ZAB> 9!VD'4^C,U,%6/[IFN
M'41M$+5M1.WH^.#D;!"UONS'2Q:UPY-[%Z$,HC:(VC:B-A[=NUQD$+5!U+:Z M0(\.3G>DU= !_PE[;?N-ZM$ CWH ["B907]A'G[+L[O!$-P/YV(W&_F):&H_ M1RDA@/U75B"TF
(LGF$O[XM9LT5BOH,/)52_T M*%=;&!C/'0/MH\/.,4'F5N3R99A% MH+LO\EE"Y("6^BDD.!SD>O.*>!_(7E:$ M1U<
]PV81,C4X"!S!IF69@:ZMW^LU/0JT^=@#I1ZCP]4Z,&6C0_&O:500J7E MDL'-"_W,=<<4 ""_.]+S"?0H4M'W\P+65,_CS75#;3L%9<"4(9.,^"(&W^6?CT?AD M?'$OR1K=Z4H
,V)\^J:'OJ._P*/C@]$)+!_?52I>*_^CX^^965Y;5>X?+KYO M2KF^>?3V@S2^&;:]U]M.*DPVLU 5TU M@R768N2Q-/:-W.$EPOTR_RS:327>O#W<&SU9 NL6B,O@XNA[X?
Z%&Z/2]A\2 M\&;55S:T>89[!THHJ,^/_E>4(D]K?\&OCSL]M/M-MMTCX[W@.MA:.N)Z"O_,\NN(J*$OD1.TG.JAX$P<,@;'F?BZ5!GX]TA+ MOP3O4D]FCL%-[\B7Q"\(- YZ]4(?
B;0_SDP1NNALFM F31\JP<8;3T9SYWO MG!>%!=RY,)7BE%G>R7>/KR,&9P>O35QB?>UG5_P'RZZJQPC4=41]$$')%8UR/-B1N!"@O\M?UDD&!6D-07Z5SPR205[Z'WSWX D8
J.?W6E MC8OY%9)K\%.<\9+>[HQ5T-;.%+Y1;P;D71(DXM:KI)9IKB5#K]TLF8.-1)/+ MEY7_!A$%D&H:-9!^+)97D3XBN#J\1VTI(LG7OU2$R-TYEDS!)(&!TXS*'P!= M-5?)K*(-
OHD*/=!@4N113))3KDI@^(83M5BF=*+P_;#P&5"K .4""A4Q<#+% M^6O241\R0YXND01+TKE059%,D6% C$@KH(6:,T^P/LR)'DW#+D#N]+:!_<.> M]
[G+3Y^0/D&_(]O'(*'[>K320SR7$"\L<7Q76K555^0U%A$$YW(M)2WVF,^- MUT#X-%8SL(GD,"D9ZLX8%DF6+.H%14;UK^CHM>96 M7N5U&@/[VP%$L'J,Z-0O-)5RVHSDXF!?
P1>+-N#$4@<,&X&;P$=-N::0&,O M)G4Y0?4Y02>#9[BRC+88M.EIJAN4?PR'$<6F4'"%-O<<5A9E6<1Y$D&R!M77 M+ 5R)"5,,!CMI7^7%&X#D[D"5@X*XD]7[6?
K9TTP.L+D8GI_X2WF"^@O:Y6H M[8,*/S!1VBA#]B5F/$&3"NE RFBA^ N@B>N2-D@\78SLDX6F=Q*"@JWA=(@5 M3+YC(K0,=(;6V(% '/'=^/SHX,R&+NLE>=6[=#*_&Y]
<'!S*F/HIFAL6]B@D M>A<*J\''1H??K]FX#!YD!-O=L_YY^?W<"!;BD8UGAY +*?*O";!.I1"<=Z+W MVG9%RJA(Z$=N4P!/86@\GEVQ93;\?0O7-=TD7PJD;;E$_G!09Z P'5ZS9[TN
MMX0"D&&J]=__5*M@YJQ012N$3#Q$OXYK!2:"_JOE<"<'RDV01DS*KE?4>F3" MR'YKWN2^"_PDD?9'E=I=AFZV&E1W,.=7-Y,&9+5@G:-E# +S-Y4O<^T:0XUT
M\,ZFV79Y$Y#=@M&B##Q\B"M !: GS5ETGS=)U6;037. "7G[8-[X/+QC%#8QMH6\J[6@#+V)> M.+ND?Y>2@W_YP8N/:/\AN+E2&:V?XZ93B&69)A$7CC@1E$);K3=Y\:>VF3T1
MA?"#/@O^X)$^-)OG\&]H/$^B_?_ZLX ,AUZB(@Q(NA1682A*S C5YZI)'&LW M_UU45J&S&5"9C6$'YWWJ:Z1W: (R9_>*1(EW-)BG^03\4XS"E42;ZLALJ22@
M(!J=8D^+7"\%&^3:(*N1KG2BM'J'Z.ADY4N!.W/\)BZB^FKC>.QW8X &K))K MF,AJ*D%"#L9@RK]J0%V651PFX)J^Z!W6[N$<^6X,KNSL(IHF4C*
MR%HL^F+4XT/_X!KK"N4&*VVRQ#%#(I0*O$OU?9V2&P+V4PEW;*SEJTCHJY@J MUL5G)1HZD[=89C;^AJM:3DS^4'FHTVE_!(<=RM/80KE2[+ M8%:KU-9(QFJ!-
USNY@_(M]*?AB!)"H_5'X+XF[Y*IS1KM%;@S7]P/2M9/_KV MMH68]H$SSG&6H:F8C95:8CJL2)CE&9>04S;Z(7H(E('PEA_,S5J9VEC(UFFK M3LM;A.:
DX3I9>"$$VN8)K#V(N8@63@H,W;#IFTN*4J]($P5C^[K36:W$%:% M"V;_S/*;5,5SW#"NL"?[#*6VJZAQMZ=P\+9?FK+_)9G#]Z5=5_]]MQ+F&^BN
M.V9[Q=6#U#$@M=D^A/Y7A".;(S MZ_^A[/2*]+ZV!1-(>=W @D#>J];^]GN]6-I;!*\L%,T>)6@GRH6T(BYL4&X* M@@RV-
0!RU8UMXEV"-2H@A#?)\S\QS\B+$DKLSRFZX/>5:XLXW-W,N8I!\?)) MN02N0D8%&C/%$4@$I'>, 980J3JP&R##D\ )_^E&3;2;I4I/.&TZI. M[M!3M:/./"#DS3.L^N
$^4=S.W)CV7:-Z'W))GRB?/5#=='W+!OP!QPW,F8P M.6R(:+B)HP?NV5WRZ7=:7;:2Z2;6C01=7O^W'IHK.!!2VD.)]8$Y8 M]?ZZY@KNT_AWK(77+)%CG:Z8ZHE7-=ALTFI4-
NNZ))P@_H@OQ(*<*?P8PI9BT&E M/".5\IDE9] ACB5W-^.MN_D +16J>Z VB,@S"+$] IQG"6M74(6@?T#E4*V6 M4,.@7X30^)@CD ?KAZ@$PU21OO*_JGA?OPI,0\2&T(_:A\+"
(HG24LR;UD22 MTCGICHU$D9>&&J&:.O;AX"7L!M)+K ()81!HD>D5X5XD"!3:FCRN((7GT,CU M@DZM10GH&+P*C@OI6W$;1_B:NBY:>WH=8>X*;Q&^&Z#CG?Y%E?
Q8]0TR"-9T M:LN5_/H82*JECG5N2C1BCIYR5T^[E08J]Z45Q#T+\'U58@EQHT)%FHDC;*B! M@B1]X]"8GP 4I/=!G/]=QW.Z_ND8\#9 99@"WXO.BG:34!^8]88#15W;G 9S
MC)RU_H3DU90-Q[N2(2]IG;YIM)0:A8G"= !_FT+-]FLK_'BI]$Y3Y7,"VZ5M M)C06K)**E5J8UA#[,#"[O' 2=@;*XSPUDT]2J/B3B)6C]>ZL28(/,_]/LN J MQ@X6?
W1AXU%L'OJQ,W^-Z0%1@.'K>PS_5G_<>[G3]4%)!K!,*>)0=L8K8+2+ M*-8CO(X2-.>DMTMDB7+I45GFTP3C#,XXH0ESBK^F18(ZRJGHE1CY?4RL 1EG6F^4FK?A
AA%7:Y;R[:7 JU MPQ"_6X -^:](>MKU18,B^R_'Q^[X%)7;0I62=IX34%S0^%FQA6(44PP)7=!< MHI"H6 C4ZI6*=F-]/&<5L"XMU MML"'X08HAA9)AZG+M/AQLWXH L;#=6XA>
M907RV5"!W(^Q[* ">="1CD/=#Z5H;'T3"Z^T_2(FD6@_;$9Q_)H&#D8;-<0& MR39H4A\]E!P8#$5 B!D%3N+)YA?Z,Q"7N)<>-G.FF+AKHF%#U#6 A&#DY)^U
M'A/5B16+\Y^'*VDOP\^Q;7;[I,8:$9@=DT/[Y7S M)*J#]L^=S D:#7,H0MM01--7A]K6D[UCU*?7[%-_AKX/3@H8D*[=WAB=0[(0 M7:VTR'HS.EQ_?
+B4$I"T2D+$[$0KT[I!'Y"%+16%C@;3^)%GY@,A5XJN@@@\ M1>P L'\#W9+7&"I%]8$I&:LXX&PQ8,O'NN+@G//AD./54$'+4.-2KHLER0K@ M= CG2ZB31,)^69KN+(.
)J)L!$\SM1$@3=[N,T[\'-S@3'(9U--!L@''T-C MD1H;P'L#B=C'RF1*XS0ST1@ SI36W%)$*!#N3NR4PIY8J@*UQ)@_QYJ5EW[_M/9A^^"3%Z@[$.K;8[E1%K!O5O;3$IGM6BU8._6-
_8B+4J:K QTE7>.,B=P>D M/P9M0\XG2FCPJ;B/G:81@O6'A>WZ:-6%"1SH*QR>K[]#+%RKV^W1$ P3*))/ M5#D$FNXO]W^CA#6#"4+J"T$HM2;9K>2O']?]9'^&+2%,6F*
;U'HJ/-=_Q)J MD_2%<54OL%&EU->5\<\@P@/9UP]?;$E3G4W=+.VVWM-=IHB=>E)ZFM<5Y+EH MG-SG*=/@&DZL2]3.&!+9P)PG$2B.26??_AV[*,[[VT5Q1PJ>]I@-4<5N3^OZ
MWA MUR7)T>W0OFC W/:QHSMY,"?/0FDU7WY^E.%<;%'I<"<7]1!W MF+@[3/0;.LH@;99&RU+]+/]X$R?E,HU6/R?8>K>/7WK##^.0.1RD!LPD_MWQ^-#LXNQIU_.CP8=?
Y^W:,N#BY& M1UL]:?WO3XZ.'VA,IZ.+WHVIC^MT?+:=%#S%F Z/^C:F\X/S\\WRA)3+? ([M:+Z[V+S-Q\8C2P=.ZH(5 '_$\B0:+D&,_2;5J9L-Q38K;L6]LU>[*/?F!?
XK+]OIZ^X^'.\A6^]U;AEMNY7:H[G2HUFVTZ&%W7MCY='35Y'-%[M#%:Q6X,QATVH@D9%%XO(;>MP9^UQ&.S4PKG;>K1.R,--WYTV=@WW:=[CT]-P M?
#9NQ.8>>@W@KUNMQ?H[Z[9CV1T8N/W[WR;.O=O7\U'?MG0GR_#]74RI;41J MT(JO0BL>'8>'X^.^':%!*W[COIZ=]6U+!ZTX:,7GHA6/QN'X^+QO)VA0BM^X
MK:/>W7,]4(I;1P>XD?=E1 ?60&AU!PKN='0ZEN>9G(ZC\/ABVQ/2+0R/IM<: MK]M:KSW;S=G%OO1 .0UR<=NAO0@O3K:U5(9#^T1.V'!H![GH*C(X#8]/CUM5 M!<-YW?6^'(V?
=E-Z<%B?-#FX@]E^P12Y"W(4KD-*6:O$7I^G/#Z[",].3_OF M+C]]!.3Y;=WYR?UV[;DKLB$T]DT'_N0HO#@?LN//<.O.[QG5' [\ZS[PX=E] M)6&VSL@0-'DB=;2MO_%" B>#8-R6
MLKH(S\;#]>WGYHQVL3'#J>V_8)R?;VM>#D?VB3RVUWEB7T>"8DT/WQT]<09_ M.-+;&^';X;17_@_[LY]X.^G/0GX/^?&3?]#0\/?VV;.*@/ONYM1>O4WEB
MV.$GQ%A=AS;^2C'*74 5B5L\!T;UG5-2=BT;/@WC*X0$^I)2[($5T@]KK'#^&6 M.5LR\D4R9R(B+6)(!)OF==P@.3>BY3WCJBZR@^ / L2?5MX?98!$-Z6?3__6
MXT4V%3W&&^7]A<:AUHRR>VSWYI$8'R-_XFL2\\^6":P':PCRE7Z MX14B7KN90E8?J.B7![*DM+1B>=!^*9.M(0G>0S&N=8_*I5\S;()=]&M5LL!7 M>M1M-
%HF0B<&B\R0_JZCMX>K839+@.=EFB#CH?^^!JNAC#%!-F(FI&M/)*[Q M$Q%S0=5I5/""/0&IRZMDD#T?&&3[,98=,,CN/;W)NJ5I3=Y@^[^[LK@?[+X4
M]E31OJ!/7:;.G]=JJ19ARY/3>9P=GFU-YS$^N!B=/10EQ,EV3]I$O[=X<7S M&M/Y1?_&U+]U.C\X&V]'PO$T8SH=Z#R, A[H/.[TV!?*3#'0>=QCT08ZCZ=? M]H'.8R!:>
"B!;JTD&T! Q8#K\<@;D\C;NQ@Y*\;DKQ?%H4(HO3BG>LT9S M4(J#4AR4XNG9/?M#!HW8VST=..$&_*SN^,!MV+^O"%;K+#P<[P*B?@#[N$-# MU>L$^QCDXM8S>W9X-
)S97N[-+O9E.+/]EXL?3L].![*/WNW*Q<#U\2*AM*8= MF<"!\^,.<9#C\.*P=Y'$H47_#L[" ' RQ,CN==ZW!F\>SGL/=FY\S_#F<-Y? M\WG_80LG9#CF/=BP__D_SL>C\9O7>=:';(6+"?
:TQ/'Y^'QUI;M$#UYH@3K MP/HQ",8:KIZCBX&0O)^;,QH8R0?!Z/0-1N'%V?F0I.C=OCPQ2WP/SNKK2E)\
M&^_'4'GZK"M/1Z.C\&@\I%R>H6(^&DB7AZKZ0;=MTFTGX=%HVY*H0;?U8.N. M[MEC.>BV0;>]"MT&WO+Y%I[9H-7ZL&GCK3?LN2NT)\VA[6"V?W/@6;<-DPS,
M14^V/KT^,>/167AX?,_2_>=!7?1JHZ>G \GY?05C4)^#^KP;'L]Y>'1QSV* M07WV>F]/AR;407T.ZO-1K<_S\/3XGM4R@_;L]=:^U@JY;N+,5T2\UH5$^ASX M,1]P.!M?
WK4^_23LW,#-R=QT238KHK(JZFE5%PJK.I"13F@;@>%-3^&FNA(Z MMFE=(*V70 VY%_79D M:(M2/0*71U3J;Q*;
M'#3,%IE6,;7^6)G/JINH4/*]@YW*T,>ZP7KJ,C4!/QV#:?/*G)U_CS,Z._T> MYPO;LE+ "Z"ZR4D"(+G KP!Q0PBDA,!XF5RK=&5GOI$6^.3\X)4Q3MX"L;1; M LI;!N<0J\
(G[$%/I<>6NK]66@=3:2@ M>NIZ0#"8]BJ0S*V35$M0UTNIC'&5I[<^K=7NB9+>CM.WC5?!1BU*$W.?LFSWV,=MR??O, MG'NBC;HMF7/'9P>'%P_#*CHZ/#@]?
CCZU>U(4Y_;H$X.N_^TNT%=')R.+GHV M)KU0X\/-3+6[6*B+T?G GFM4Z<">>Z?'OE BV($]]QZ+-K#G/OVR#^RY YWI M]"9!LADNJ[5^?XG[^4LUR!E_96R9[4B
TMNKUAR=U",\UFE*82"(/ZWB(H_M%02&!GB)1YI^K^NRSL_#PZV+"U]@K^(+PW'=FK/I-9";#;W;@U*\T[POQN'1 M^0"Y\]*4XE'O.#P'I3@HQ>>B%'\X#H^.1Z\:T.*%Z<,?
3GJTFSU0A2\="N.3 M*E543*_0[X_5M4KSY4)MB"F^R)ZK\XOP;+R+OJNA(>X1_-87TA W",;MI_;H M=%M*H^'4/M&IW=97'D[MZQ",H]-M(7"'(_LT.W,_WJ@7G[O;RI31912 M?
7^\2+*DK*#Z^WI]ROM%PCF>G(?CBVT!:AX"UW' VKQ]GX>'I MDX,I#Q'9Q][8LUUDMWI@I3V 8 Q:<]":MVG-_#BXI[%!8/6[._&G@VIYT%K
M#EKSL>C0PHNC+2C1!GW9>WWYPQ85W"]$57:#S>RCXUE&)2)>_?_KX.7BOERF)H^#O?W\;_##+BX46 MF57P3A_[U:]Z5?,0_A(2,+W2KYP!7N2>_?O>CX'Z9YU4*T O+9-
8D? %-_HE MLQKP?:]561&^Y6_Y-4)9,7@F@@(K_22$"#8;GF0(E!_KF1<@"3!4"YF, /AV M^O":+O#[!D9F5437*FT+?)_TQE.(\H,IE'5-!YMURLY/ZTZ9"VY=LV #ZT0O
MEY.I*JY4%$\!QH9*T_RCUP0U[CRM]])GHL>L,NI616L4T* $OE4)K"](!-3 M^I??8=4V*0(^<[UUH>WPBN+*RD^T6. 1S:KT03).A8_Y46:M3C>4T;
M!6)\X2^'^]^K0D:SC.9:"K2T_+F/%N_/47H3K4J();@8UDFVWUC#YO373G(V M>[1);E+9_ROJS5B"JT+-_GWO?R1GVJLXC(XGZOQX=CP:S2:S^#R*1D>C\5D\
MBH[._]_9WE^^(#JX/E9O,CC\JX.I'M"]^XON_7*6:Y"R'4C90]XXSV*Y!%H]>.W8\L%.8"=V67GS M-L]P-! VBM6D(GYX57+"S^&6'T!(!Q#2>X&0GER<]@BV<@ A?<*"Q-< 0CJH
MPD$5WA&]-SP_WZ(X>U"%O5>%?=K-014.JO"YJ,)1.#X_[1NWPZ .OUD=#OIP M%_CTNYSPQPI*%I-LFB]4&&3]3K'*AVQZ?,$ZOVN&O9;^X_#X9!=X\$,?X1VN MW*'M>M!
+UX#C<+#TZ-!_5R;UXU@OF@AUZ5'CH*CRX&)H6>[LW6D,@O1 ?M M#%>A)[T8< 7!OK?_^\A];%N-GNQA1?[=O,9 M-,TML4^/YA%ZDX
/X%>7A5HD]8+;JV'>95ECP0:!*T155223FKI?JCS(&^_/ M\DJ5#7R!Q'8;]2]#7J;T/3GOHZO8JR.7X,"E5A*-%R6>1?DX7^7+H*SD^^ MAU\BU$)>5V6E!P=]/*WW8GNG?
LROT0H>=1S,\B+(U(U^!DP#VQ'7?.6S6E:F MK?GLX+&;6[<\3;^GN)"E4K<-[%O;T![L #U*D]Q#C>[N;7.C\Q&TCU4J&!V[M[7+]D LY0UI;83P7S]7[)-,'-HG2X'.E?
P'H""6>!'W>0=8!H,377.9B&6Z= MW1Z:5HSWL2^7;>5MEW<=W"GVJLB;2X4B#HA-="Z ".)=1%'QW M?'#BH ,5R35!"J1Y68;P]]'!N?D[_#+ S^&-"YVE=5)>

(1A)XXIKWSKFTBM M#F"H:%8$WQTZ;YA',,], #F2#$ X\#CKP:2I_2[?G'3M\H.CM,QA>=(:GVYO M8X9 2/,;7#^V:F@A/;@@/?\|'F["X2:DFW!\>,(WX7C\|F_"6R^[-9=D7];C
MN=^$'T@?5=%7 &Y3@ #Y$[]^B?H/#]Y=_[YR=&VW?G')P=G)^.'Z'9P> M/5P/]#"HIQ_4\>.UBU\|SU:1U]3F_9(;5E].L]NC-Y^_T$6[2_/Y2VYV([7U MVEO^:!5>%]WTN]E,33&&
):L-G._B6;ZI56QG@U%K#LD4GUITC241#^:--WA M^_CYUM>-TC: M\Y&TBZ/G6TX^R-GSD;.C\UTTZ SEPK?OS/$K[9QZ#2QL&Y/54,3J68QWK^7! MNADL&S6U+GICK^
!^@V9U+7 IVZ2ZNHJ3[%T5+\-RE1_R_&]$Y6I65)Q=>HT MGV=Z\#&4WORC+I(R3J:0GB[Q"4$$P_R'FD*! =8 >6/EZAKX^3I*:RJNC=(T MOX$0*!8,0FY,HK9]@Y M*084;R+%
(9Z'F6=(C,!L)MD'5.'\NLHJJN\F)EWC8>?>\)=GG'4XA<,O+LM.KQNR.'L1"6^;MC6R+8$(,'JV+:1:GOOYS^?I)$Z4GO5"A'9VXI+(KEZ/3,2FJ7?O*X)+OO1U$?V319
M(CU4L]U$3Q6,O8H8H;J>8(IB>5N1!S.K4(G]6QF8"P+&3#7$79M.&AR;3*(E MEK.!05"L(Q^DWA@L7PL^0/X51O>)8'"#MWFL@L*;8A@='8,E'OUDBH4)RM<
MBB_ZS6_KBD;UO_-)&5Q.*U3#AZ.SIS(,>DJHUTHJCPE-=;'4=TQ)K4NWF8E' M9+K=]K'QM@OT;.VM]_IJCY",WL"M\WM45,&'#V'PH5*+XR_C++:M37RUS_
M73]+GXY%,#K<_T\C^3,]&/V1#@42B)2%^D.I(@,?O_/YW5M\F)H4=:1-Z]$Q MV24]Z^FYK5+<:K4D_O>]V_L$3D=[FRNT1\?_G[TW;5);R1*&_XJ"N?,^=H2J MKA96NZ_1Q [!6?
&G^X_TS<(1;3(+G<\;,=R0;(*SS4N*_34,*3_T N(U7 M%D<)91D4.NO:R'0\K"#&X9X(./J 54F@@%%-!2F K?PX4+C\)0A_Y30H5'OX M@<,+H^#YW>M.A>?;G6M[[?-7;$G.
(<6']*QD&K4F"!W!Y\UX(61<55X%?YU_ M,P(=.]*>:/0N*J^+/A:\=1K@9$D4S?T@#(,70%"J&.,K?FO-* JL 7B]YCR% MC"2_]@ZE9N..?WV;?MUX?
PTZ=:;V$WT.@L0#90R5V)W@YW.OZSX$[P#\RB&+="1.N1 X[LD^B&!X4"C=3P2LC>B>OYP/V M&>3LAMGKILX;+V\2-?E@>@R#<.;IR7[';9'9X[E.W_4 &FR-Z_$2I]O:AHN
M*\=:CC#=]DS\8G^B#]ASV3-#O-Z<)I2(T3#4A%",3 MQKCXS$0\70'WA2RM0@91CP<+C2D7SZ!6'_#D)&1TQ7"Q\TBJ=F.C#>T[E4.G
M:K8/<-7B%^;!4B>P^;&0BJ,$'[=TXN<7HPT9OAW8@$;C^) +Y8Z0UVV0LH\>*"5$+#J=*/!J$[)7L#$/;L#G"+8G'. M !;#95V$0)\@FOC1%SN_F(Z 4SS6>D
7M2%^!F%QD'Z_.&Q:Z M PUJ6:.8?HSE[%$R&.<>"%L#HIA$=)9/,S=?0DS);IUG+5;HF]Q0QJ>I>5=WK20Y=/BN@657DB,0%HIM5/MKQ M=S"RR-5#645#[MMYET2DL+_/^8,
<#*:3NV9_HVR.FYI<$F+G-\JGY,:MCFYW MJR;)G\@P'T7#ET'#/;W;J3JX1)&P(F&)-O[.LO6>(=FDW=.M*ZVJ)PG52+3# M7*\9G6J]3%E*-'7+[)4G1%7(=#_1H7>,ID*,?
(@Q=;-9H5%(38BY'"MV9KGF M[=E9P&='65T EU.A/-O2;;M;66N00+&]!,RTJO>B4IC9-V9PQES5"4(U(>?L M]6G>F0[#Q&F1(J^4&;R)&D',T .)?
FDJ=:MG*+U-.K38QNDVH3ESU+2.U+;E M,G3J;-X)RF*].#,>D^I"=\"3\)8E]M9^J8MV2IZ41[*M=]H5W V5]GYJWG1%
MM:="M593[W8K:%N*;.5"X*62K:WWK!K#/_5H0DO]HZ0K9* GEJ_PO\|R7VZ7 M?89GG0INK^,WZS.=7.N+T?:=6.X5'_9N^YE5V83Y*0L5?_) M"R($+RF;
[G)T#%KV*FME)1PBX"NW1'(#!I).$QX"Q)WUN\&BQ=YC:R]CU4F0AG<+^X3D\LY^JBMKM?\|HEHH@ MVU;Z!:\ZH$)'6@X5B,S51(HQPA'RPOR,8'/VU
4Z/UH%L#22]%L6*;]L2;HN M/,IF[B R>.Z\^:HHUAB5B[55 V MESYCY:#2>.R&PRMX?_P&BL0H?L$*82 &FK$=,I^].)7JILZ/YK]F$4=%\TA. M11%8H!0D26ILQR_F=;<*^8&
[Z9\#M>Q MR=0+WAC3HC$PRU6?\S$PSE"TE\AWKX"3!93VH2C3G]T:!X-?VM0#Q*P&QV(/ MQ*469O J*R=9IDD($(\8[X QG9(7S_/$0.
0[S08@$;!'"9Y:">.&N[D2Z'Z@GGL4(1H_) UQQ?T0P&D6 $- -YD!5 IE;][HRMOKYGXTNOKD> 2^QS'6 M)ZDCF.L5(^!'F W8_N^R#'>&5T76/A91&&?\(Y'%],J^!]]_F6L>*
MOKX@^/*EM-C%A(0DT.(HZS>%1Z[/0KI-Y\7,P"34,P29*BMQ3^\FA1@N>J&& M)?3Z/C9FA6O@!C<:\R:QO$5'$DX#+@=&S@!;N[$Q1V)YTH'(L9:]]0*116.]$&&,
M[3QRDDH+9EM%4;JZFR]*9U=T#\G=,^LMM:3=Z#G/@8=6&#_U4%H'291V\)@I M$$62\0 VDRR8*6H^0?ZL*J)P]75"-0Y/$&=* K@F,;'=XR6ZE9"B6N=T^Q6\B#\"^B1ZK]I<-
RXP;#^*=S99:=($*KIR0H0_,3 MEFK@41%J?[HXM(D'L/+3?(B*RA6A*)Y)9)JJ5^; E]%\-E7+06^[<'WMR!D
M.1YN:67!6/"*V;ABJ@98BX1,F8:O3U:N/2E=$K(A8HHW3D"]K<="4(F)%Q(J(Y2#B M*O>7KFPJ3M>JVBA7(>=@R.D8784<:9'34=V")$6.V=2;W:I> M9 FQ4[\>I)3?PRF_K8Y0?
CMUZ;ZG%M][2*O.!L%DXL83GB2_A?Y[PMTEC9[> MLLWC])=4S3\WH:=EZ-WFEO%&A9V]8Z>E][8=Y*&PL_<@T1;VB4+.*?B-94)/ M_?J0TH$/Z
!.=6"S?:D.8$KQ7E7+5M4Z%5$04*3"^$3T]";7:5U*391;+*O".S)L\E.]Q?W62_;*K C;ZO N] EB&NW M@P$ @E+B'@!U U>T3/H2Q=1HN;9N5$=J<<2I?OE?;$I5HE%0R+0I-
C$5#4H= M@%8XI+Y\U$'0F4%O&KIP^]2#I3\QGX74D@]^9U/>$HG:%?W=I[Y\] 9J?'0[M@6T-'-Y;E+^)?%'X&]P0L1*+#'Z/803JC]T<3YQ;#;($O^M/["WIN8 8WNPU
M9>H\6:9,[;E1G#:[2O&?[Q;_CV3X1*U3"*\9/M(VM_$R?09E6&@#.DHW4Y.E M9]\/S@7:#S8('@(BYIV>!+D!D>]^\QY-I4'N<;'Q(]1TH^ $HE_TXY[V#E5 M?$HY/&W;EC4SQ\;4,?
-)N.(U43)%R52I0]^1:&BK$XB@&;-P G>DP(3_9F0% M+ S1BPIBHU<[T MT<,O81XV9O.:NONY"!B2B;EC. L8Z=A=-_T#SS%2 K0!4%\ )_E'A9:#HF7*
M0NH)B2(CWR%4G%*Q3M"T6I,)O#$(#=CQS>E![.B0%3\-\7_,'@ M" ;K@8_F 7,&XQ6,LY9O\$Q6N-L3[O+'/B OU09>QLRG(\?A-E,$:(I&;SA' MH1"!]=D^AU>WB_'UF%D(A\%
&HO$#6DR!DJ24Y\()DB".^/"(P_5> HOZ5BI:R$3 M39EU\">;&YE$?/0O-K^H3+MVT)7WIN&(FSF]#CT,>'JEDC,W;@$L9A!MOINN M!+/GL3E8.L9$V#776B'$5!
[SGU#Y!DMQAO^^ZWGHRO)]/A(#77;#9Y22YR<: M_U9L+Z^4DM7]"R?KJ-@ &M'C#MZW*$YH,@L-(/2OIB&;N#A!(/-0X*/(98JO M0HI,_BX#"B\?&E> 2%
(-3A#SI0XK>PU?._1?9$ZZUGP(*LSC$@CZ\=H6'B!)*%O'^+Q'@ M2P%%06/2)%+/"=DX8T84DX$-0WZ* 5 RTG>$I,5U) E7'()S ?>BLI
M>*N)\R;S.RW#4HB\C>"\UE*9ROEIO43=]+1Y29LQ\]+Z2@C*=;)1@,'/2X:5 MLHB8L$Y!NG3TU:MX6=A M.&5.1&V(K9"ZDUJSP T (_1O,M+;1)9JO=L/K6S+'I
L5I:B)!&A$%2A7Q*)009FSJE 5B@ MJ\-FKG!C0K-?=&B1(//9R(VS $D[D!T9N(S<<.83)%,I?6/1@!%;L M_!*C+8(,-((_"\|"?>90#^$I+V@JD4Z$ J;@Z'@'8N4%?P$B]6.0O6(,]=1Y
M0^]\'@71 BA)*J4O>:_3@F(V&/M 8T]O!%<^]7D$;PK$GN'2(?^+(ES1A[I M]/-(W$T#7HKIY64< M:K\,&6? C\>Z$@)/68I]#_R!$XVUQS%PS]4G"O7FR_'D$Q@I3N, M:
(<\F#5'/")S&(_0"7,P5QC$!L](?@HQ'Y6,BBP*1CEPCAO.2(S"="].R"7. MDCF6/G^S "*]+7+CS.82DB.50W,>$*)RS([% YLN6TW/"YG^$F/K9T#@UC.9 M2R@@F0>@C-
GUH=_.@NB_D',<&3X(8>.YH1!)C!FJ"*LK%<>#AH1JR. G]F6T@#M.86I44 M7)A22A*1R]>"C6K? ""OP'?T7V \DFX.IA S=D4!/2&MR)*9.*_N))GD,@OH M-1%01)20/IA,8:&IH
,Z@9?\>_IBVKJ+V4HD$E.BFR,E1^0SS)$2ZCH9S2YN ME^]@F&!J!'WQD+.C'L3B_YP5>A0<";2P(DK5DHAKM'_#B(UVYX1> +8?6.2< MBR;!D'D<-(59C,MLRF$0B4**G").>^.
[)DTX!^-\%<[,%TJLG25M!+@B7G$S MSX"I%" PZ2(,'?VZ&@&"9P/7R2A/"W,&O!8'H\'^,.+QX.4WO:7'[CS$7IP% MX3 &ZSH(J;RDY"IG1VP1*B]9>'P;I4J\-
AACL)^[MYE0UD5Y$Q7CS&A&QT![M.:5JXJ3/R)?XI 4:+RB8TI,>M:9PF*OQ<:*87"XQY2;QM($#U#G<0,(FI=DK MZ/5@- FK-/&%:5,6&-
?:UP3$)BL//<1%^=>\N""#LV4+809DAMA[2959S/D4 M02YQC*>'1# ST"ZLD9.[T)-BBQ1^$(T:5DZG?@N?0S)1\I&V,.9)= MGG\$.ETGW V*M)S)/P \$NBU]EA4 [?
&G4NGVQ#!25?&P68244DO^:076R6] MR+&6O26]2!<,2N4$BHA4[Q3]<++E,L[+'R>?H^^15Z,# +*G4P=%"LZG.O/ M0HB'/:F8K%;TW M[X'B.G44.W$">MX;?
S">=D+/^@#I1 M6J3..Q^0PR,)X2#-)5ND*1!YX,\Z):PDF2P%*=6H%RY[)W;S7GQY21K?;:Q] M!JI&-8^'H&U3URS#:@JOXU#[K6->MS1XM9=S@4M5L5!81W&HEZ.-12ZAQ,^1
M]!P?\RA>KN9DHVHZEVQ.0C7/IL*U0YZ1* T2IDKY8OZ0H_'EL^%5YOU)0W * MFXLOMZ[;(G2Y0_S@" E)Q0&M7!=4E[6MHT=,MMV_@!@ M"SZU9P?
X(XGFCME(5(6]4.P>SQZMC^Y+K)P37J(DW^]FT3[%-U(-2!93SK]_ MWH6:RQ'"VPI.3SV3)KQ=#\D,;$6!OAE,3>:!;KHCURV(5CKWN-R/W-$Z<+Q! MZG\5*L+B0US_.?">*8O3\;
("O,07E73B&GY@S^H&*?X,,LYCK_QL3KSUXL)7L)/2*ULB-*(< ^3M>/J)$ U-&ED_:$$5FGE-S,8^W. M*RY[#KWS&.!9!\LP?$O;I%#!))N YN&$\P8$Z5Q"LR6_'O^1?!1@./,!/P0,
ML1,7GL.%/.&73(Q9GR"A J6R/O^FF?I]XY/Z- MQHS%U]H:;6 %):8I\RQ?[X=G8B%P*IR!^LQ]GMIXGCLA;Q-/>GAD7/\SV_:[M?[S7LZL6BK9QW1[W7$];'<">W1AX(PS?
%'\%*8:*P:D.1M>&B!AG';*Z[:B-63/+KR$1^XQZ25E M&(&"9=+A.0#_3,"L0>]TVH,,^ "S$1GJ+LC ,?=KDS^>Y,K #0?)!#/U!O3% M$
4,HRP^6D+.24CFR:*74/Q(8H4R#HMDJ+X87.$%K<$_N)LR;ZWP!FC"U>ZQ M)W0F_/&;Z(IS:P1%ZI54V&(I*M!"BJ S7R.F)ZON4;'.Y=C7/X]DV3SV1./ MVS$*+%'E,^8+I;)T>
<6Y: 3)J2G"#X^][S3A:;H#G*BF!>*)V'AR9/&$7R& M)>7_216,=O(%56*(BZ+65<.".FWR)V3"A7H!YO0181VW ^O>22G9 8X@C&> M$R#C?)Y?AM%1D867)6YE8.0P)
[P60R7&8Q M.H5VCA?UT_TA=7[F854N8'ED!P-\>%V4C$;8(0Z(-%M?NB2.@9A8523M\Z,* M-Y#2[/).\+:YC>"["G="9]C:[9"';6D_/W$+Z(G0A9Z$:*?W4E"KD-,TYPE. M09#RJ]
[E$',5'TL7G>OP9Y8[37)LIAOE7!LS%2EG%PH/R$PD1+.NE07=-'GD M.#4=M)_!%*A+R+NZY3$P"/R>./7V\=/2#!N MQ,]YD#YQZJX3?3-1&W!\U":QIAL#2"BCL,ZD#\^AY
"1,H[J6"I0\X)NI@A0 M1A1/:$OU2:# !1#%SB_FHS#-AZ/Z3'S/55HWS'N6Q Z>$I?#2U1YP]H]T(1F M?;'_&)T_!46G/ZS@$:&Z5E=ANE2GFTZ7LO.Q(3GH(CWR-W?3':5] M:5R?
DA.LN(="HR.3!HA&ZT)V=FC/%X M<=XY$W)NG&LHGN?&U(^R3I*IQVB6K"XQ#$5SBA@6>U.S)(M!V_:EU>125FXN?/P?MTG!AY8"-%';1R\ MH*MK5N,Q>]+"?
2,!6V[L9Q,AXM3F1O-HOH8Z5^L;)?U_4!9 L/B<-TI8CM)1 M!R[)7E$\@K_@PD8.KZHE/]'2_2S%,252C+P$H_3"J4ZP03?O",Q]#IS\4G+7 M:D/N*T<> MV#S-
S.K4N^#2A7,IPHV5:J@'&NYG%3!E3DJY(@4*?/H!T[;-/QF7AMITHJ< M?38Q6K1W/\U&!V(HBI79*\89ARL/B%0\4Q?&+.*%?5]<$+BAB/E^#7GPY.__M5]?N'-
\9.KKV5X8E)F^Z]@V%HC_4M=L$*S\]%W[\E'B@@..G1WB>,PU$/T""SU,IEO%S%<]95)@?N)J;%G1AJ)];#U^2,,@5 ME5)2'._Q,0FB^6$L!0?2E#2Y? A#G+ISM,E7-
^N^P9/B14]'YJ-E4DSAZ"YU MIF!SO*;I\K^UKJV4L*^U_TS5!X$>'C_A9P]0AE BNAH=OIRC>-K_OC??-Z+O-ZQ M@PV0DK @I"6PST->Q^K6(5%X8*G? 7K1:58,-
T5F$,0(3)AD\;T)J"1/I,UM MPN&?\W&>+ SL\JK%M-76RV*-/6,3^?"K=S5BLRL-+*5UJE'N4"DNLN7+]YT0+2X1G>9Y(9EMY#2SB()GW+Z @IY1$XR",KZAY(1C926['H',.0+;]S-
M4=H^!4=I5_E)<^["PN&>P-:/R73J\8Y,X9OVV8D=^8^XBGN7L3/RSU+!E'R1 M./7]HC;T%)H=LE>>1HW>'^WKE9GU/<2&Z!M.AC!;G(#94M8P$# MDS.N-5OOG/?O3-
[UY9WU?GLAU3L%(=530BK7U75VO"'V/[N1\Q0RP0N4("5" MDXZ(!^8BE7C#C(=FD1_9@_BG([*^!WZ1EE>.&[O627"CBJWFV1'C8X"]82' M,!BP(?
H").&H]0;\+/T539FA&>VK(1FF+Z1]4&&7:SA5H'8RK'&9K*/Z:[3@+K=]B!]A/LP(V)\[! M2 0PUT#ZE@8(:3\(X/B$KYB?;QI7_U??%B)9)%MDW63YY"6 \8)9\!DDJ1./ MSPU5?
$@N^P])8VYD J:W\^BA[#*.E/W'@%(+5W[GLN=47K M2BP9U_GZP/B%CQ&E)V4]=;/JS?M;;4_#L]P(J1K,>0PW3D"+HV (*D_1I.Y3& M,' CD4J>)DUEL)\A]@0FNI55][)*0B&?
>4'U#'(_TDX%%]0O@'R.G+_[V-[! MGW,?\;I: ;5!'FI%_1UR704IU":2[49 2W"=J SC_$LO3)U765<*Y$TFJ68/D&O=H*M^GL(HL?<).RKE)9,)6EI5)9Y%C+Z8UZ6WN*_"T[
MGG&TM=GY&.44K.W/E1,_/.[G%!=>J1M-,3",^!1MP "W;C1.O2,>_6Z-:C.=UZM$JW?I]K*;#Q?:B]I=HBO!A3([C.EHY=SLXI&JZ4 M4+[,0A8Z"%PW5_U:])JL;4+(6T4(TZ:PHH_
^BHVD+54*JCS^^OM[0//V"P/ M7]KO*'0F["4(?Z4ZNACC.DWS]!=4?+SJPTS3GJ8M'7BD*#\;E8:NXRKY33K7 MZS,(#AG[;@AC<4;>6GGJ_R(9AXX=*-9X9\PU7AXZV-.&5^+ M-
=KL_(/S?::PD#9(SF M#U&F#_7A+'BFD\3C $P99PX*.0;E@,)&8 'F*@M#I11P9B0]I:0GOM]P9DS$ MHGT#O#7QTY4@V/*MT).(D8:7P]8\LD0[[UFFE9,+
<8K,8'^A+C1:5Y1QMHK[M_8+1N-Y!LI4;9(P6)!7CBEDOA0Z1\L)E7>7W0AO 0>@2UHO,ME3[A7/8^DB_ M/O$PU-=,;KVS#--^GRM1OKM_O)]SJF"Z0\[QE&.2 C='^2UB"?
[,V;%NPXM= M W&%V;8OB9!_[I>PB(K)M'62H2MZR#]@Y_@7%"SC &3278)-I'VQQ\DDRGP MB>(7R0$$'[;#0:?(- %59I O'ANYX80<+22#TN[>;CAS=Z9IJ%G%&H^5;A_B
M:)U$B..3"G'D1#6U)?DV#JV9#\^',_(\&&PP_ M?]\M*=,H]\R;\/P=AA,0:9]]9RGAL9)%P34:_Q!S+AVO C,?)1:HZN65>5% M^;?\#"=^7/(E]@Z[J?*>YK:;J02R%@]V_^7WN5?
=5/U[%I=*21ZSJ 6=@XE- M*R)-70Q<09U<0^W),C[BXC5<_96)E@\Q4:Y7*5UE?L2[Q0WPXJL--^GI7:@* MX:1.2A)TY^QV/"FTIM%]Y[S']?]@3VF/PL>K_YOW(]-
D'6T"X!]':PLKMCY0 MS4[[)!(->W?J2,W5C^6*KG]DIFE:KOQ?45J3&7[.YOKW;WEY< /;.A8@1G%2,H8N3N?&OG]%ML?1ZP*F!W[Y]V_;, MZC4WG%@]"0XLTU '5O[$NJ97F".
<#=0PWWY"K631:W3RY'-] MLD23-&L)NR8+/\DLKSR?4,Z;58BVVZ]O,Z\O]9 -?%_XG\D/BI>!5MA*DZ'^ MQACY:['$7;>YY,>LR;*BT_,!F)1*GSF6<5L'ZR^P4P>,>$9=LTW.
(3#0;0K M36=\YNJB* %B8W'PUCILKW,*&JQI*H&0K_Y,I4#5D=2R3RF0,:U.R)-I]%3HZ3Q#3W*%FOY[:VW"W-1208I04TLI$WG/\MCM MNZ*.H+#CS^-
@S(98.G,*719XIYYSQF_EGEJ7UP7O1Z9IN:+=K:@N0H/]%?]8 M,2>$-Y,0ZA?-<42MJ5&A4UD#GR(B]GJNAU27]V%8VW'A+/H5KF9+ZWT1V->(MEQ/\]='(I4IO,?
O(CW9Z6GQ,$R,B75!^SW6JKE7![]S?2[MD$K,9L309]C?1:!?7,9/R.L,7KD^Q)MZ.&H#V'2?FA2+^9F\>\T4N]\XO!!7 MU$3-[@F#8!)E9=ZS :'HGX#G_^E0+7B,17>?
K^^N=806W]?_!.$O^E/CGT1M MXL!Y"N#<]0! @2O:ZV1C#IQGQ_6(D80^(-9#_ACLL\-"(OIA,* NRSCH,W2Q M\@_QKUJ_(%\-R^L'[DQ6[%\N.AX:N@ZPWH8J4IVBOGJ(?]X_:?
P8>5E* F/WF#TKI=D==F)C/_,0IJU(Y!'>.0_"YG0ZUUWC Z*A3B$_Q^F+Q82XQIV\/OR][WFM=$V M"W\RKHN_7_4H^[IC]]8^Z7=:&5\=[!_A^!\-NS$3BD,DX0_6]%4SYX-A'ALM
M@8#OOF[Z[6XB!:. %.+A%GOB_'><72TQI<%=SD]L;D][0M@QSBU#HG-K_5HJ M#! VNSBFFCNO1M6:'QQ@XO!:#M+>/=S=WG_2OGW6UI;LFFG)[I"Y'VZQ$400 M?H7U?
QMF];CMQHV%RMI\>>W[A=-[*Q[=1,8%QVJ(FUS-OXJ^*]*W5:")*=DD M/^XLDUJ$SQ2[ON-10ZIHS&AV3;RJ[PN:]?#!7H%XQ<02K*4B(305$Y\F[IH+ M3)SKC8<#IX+)-
&1CYD=8#H5S5.<&:JYO_$#_VBFWKQ+SBMLE6$M%BFDI;C]- MW'76<_ML?+SB#:FD,'Y/\R'C-\7_BH9N MNHK_3Q-W-
G:DHN01'GX9Y(5!47=FQ;1G@_B>8MI3Q)UEFHV;7#8B=74TS8_: M\UQ2XC]G28G"W;]>5=?4*7WN1&.;ZSC^=PHWJX0?BN^;]>3[=%6^SWGE^U1-
M/CUJ8LTL'#SKB!!CI]4T'/S P\&YV%KQRLH9F:8K'DGT_RDJ -))$P@OU* F ML!92IP9K(IG%]$2@Q;3M*.E'[M!U0FQX_PZ?W+CC#VZ\7QJ T;7L'OI.Q*>Y
M>&@Z=8@&4]%"!E5",WH[X[#AP(O^'NI);B88,N[>W.54F2MBZ&VB[Z@@@WE MYZ3F=^.344ISHY:-4"U*M5]1MR%>.X%& X5#!A-;8 M:/$VWE]K?XI,]27"$-C[/]$.@TX*P9(-
TLF&Z&13V$3W]45.O2HY14PHO_@FZRA!4%'Y71-.;.!6#AL#P@TTA<&8N5':^4H;6LI M$24>EP8HAW!2CC/KG(1?[8O#1?,,K()"><)GG,T4CBEOFH*%6$_,AU717-C!
M@$USC/UWW^4=ZAR4"K"J6\KK3+ M677W\.X(B4[81._F!.I[D7_[/JO*6RA4S2<3T]N$X)S5;/ W%DRS).E]_7BM MC=@0A3M6\:<#GSSG)<8&TG-?A7(YQ-77N"H!P.'
M#XME(9[B'%W\54 09^:-!;.&P4-*(%GC!G-3BNG02']C4*NF68G-:(VO43/ M'CA,J&(4%"ZLDV!SN.?\S5CJ[2&LZ8LNYGQ"1H93/>,J$N MR(0K=
[/QPH$X1+@ZZD:_HI48+OW24J2P8CU(W?Q@&'(YAEQ Z[K6'A/>LBV] M.-L;>P5P^W2(H:#10'K&*,"QI)GAW-WEP='.A,=>Q'SC;."14&TW[I$?80(;
M#E=WT]6(B$_ZID*M.HE$R3>.O7;!N,>NA+!L=T+*-+6WZ+_-3:$%^G]A0/). MM/@*Y!ED!F'4.'D#I"!'L(1!P@C0)![DLZ'7*=VYX2"9(/C@!](W^LQSV3.;#?=N5E4]0\7K-
B91J+WVF!!8ZXXJ)[(-HH$ M W&EL^04<^$Q=!VAV<^-;L]9ZD(A+#/EG7P?KV(#TR2"L*!?"U MMA.$.,M'XGR:@H =I+KOXFGVSGV/DH'4,:&9DQK#: H1[CC$6-F07T[ND!Q\
MAPQN]'3<1(+.!X_[?KG;"OU:'FG\Z Y:;+R=&P2?*0QB$GQV-A /N*D^O?K ML4M;F7\%622XD(*K'@+!(+SD8?^"1ZI8E(@^MC3RH?6ZQEFI-> MX0"<.&_45TV(+I))+#F+,:
(1P)T%(3_$)-A<04HA]DL+PZ^F=?(X0 9)2B] M14"#'S91TO]'SKTU,P_$:B-:51_H8X)^!9#N_TQPY%]_MG7NE8I$\&/HBGV3 M$U>TJ1JR)^'F0/D)2LR(A?=H^B(JJ^!WZ_;#-.97^
M;YQ1= H0V!@:&*1[YF;SA/9,/=$2'[[GS0FI7US$SU?\V0&*)4\Q]D^C SH) MB0=%U"XSPJH=O0<>? Z\9^$C)>>=2RH?*CG,?^)/ *"YT$P$)<2
M2[)7[1_)\$D(F)_C_!:%."G$#]@R@6@LZ7B($%3[0!)A##UG+J?J3PDW5^S\ M8C[JOH[V,@X\)IR<+&T[J:,+)[P<&)-4N;'>F+ ?*"U9XQTF^'PS 7.DC! MFZH8Q1!
<"!=PS&3QHH+I0NDS2%L0,9>J6@-Q.OH,"^)8:1RC,),CLW+R-,E= MKI6#C\A?,N?9!*4M M'](:IDV:*; #N(>GISV/\2S!4(\3S80^Z7 X 6H$7.T!!D/*+WP.9B<.@AJT M=%+^G3?
1/)D[,(4S5NQ8!#3%@D5(4ZAXM.]YS^0L/<;Q!B)'8S6:LB2/G5$Z M'R_;> ;E?:28A.ARMLHC)DCB+(B8G:L"B&EV=[20[*?E^U/Q="OQ=.'%Y9W@ MXR2DO,/CX7@;I?
O0$G5%*]6#+\:T)%H,0>;WZ/?J#1&_PQ=9.\0.324T MGL=!$K&[*/3D?;'"P^+71(K!F^/ Y/*\/A#2)P,)MW&S2.L^[\"#&C<89%L M$/JNLP@-2?;[E?7#!&-=ID4BIU5J?
J1Q@'E>ZZMG\$CGX;HBG3%5/4&/ OEG M&8:UU=2*VG^\Y!B374O)*W;X4Y&I,X],J1;W%=<\UV/IDR@9?*2208G67BP7 MWGU#91MT!] U,D\OS+]BZA"@AO1P%
M)YX#6KJ\DT(M>CSJVK"!VQ5\?NY LZNPP/) R,& ,= I*_(&@.[PRH[!@WR8 M_O>A#*6LVFLM)+0)D-O>7VUQE=$MYG]*B.YB07@GDDN<'="^L.?*F-G7_37Q MJD;_[4F-
12S_I\F0^ $3>YX=;V[>EL!GE:T;VE$/\I);_VVG+>:W1@WKI-J; M<)=^#46,)?%=[BQ-HF%CP7O::FA#-G GCA?]1^/*3GVI273UY#C3#T@AM_X0 M__-E1AZW\9T3AMAQ!61J&)##
A\+? -@8<1!PAG; M:]R8;5/O=>W4_YHN=86"M0WGE<91/6>)XI!SY9#VX3FD;2"'=/5.LR,)AVPX M$U,'"2R4K6:H?5YU4(TKYU$2]U_AQ1_,[C%",$31/T.L-Z(L!:H+I6#P,SJJ
M(EWS&67^8B3^)2T+^VWK4\)89(';]+E?@_!SD/3C4>*)1A31CVP=0F4LH':S M<=/#GK,+E$Z[J;3,]EZ7:35N6IWFTC+UM#D M1O;T#77JD:1A2?%:8O3#0K'
M,D*^LSC#234I:C=NVDU0,Y9)JZ(0+985>U,SRA@VBI VG,MU$E*S<=/LZ4:K M*PDA78Z%^CEMK3<(J!^#*&I9Z6]8QQ9E-?'39HL-\C4%Z!W"M-T4]9L5H'_;21?
KJMMB3T4Y/I< +2] $;)KC#G)DPF//C;B56+T/; MV"!6!62_8&N(B-WZPWL$+P^*;,DEG<9-1V^9.WL E/(J(3EMD+)[(*=NX\:T M=,/=Z&!WV!#U*\H9L5[B,@AA+V'8_
:J$2,^4GS=Y-7;AW%[CQK)[NFG6 MI3!5R;.071N_9*+;Y '9@>@Z!A(=6'D%#D\)B>[L\RU^L"@.76KZB[%ZI:AO M*XEG@,2(W??
'VS"R:H4X8.VY9$G5+J^0$E:UU9E&1&>O\CZ$6 @I)AQA MOM.4-S_VF7(I[^#[X$!]\!P_!EOU2PK7[ZPR1]C $3V]TVQ)XAM4ON6#>CWJ
M(Z0FZJ^ZT3(E(:2SUU#OL_[G'G.HJS[\=A6,KK YHG(O[R9B,^#^@;#]@2^Y M'_T]8F3B566-%B:7Z49[9W>"4ETEI*0-,K962FH#)37UKK&SD%7ZZW;I$'YF
M>BCUM9:,B*H@@[G=.;.477G%:XHHI8AN*U:W)74*175T:W=:5TJHA%2S07AN2S46 MIYIN>^?@DRHQ/!,-F9(,A:]V9]_"96@VF_RVL[3-K:/$7;MQT]--6Q9-1JG& MAW37UD%
322@9D>63/*S5X5Y8FUQS&N_^8RGWT2B_/[/1P:42AZNRO18I&?V M])Y1EX-1]JQAQ5F*L[;*D*[*65B^:)EZUZZK?9%*C=ZE\^ ?8A)X.B'[,0X& MO\:!!R"-1.]Y[1U.=!^X\7L--
B2'7J4 VMT50;@.5+19HE:"Q7U,%W% MUJW6B?1[/2^C@J0JV!1AX'DYFX)-IE[PQIC69SX;N:I^97MI^T6 \@>?*KT[MOYB-
&ZNCFZH[TEE2TP:I6SLU6:#26GJG+4NCV,O1:1>K!G.ZK6KV67/98,HG M;UMR";93UBU+%A5%*;I'*QOC(:S&MH"&=I>K2HW=,L@\#4*B MA6"$!$#+PSCED/55DZ$=!Y'-

```
P/D9H%G((B/WE0VO_L7"H( [.CB]M6N9UD=) MM ZEOQY0PI8AG\T2MMNXL4R]W9:ET.J,-?"UG"%U<2UC-TC9W5UI M& [KMO5>KRXE1(JTXYJTW$NFO T">F?
*@Q5A[\";MMUM2.2*R_WU!(OEWT- MJEM1[>Z&K8O"3,-$)UQS]()"I0Y+2$75' X[4!&&SD CWCD]4FG$)3T-16X% M5:R]!Q?##DQA8W:"H7=ZRIM[CG14S=>P
QUA$^..I=O6F27;RBM>U^8C*/UU M;RD).S!)BSI]=SNR]+%1BNSQ|Q)V(*DQA0Z=AVM")[=#0Z3TXX7WX&&,YX7\[7L)FSQ3GIS%C17L]^Z]:3FM/RVDV;HQKHV &U](7
MVM0)M6=\GJZMW$&$[XG6+MY8OWA::72;Q.,@!*0/RRDHN1VUU@"X>'GM0RZO MC8D3P "%@WN7@-'NUY=@K5Z&$Q+-Q?.\NQ&,9LA'/015K M";4PM$L"?
X\J&']!587',O>A?VVY%NOXRE=NY;NJ-M8ZU78;+:#.M8&>VY%) M[UK:6Y%Z4V)?H.VV+-WHVGK'7FY ,J_12"@EN&Q&Q]5^*6=+Z**R;NIFMZFW
MNLN1IY1(N/:H:_!YRN"G9^:][9M<[I,XB@%N@,3*NP)MO=G1FX8-O+"<>JOM M'QN[+!Z4^F9;;\'BN^UEP9FB))B]81XO.^CXEY$RLS'--<.ET-&6=;$>RB1)
M$F!4/M5!UXH$FZPRO7UP;.U(V=[29N7H;% MNJD); ;3!P#I-_^. [1J1-4&BZ1M-W6P724Q797?XY!-8&NB(K EVP:V$K[( M#"D)39N?(7.B)'Q+72"UJM3IP^FL%<>N>$PU?
=JN;K2OMU3J6QF8[$V]W37T MCK4\*VE9\Q\(AQ.]3-><&+Z)XHO4]]_5>,K-X;/ +5M"-&&-14_O-I?KV9;R M4I0Y<%*TL^%LJX%VVO+0S@59"X-!,DFH/;
(F4F4NS$S838)&L'[XM,@./UCL MP)N&7YS0!WA$.3"+"7.5V:,#6E^[ R?D+ORAS 89J6I)MAZ.JKI 5S9BQC.P9GJD^[R4/[F ]#9 M'P#J[RR^'_UT7BMS#[J_=;NW;+,H;?>T":RL1-
XS@36Q!$/O%83N3E4EEEHIN6>QG4_DYW.8*S,.>MJ[>L?813171=D):-(737YEA7H-Y&)9N_0"26RCMIV3\ MUA_6()AL4"C-'JB4=67MU(?
5(YD]BJ\57Q^S++|>OL8(JF7J77M9XSA%OB:] MY/<8IX\7I#1/G/#)]>G5S7EN&C! 0K@_^J G?L"L#7>PGF(LTC[&3',&Z-MS M_#=L%N@',:H@(7SM:RZL]2FD/*TPQE$P\9A%#
F)@$G>P9'K._[ )G#(I)X M]2T'A/I:&#<7XOZY?W&UR"!NASDCPVGV6;:I$4AQ ?"+,%L)F=%H;Y#A M; $B(\#&=X!1X'$6XE6P)D>:M6CC$"7FOVW&40?X"04"
<@HV/T!6^,OOSDT1 M_H]*IYU".GWX8S%#UF HAC(!^P^",?L#C^ M;HHEQ;MO/HC8((%G# $#['7 X&B:LI!G$FFP3>>]MG(;N5.GM>+4H0-K)E/I M@(3=>KWKCM%!
M$2,L>/%B(7VN8<^_+W_?MJ^M=J_P)^/:K/A]R[8KW;%J4:9Q;32K/>J2%]5> M^Z@-3IV*OIO]J-S="C5C*_WM9K?,ICAW'F=;2V*5MO4_S FU+W $#K7/;, F M?1;RG=JF/K?
9B\%DSG8OWUQIM?U?P321FU(LPVHJH%4'FJV 5AUH5A79(W%H MH%=JPV*DS4X-P6HAH:,\7"VN[B9JY..R.U)0_(K^>$D_&H3N%"WP7;I$5O*B
METWA/)S"4@Y8Y=W@13L\DB.[W-:J^+$[Z_W80HA^#8,)NF3PB7^Z\?@NB6!W M+/SF#[P$H7(;10S^-]PF!PIK2MIMW>J<4=&D8I?S9)?N\=D%RVCLIFY(,PM*
ML8MBEQ7LTCL^NW30] %V:=8U#%B2E"SYU=&_.1@ Q? FXTE9R70:A*O+SRXL MK;U^;C.-X[,;SG:Q]69OY\-)U4U(2&#F\0FLA\/=]5Y+EK%LBL#J)##KZ 36
M,D!AZ.JMGBQMS\Z@5KTH0EU9BL0?VM(_/GB:.0N[IG?;. M0XM4^<]9T6;S^+1IXW=$\A/J&Y- M?B?)(PN?W<&:D9S*IMB5^3:4:AR"^9J-FY:AMVL;M*B,5ID(J/@QU%8+1WGJ
M'4L1V#D2V/&CCJTV$)BMMPQ9_+H7YA4).8J5W^,X#'A\_NLT;FS;T.W:DF24 M:7D>I'G\$'NK"[1IV'K'V#DFHVCSG&C3.GX\NM5#=W%;-^WEKJH2TN:YY^3? M!1$5PH?
(7W/;XX)GE* KN1W\-@B%U2!%NT,? *SG:;R;C MVSB'JJ-W:XNZG)B&<=YDM,'W42,9F41&:G;369+1!C.I1C*R@(Q:NF$O]_15 M^<9[)0>5;RQ9OG&-3&4W;CJZ43 :0X4W3I^,-
KA7:R0C'!U>V#1:D='ID]&& MW.$:R:C5N.GJAHJ%'2<6-A!.))4I+#$S;L@4KI$9VSCAJ'"&AH0.7D6!LN0# MUTB!'4Z!9DM1H*+ \EF_-5(@3GFS=:.IXZ;9U9N6
M(8G2K^CH@"F\]=%1QZ!4<+NGZI?/D8X.%JWJF""/.KJQ>UZ+KV[V=8QJ*YLZ)YC;I&KO07 =HKMW6C59=+@VY ME(MB?X<$.D5QJ<[]E.$L/_])8Z]3YDX/%C$G'(SIB!^R9^8%
M4YQ#K&ISC];0AB,$N.KS#!V"KQZ#4?SBA.S+:]J>8?#/Q W9\)L/AM^ 11$Z MG"MSGPG: '8PJRN)\L3B%V=.;QN[U!R>X"PB.+LMRUP817 ';3US>(*S0;^P
M]:8T]>47XT'X*_-9Z'BD7CC#B>N[48R^K>?MTG:4WEY#/(RC!-CO=@XAV^KN MV&"WJUO2#.U0M'3(0%?-Q-3BC4":LJ16*F(Z9 2K9F)J S$U=^=UU<4X6KY-
IHX;HJ:+JPQ[7,8S_-R-G?")1?/2AA!V]2\6!D6"IM, B=*U3.NC)/:%(J,#ZD#U MT5%7T=$9T]$F]:<*'970?G!:I]YJR>)CNYB,X#\P(7@4!A,MX'D\@7_4,N0S
M2YE[MY,&$,'RX=,BZV495]_\03!AB,*J_-8S:#JN82U;&^^ERIY3Y'#34D"E!"KHQQIV M:0M9%/-HS"2 W_[EJ$[LA]5 ..--P^!##C^(GA0[@)P\;BKSH=VX:>JMWG(J M57DV5-
:CC)2TP@VQ1U+"T%YA[&=(19NB#/51$U(VN:L5^C !#GP&VF#C=M=AYQ1XDSVYT M9&O^DKUM98,-,Q];.G[3]1. RWT6+OI$R.77_71>6?3E-0X= *WK.^';MYA- M(F!C?'L84
W6-Z&E5^;A'@4MS(),_,IZN11.8T7&APM:R$/'EF'0Y*^FI>A8 MT7'5X(=,=(RE>*9NFS7X2>0*HIRJ$^5;70J6,EYV]Z-D"'A,ED_,9]7;'5D&
M=I0M9#)E_YX^"6WPHJRDH64RH:I!Y20Y0R+9Y"2I0"1-))(3J3 Y'Q_(=Q9K M'FALRM9W&3=?2K68-^5O'] O67,-W5_]?LOIM#\DQ.Y ][.S_62F
U5J412$:'$1#AO(TE*A"96ZE[+4-6@#(;+ M-1C^I#^P"Q"LR'EBFI],^F [!"-N/FPY\T-6_?O4[U?V@[(?=HI"D(D8+B+&M
MFRW5L_X\B7%3AH94Q(@E]RW=:MCZ1@[KVI6I$SW7\RDAZ]!"'_Z MVB )0^8/WK0XA(=YY,W3G.$_DBC>>K#4Q>:T[J?9(4J3N[PPR;EC.1;O!!)_
M(@[YJT$]^CG#Z&V&T.\LOA_]=%Z+]*(FZ$4%]<&5^X&IW&F)<\_>WZ0R"1#U=F=RJ/VE7) M-)"R6N+<15D=:MDZN=395$Z4=2C%;1V#=6M0L167R4MGA5;-U M]-
;;5=':.ZGMW:DCK[XQA\_M2S#76$&;[A%HY=CX8 ,8AT&"/:[3O>_ F44> MM6,RYF];=D[?&3CG(Z[*JE\%@FHFI*K% T%"8MUJK[4<#]RV%?ZN"#V21T/Q
MLN+E8Q3_ULG,)I4"&Z:AF%DQLV+FP]L1=3*S1=75W>9I,[-R :O:ZY(@^3UV M@";AOT/W^>8O\$]Z]<0)GUR?J+,Y+VL'#+L7UBU!3",5(?3$#VX,;QNL%RH6 M"I6?8Z8Y
_1P._X;<(WF!S&\SPGA:Y]F&CV%CJ=-G9"[N<0?7]QA/$[] M<[D;A20P9K(,/9 LZ3@)>E?8!C@(5X%:S)D68MVCC$,_7?-N,(,/03 M!0)R"I;=(2O\Y7?
GI@C_&LQD$R"B<;:5R]XB>391+'L>/?-!Z$;)/"(8?1^Y6IS MYTV+)]T2'6:RDW0E6++G3"/V(?WP,3W47)_>3#=]%,\2 K=5X!Y%T/"?A1SI M]:X[1@=%B5 2Q(N%E+F&G?
R^_'V[K'M6]]G:*?UGUI-7? MMVS[;-?4NS;,WMHG;5#U*B;U[L=>ZI:REXI#:-F>S%:937'>/\ZVBM.5_XA]ID-&%9F\)W:ICZWV8O!9,[C4J$GE]Q8M@RK6=>&-Z5;GQ/0; 6T
MZD"SJLB-LO'7(^32E]MP-HY90^?4,QB3.[8#J(6>]E7.7.NU7] MEPM.[B/[\|OM9Y4_7P;?>[D=R->^V;(KMV_>3Y1K33!+$:KDA'J0=L]6LW*[ M9PFR%:L<*B=-V^5V>#Y$?
YA.TU:KOD[3TB=4RJ(WS4J-(BT.M) !Y@>NQZA( M@_H'P[?X>8#^7YHXA6Z4_IOV+HG@@^N_UX*ZK8-CZ]C2W5^G&M\V>3A+5HK\ MS*9
A:ZHT_:'FC,)8&7_HB]64M6)M:@I!XH:)Y7EH0J?/2:J#F]SP*TLL-L@ ML'7;V'DBE6IY)"$];2C>V0M!X1QX0^\8'451YT=1FSIH[86BND!13;W7EH6B MZE0L93_)\XC#%
((AZ\>@0K*)FTSH9'>C*"\ 69'1?'JNIT3ZSYP1/=8'N+W MHZ\|S?WR MBM*/?6(^&[EQD8QK@?FQ;'LH#\AITTO9A)XM"*;=N&DKEYG\!%-O%&,#F>05
MJY'[RH97_V)A4$0^'2SCZ%JF]5$Y/ Y.$P^8ZA(A-0#"M %@U.4),6R[0,5% M&!L;?!X93+\&X><@Z<>CQ+L=K'8A=QLW5D^6&3;**CW*L5N59C!2M4N;,T4M
M$E)+Z034BM32Q,9XW5UZ[ZBT@,J8_ZOC^AH@W&-.Q+1),'1'L*RM@PDGJW7N M9M9RNI^&P0>$Y[W_!T+S;SE@%I&["09);]G-JRP2V6BCCBC!6MHH;84T+=FL
M$$4\!S!G:R(>6S;BN203%HMP\*!%#WH0.1[FX#E@P&Z9:G>RJN8^W,?(&PC? M>_\S0=?ER2ZW!%ZSB!6:C9M.P5@,9/LV4M66K$TVK<:/"\N=(,POG;JL]
MJ90_@MNU'<'*UJU,$M\F4\<-L;P2#U]"U"Y'\$6HI!NXQ880;? MN[$3/K&H"F=(%U]1ELT!D^?JHZ.NHJ,SIJ-- =\J=+0YD:Y)E3:MELIQ/X)# M%I6N]
[^G9C/[9^+&;YKK/S/1(6'[W*N+T&DW'-PSE?;;#*05Y&S+D$V351;1 M?D/"I>AGF4Y,["/3/7Y03Y''?F/ E<7+YN.W9>'Q:QL24,\EFP=IQ&-ZM1;\TE-#)'-U^/YO969@J*6AJ&:TYP;
M-54^H8O):9EB[,:-79!DINA%-GK92YG\]G2#X;SN\H"FDP[$G,0)_!"RJ>,. M-<;;"44Y&UK5]-53T[?,%0+HJ?8C6CFE:NR6AW4+(^)%=I%RE4M):GL^L?="
M8VU*8VONTNI!D9=\DFR' WXO9,:C?J8EB2B[)(M\-I*=]]$AT%P%HZL$_BB. MVBBSO9R*4-;,^A[X@P28R8\Y^P S_3&#]G=6.8K>QH9WNFGM,@!5V64RDE=/
M#OKJ(7UU"NPW15\G35_S>L'1Z*MCD/SJM(Y/7Y?D&DC#*]K4><.@2LXUL.OI M?Q%:]=;1]0<.[\IL@FWX=-/>N<97F6@2RN+229CUTY75N&GIAJTB[O*3U&$"
M[ML2$D:']%Y;EFYEEV37_^K"A%VPW;[ODQNAFU-S*_-&DWQ>O>4*8570=OKT MM$U&W!)!+=-
,JW'3L98GP2B*.7F*V>IL+D$Q;;"D59C]>,ZWE[&/EN9&2L/8S96:O)-9#$C,+AMRK!/=#)+B'[)GY"5,V=VTV M=PK:'QRR51FB:^#85;UK[)QEHNPG":FI\FF^*SE1 5&
[N?,1KJA)/FJJ;HWO M2DU8>6/H'5,6YTZ=MKK9D_C _LYB;>!$8VV*(_^&<'+WW[1W243#TM_G.Q@ M.IYWCH#W@W#(PBO8+C9>TJ+ Z3(9N.FIW<[=8WD400I+4'N
MQW.P1])L@;"T]9ZQ2W+G(T H!FR!P'@!\_Q MXUM_^"6%<65)3,5W9KL&07QB*L"Y4]0&O7./)-7!Q/I64\4RSXRD-CFLJI#4 M,M5@M+)]9H$DJ0_L.V?JQK"&?
Y$7*F:A#VO"@LPH&,4O3L@ V<_,"PACJI?2 M=B,M+#;QYIG,9LAAOVPQ2C(B V2D!PZ M\Y,@U6"+G;) 4R7W:Q"">@L$/8R^AL%D_92_'A:[J32\TZ":O9C9U;AVXT]9PW7"-
;35JG5B(XGH\:#> MVB.DT'UU?<#APK60MT;1X@!S)[1HC.F0 M$8MCCU&:13 29[?SXH1#U5UKJ]Q( /J?,YB+;C0_["7'Q'>CQFX[T<_P%0. MW0"\3LSU=WAA=>8RP5K>U7VC
NLRTMB:3,I#$YF%1;>6&B1];C2V+O?RT#2& MZ4%ZNR5!@I#R5LBT0+59M5FU6;59:1>H?,=;=7OLQYH;18GC#YA&=7AY^Q34 M%%HISE(:PJ7*D;QCD?W]"""^30"<*F?
*E\O81E.V0%X"$O@;%.40L-7=1N:MFS&BS)[CQ._R%'/,I4T&S==>WFRA/*)R$8< M^PE,;"596K))ELMKDC&;.96?1#4J*&'=2\N,"R@+W[%K1E9-O'55N&VV&S>V
MI=MV#7%C*6;^[+M3P250Y8[-,^H@RPXGR]8N6H,B2]G)LDY]8X_$V,44>J-= M5[FO7$.HBM4C:;63+Z,1&U#$!I (/_C:( E#Y@_>M-")X35 1JB]7)9'8"]: M!P?
U_>C+ZV#L^$_L!\#WWD4Z:&4=RD9D=7H.#D-;<&;KR$Y3>/P^*;>[>ZB,RNB/A.B+MU95'*B M;O(AW]8NLV55>](=VY/>E=:I5-/2 S8M/9_8XB?VY/H^!@]Q\#
<)EZ>]>Y')%1&;,G3VK6AC2QP](:=LXW;+UM*5H[1UJS M9*(UG#]O=?36[EX\"0N?I=8%OH!6N5(+V+3;'>R](B ST9@M&22 M%Y@+T#'U7KK69(XH-I:)(Q8:G9*K91FVFVM[Y
M4"C6Z0I2!+2 R^JU\$K(QEE3[Q%U55]AV/:BVC,6/QZHJ.4W2O'_O^BW'OXVE" M!+=(A;LX43)("2.Z?@:QD$'.+':G&.0\&:2,>5L_A]BR11PO)@KTHX9<[8LH M>-
B@6LV[=+Z#;4AE<943\>PF'!:&#MN6I*I!5[OG[T-5'0^117%?L3?P:QX^U05+7?S@4GKZR7W_[9B F9TC;L3FUI M&R?2543QH^)'>?,W[&[=Z>2*'V6B2\6/IY;(T:O; W:
(+D>+N1S-2KD_:,#*?99]WFJ&F:H_YHV'4F")-Y]#CA$V (I9Y(+*.'9"1,,A' X#G3B'U(/WQ, M^[R[/FV&;OHHGB7H'C&]Z"S ??*?!1'T>M<=HX-T(%P5XL6"1*Z!1'Y?_K[=
MN;8[K<*?C&NS\/M5C^I>=SO%OZQZTNKO6[9]MFOJ71MF;^V3:CGB:DJ\4_=? M6';A8S*=>C19P?$T$$X#+XB2D*5IAMK("UXTU^<.F 8
M#),0NP+P8D"T7;:C*%GEQ;'OOYBY,=_\03!A6NR\LDC7?$:=8D'G@ZV53T(M M&\4[7:]+T0ZE=JSLUKMNWK'":>0GDL@#R)[O+"YPB#2-QHW9L\ZB+:TB]',E M]
U==LM1.N9/=W>9_Z H75'ZP=O<;4/IF C=W*7#G%S))*>@CL4,$T=4_<_I M9F_7JWIQ>D >K1JB:MK8R],K:#BS00A;HU3&O3M7HE!V\$/CD]7?]9\":.S?Z47G^9?
7\2VT8/"3A8.Q$ M%%&:AL$4EO5&:>:8=C[%P!/0V"!,L#%%$FM^$%.<0-D1IWN$U&A&W#E3-W:\ M+Z]3Y@_=.('#Y!NO,AE^2N+O0?P_3!PNR^='NW%3X-
95=="RD(GB@%)FQ"XL M@,409DOQ@.(!N7E@DQVQ"P]@ 8(I"0NL3YC-I10VY\EV/SFMO12/],/"&%W M4"+)]>>8H#[29N[R(>LP$$V+F,0X&O\:P319&5*[> M^:B]^\Q&[L"-
WVM8CA._;;WOVK=7+%+>??-!%@<)/&((J&*O X;E.F.4V[!G MY_W2!HZRS(636<*\^ZY=->_>MJZ[S4XM^>2=:\-NUI3C;C>M6M;4OFX;=>7= MG_>:S'9;LC6UKGO-]?
4)%6HF6M6>M!I.'..N-=4%I\ZU6?%)AUB3L>%)*VI+ MK#6U)14K%XYI8A8;<=F>>F7VQ$_DP^RJ4VXV8S"9@+U,*D>)F,NFT$08O/#/ MUFF"XQ;6BMHU&(MHXE^!%B/<
;L"YT3IXR>.9$W"-T4A*84,!LDD\5!M_TL_ M_/U&Z.4*,GG(:$$\9J&&7IN0C9D?N<],\X)H;0/X-?L_5Y#Q]EA%]A[^WTJ; M#X%7?-A:QD4O^3XSG^@&E.K'UF
S;ILU"S35VS#,M<63%K M;0;!RNKAS;UX3Z=C+?7(BY::UMKYIK7?OG]=ZEI+C7RHE02OZ+Y/XBAV? 1+ MN6D8QJR-;:]QTVSJ+S]-;BOJ#VVO M[P^=;]?"&
[,TECM!MPQ@H9YB'<4Z%\4ZS>JL4VU04\MLW+2:;;W=LR^!N91V M5$X[:N7ISE@DN[2)'9&?4)3$%^WL*]V@"^UJ)T
MCV#]\&D/8MYNW%@]O=OL[#Z03S&8'+2F&&PC@[4/QV!-T*.,KMYNU3#X6'&8 M',2F.&PCAW4.QV$T4K;=6G8"*/Y2_'4Z_%6)O:R]V__MQHVMM[I-Z:VO6NZ,
[H9@#X'\6Q0E;/@Y"0$6 M#["L8,B=&C]8%(?N(&9#NNP6$?.=Q?>CKT$X8GR@867'!P[WU W3T+N=G4=\ M5D+P/D^U,O.V=Z'4,R/6(H'?+2'PEPGUOQTO845T^M%5X
M57A5>%5X/9H";BD +8-K@ NYP7(I0#6E"\LOU_J(0Q@Y<-(&X7!1&.3J1>\ M,1S>C.ZJJ0=/9=F>SPHZ$WKTE#\N\#$@E[%<0L)S5R[-X[N"T&C>6
MWK'J*C10)*087&%'84=A1V%'8>>,L+.;;V OJHLME^JBBMC553(4L1]_@>JJ M\[A*$9JZ2A&:NNI\KE*$IJY2A*:N.I^K%*&IJQ2AJ:O.YZJ+J=WZ'O@#)QIK ME )RU73)D?.>C'W*6
Z_09J-FZ:E=\R=JXX5-2I9H;"CL*.PH["CL'-^V*DS144Z+:@E MF19T,94L]_&8A627AVP,2':?F>;Z\#?3WGE!%"T5&)5BLI/- U-9>@H["CL* M.PH["CL*.PH["COR8Z=28;]=MK"?%..
[O%[\C=3B/T HI9W/YW7(DNFW;AI M]7;IU*3(1D*R*=T/8ENRZ4A"-I<3GF:QA@:N"D,K%Y_"CL*.PH["CL*.PLXE M8J>:!6665(5!PYKIOI4C0MW&3=?
2K>9R;Z;*/<\4_2CNOF#L[,?0W8V[>_)P M]V4/3;?4T/2M6AC:U@&'IG=PXG-+;]M=W3#4<-"=>]/*QI_U#7]:VOYI\ER1 MVKG%_*>E#(YZ-?
3.0XB'%0W+RD+WO&6H="^,8AM[;NTT:.>LE4;%7^?'7U;9@&X-_-5IW-@MO=F1FL$N M)@=2C5>OWJ?;N.FT3;V[N]^[$GI/()1_9@,.*^E4G<,,5^_TU'#U
M"R"]:OI\5Z;9FEVC<=/3;6-9.LHU6U,6 CU!ZMS/1%^%4851A5&%4851A='+ MP&@E+<]<:L1Y5"W/1"W/ZO7VJ.7)DHDLO]])C4^OTIC(C-V=O.A[&,&:9=FD)J=NC*F%0DI!E?
84=A1V%'84=@Y(^SL MYAC8B^K2E$MUN9BSCCKJW;K67%N'*/;44_BKLO&#O[:7BV&W=;\G!W30%>F:='K)F<;*L6^5MU M+VN:!YR!VW7GPIXI.-
/\M/=ZF\_=/DN2*U:H\]0^H!&XJ_%'_5R5\'&TP.:VW<=#IZ M=Z?!R7OGKXM)@:Q[E8Z2J7HZV9(.3FX;9N.F:+;W97%8;MXO7'_]@ MJRF2?V;3:RNI5$LR?R^#DYN&5DW#!@JU]
([1 MVCT3Y2(H] 3) XS08:R>/TY&F*#>-5N.F:P-/M24I8U>-#U0CDQ/& MSF[^E#U,(FP:.#A!-SK+D5%%0E*2D&)PA1V%'84=A1V%'5E5EPTE735I+AVY M-)<-EOW0C<#J?
<.%LM4$IZY25VVZZF+RF-1\,=6,0V%'84,G;W8N;LQMRT/-P M,\B:9K-QT^SH3ZRL[6;*T6YLG'^MDV6:P#/:3)T MP8G86IJK6WW 6=-L-6X*!@34SYV5D*1X5 ):5#Q:
X]N,82PHLK:;MRT[:8. M=H[B8J4IUJ4I6@>9OM8T.WN;OJ9T1'7^G.7Y4\EM,L_(>QW6879K'^UVLF>0 MXF3%R75S\L&&-#;-'NB4[0Z@_\.W>>;O\_Z6HG3OCD
M^O3>YCS/#!B /*R;&GHI-= #/V#EL#M83Q\6TL?/,=.< 1:>.OX;@$/S@QA> MYX3PM:^YL-2GT/&TJ1/&6C#2XC&+&%(- =*)V5 ;N;[C#URX*(KA"ZIFOLYP MN @7\?
*F==UIP9*G043ERA]"YCFQ^\P^OKC#>)SZ<7(W"O0:LUN@4VKU9AAWYZ&1_Q=7BRSA=I@S,IQFGW6;HZ9ICOJC8==Q3-NT.D/3L;O_ M:]IV(JUK'*9;F#I/[*H?,N?
7E3."'7YPO!?G+4+ZS!,C4.("X!=AMA(RH]'> M(,.Y H1$$%)1^P?@;1;B5; F1YJU:.,0Q>._;<91!_@)Y0%RRAU*5F"%O_SN MW!3A_ZATVBFDTXFQ[I8 MULUZ0G*!V?SX@]7)
'GSEW[X^\)=\$2Q/O[N;-VPQE7$B0TVW-';Q_QK[/8! M\+4D9$RKF,5TS=$^P^GW@F.M(!#%@[H*.E'[M!U M0A>6]0X6[K$!GIS>&]]!M,8=/\P;[W5M&@;/[A"NHY,2\0*7.'"23V-
W LO6 MHG$PG>)3$8\1\SS\S%[A92[S!RRZUFC%L]L]!@H1'#J@(0!<7>(QU!+@SB>\ M0WO7N/V&KX:'C:X\YH1^^G@G@0.<8P[XE?D1$@TM!Y_YIL4A )8K@?#0V2(T M-
])&3A3KV@A'W,#/'HLB>B1<$N'5L)4A:J#B2;0K%L(BDBF D\ &^L-8ZR<1 MH"2*@&VOTL^PXD_6I\9[>F#^ M1RD'KI@CNX@&M)"'9G@+-U8.-#("]X8:HD M
KSNLHL&0%Y)Q(3.)("+. &HX8<0%@NLEB)#('WHXB2??I)Q5\ABQ_5T^CQT MGU"S U8;P;I !/UBG"9FZ TT)XIP6_!:-[T&H/WLAH%/@A"6#0^%I\!K&=XP M9!
[03Z@-8#/!A&")BV0H)A/1QY_'7\$7(_/%=1'5-E/ MWO!;KD+"A?#;,!G$M$S-Z;L>&!%XSR1X9MK(2]RA]\:'W@0^_,!P#HV/%] MYM$>04T=(X9?QHQ:IPS=$-A )T75QQ^
2@"3.CP0'@Y #C6Z0X/# 7W4_HT MX$+F#,;:BPOTX+( )EPD'>@^OA M5 )]9L ?A4"]_<8?'KL1(V7;]4?X#.2E@!A^!F#B';@$G@42#:Z!*T(&T&,<
M@_@[DJ;'7@F(0FH(3D+_*>C%;5D_$1@(L2S?'C6S"( M$H3)TP.H%("VZ"?<^,D#JW=V6MH%IZ6]?%H^)A, R!M20>X-VNP56OJ.]4?F MJL./7EFP$"L+@Y?M/WP(083Y,?
UY/\JTJYER]=F-!EZ $KT M4O^/O3=M;ARYTH7_"H(>OZZZ =$DN%?/*$*NI:\FNI:W5&V'/TU 9%*$&P1H M+%)I?OT]YV0FD-
A(@@1)D,0'MU42">1R]N4Y_9P%]K,GM8:&CJB^"_WG IO9 ML^ H5C;G\|2Y$6/^S?0M^I-ZA%D65*]]TS'4S; Q9,E%+GWB16.4P6>;372$ MO+)#H3%,SB%29TC!2J>* O)E
:;/ZXW[@B)1-8K:VIUM4^A*,AO*/T_$.%0S M@\O61UZ8[6L+$W3/(V..!@H1?&9:)RC+J7JK4LIOVDK\L)7'0"OQ1^&FO!G5 M@9/" 9$,YA3L __"5O@T,Y8,JYBXX+MX"+\
[%GZ&WD,GL*6\PZ_+V6P,&,[X:9C\-)# 4;1Q"D\=L--S(1G7D&=@-GGZT MGT)BSSO=PS#1B7B&E_9E_XN\Q+4#UYE1@'T;38G$A$D7M/E)EZ ",?@WZ&% M3*6J3/2KS#^
)\#A,.&;3%Z)KOTKG#WQ)Y*;X8/'NU("!28X?]. '@;K!%<: M%=0RTLOH:B(/VA9WX2Q\I/!KX:>IZXL'H[/C@%NJS6C.IO) TG.$7LHUJUR0 MW$DD5&+'2BP?3VR%0W!\>!6(@!?
P#>$ID3\=9@B9;_!U]8 MZ(A#P;7#J\!%9&0Q@+L%1@-8 7*Y#H]RX9?07X??P@$@&JL_%ZDU^#?LA!)A MJ.#=1R ],[8ST@^D7B/3)O]61%
[([5[S'%V]$.4>Q)'KT3GKL#&X$9MA_&#* MK&?T ^4RP)_WZ_TI7;,H3SM8_LN^;,84-'!<0]0N&IH$?'CU-5'PHILVWVA MA6(
9@I/MCBF"_X1URGWK=*XN'+\UR.80'/X"GX[6AL8:TNX1[[G./9E,Q.X M@Q)S-^[\!J,KG 1YI"+UN015PF?GH:UAI"-!NC,&' C<%5GL<*Q E3(<(T!8 M_-G^OC@5_PAVK-
IA^+CT8]$'#2E%P-[,]P%AW@-/2(P96W\K=,I2/:9^ONV M1FH#M"$W8#$JQGE)_/ISO5XH$G01<398 1/@Q ^!+(@M.& P*BT,8!$D2,* MK("BA4-B\>5C"#
$5W0C\H^[QVNU;J2Z1H M"XL;4+AI"_@4.&BV!0>%V@@$",?L%C%#X'602!9RY!)U!"IDDG(> [:!%R]\ M-%)YT)J+;HK;H9@78Z7)BDU%0A]1+02!+7Q0O"IAWIJ*]%3?
HHNOT6=9?*V) MP"0XIK ,_ADX-/.)# I4I$^>N>1:/TH;S,6RXDV3/?T3=2Y_A'2>*:X-; H7 M@\OU%R!$;U#N@[_-VR>(XF"A[%4&I2W'!Z[)*QC8/B12&Z8JLO'*R9\?GCEC M((
(P$[$"/WOD;K]72CU^#="-L4B:9P3;!MG@VWT(KH2#CVN/"&GU-UF-R@W M.C3.C5Z.*7IY5I9\=)Q,+H\IS$$8[Q::5\B]]+6$.>4PXK&U5A4>&)9+ MJ<9/GKV79'P/BQO
K>8OC<)K\>?I51A: Z/8=>0T FYN44)'RD5A+,$VT-@2 MQH1J$JCF*Q521$L60C/*$V7R2F04>V!R6-PD1AG"SS".E45NON5Q6>E;/^&' MF?GJQZM!>T1:FR"_7+"L^P&
YJ.CB*$^TEW^#EVL% M)+7H2_!ON%'Q"^DBDUG+(T+2@55*(M!BY7M43Y0[JFQ-,6LI/[2.U%1DSKQ/ M&1B1FM.V,0SHL./\E\>G$F%!!=T;KWI!/V;VS -<\UC;
(RT*VZ"M_9X7PXK7 MLH.9(M]>O,0MUK5%!<5:,K@,EP6S@-\P> U'+:*.P'YDFW"J*8R:3'+D\23K MHHB':Q]E[#CV5N[H!1L=E?
+^R&1S*6']/4ZQ4W65AIG4#%DICTGWK6*HHRPKGAP[4Y8Q39%9%: MH-1_87 T3D=$C\6P[E85494$PDJ% KYYJ(""UV\V5B0Y,XS3K5!;%?%5KW.6
MT4BY3[J8:),ZO#"H(O)P%L"Q!DP>0;D]7*O'74G)V!=!!*GTW 9\@R7FL)H M:Y\QF<4P"L_(/S4MCQ,]."TN1B96MCD5640J.5Z8WA//DPGFI"2:0T;9K*U]
```

M4!,D/.66LU:=^_5D6%&J7IB&E(G!5C'-6F)8D;]8QYK):&>A'Z?$/).2.WA$ MVI(%"XQR8FTJ/3CRK=/)')'@8QCK3*\W?P5%"\"X);Q./)/GD2B,"4<7O74N M'?GH+.AI :4K,8UE^>
>4XA'%^8U"#:>!^%75G1]XLJQ"G86AS*B6 UEBBB4 M@^D47/03W#8/+_- ?_^W.9!A"AUJF1HE"0R>57JR,'?>%5S*D/'MV/:VP=I
MCR@F[X7;\;O/'H1B2(5$>VLK#6LK%^7&;K".0F[M:B3B>]+54@KQ*G4*FD5^ M)F5_(UM J2LP5RLX86X]A5Z<&9^ZV+;2UM[+XXLSW1A Y:MY9$\HD5Y0/ :\OH474WJOD2'&-
VOY MHFP]$#7L*&RC%-G*M=*.N?PZ?!%-OP#]?#JFQ&-(%)NSURB:3>H0Q?PJ]% L M*QO@!?36E8DL)"S&MNP@E#4\ MOFB.B5EQ;3'0F];WK[]C*Y?N9.UK\HKIV+BB#Y
M(U;FJW2!4EE,^GM;4_:2_V+IG,G09J"L%\O7L'Z*:)T2D33!G=)X"5-!KCU* M1:96EW,.R:1N')2GUHC FEHK>C+_ G*6$Y A(H@W4XV7W-GK%4:[U?,,4>:H M25D4.E./;M*TM4?
7\]P7I!=,#429$6SV\ZS(9U.3'G$F9CV%Z'DUIQO((TD* M3W3-J5 \;R;$^#F^AST&5![+^UV4;,HJ!$:98AM*M%PJWB<;*B[3X<:C#_8< MEO=CY #L3-@YG-
54V'SJ%KCU571ZUYA8^9$CHV+6QO.U[@58K[D!$.:P9UK!R\G*@=S ILV-V)[> MH/[.4TO?N4J@+DJ1,+J;@L? JR7BIHY>3O]H+Z=_M#;N>MF.*1E])T_^FBM+
M'WCS>ES1KB$J IS,XVN*BWB;>V31F%QQ1/17E+:/ 0%O++BD5%E$KX3F_FZGPQR-O;)7V2::>7_)J&/I:>06S$2U M:BW357.,AJ+<)4/U%2X,Y5C>4H^UHCS/:E;02H&$9?
Y!&MC)Y,-1*6=((N[2 MH;@Q>$+LQ;1%] K;!'*^\<9,=AD)#PK4T,QEU)&'A@J'$8M)UD^1'J^JD_4& M\L5ODZ8-]:3$Y.E'O2\Q)['ERG9?&4;<**L(BLXI8*B7A4M?C*WCV."6U8I+
M#)R)'B/09K(=2O;'@ <0=19%QEET1NO54U.8EP8QZC25>?58R[$K_(Q-/K% ME7ED(=73Y%=$Z91W+I(, XGQPLA^YE%R*;FFB1@T"1)2,QJ/5WE2C9K+!D/+ $6R0S/?
NDB:L:=6$-#O?4U:[M.++=OS@[^QYS($L),5)@=E^<%YVP"J3[&YD3\]">@_N[Y)6+/A4>$%>(KF.1 M1XMKD3CSO.&ZIE\6]RQ$0?!
M*6""94S,>^9H6\+-1@@P6&8@*]H82BC":6+S0J;C*TBXZZ=/3;3,>U7/#,K
M239Q2E$]6&$#TM\XTI;]JC98YUB'D;T4&97YV^SJ61JD9>B*30H,A%J9[-2**>KV8HMDH_%FB)W?2G%094K ME.%-U=I%?Y#4*]O^J](F!XGH7$SU;7'429*?^$NL\@8Y :=!-N
4D:]X0+EV MP!)=V;GVW:"V]EW1?7U(X2DD>OVHI-5/.(>\%XT[YVJI><0_CXPBY%%J*17E M5XI#]*G-3PA]E!=PIOSOT>-1V"4X.-8Y9!!&%8,"!(!0,Q5))K>F)IAB<2XR
M8$H)CH/(.\$+LY_9#<6299!"K;HS_4C4I3$I1$V+*N,)*P0))?D$119F@"V: M.OU$H=P22T%1!G_U/HB*OJ_SWUSGZ3?,7-VMK=GO#7.$QS K/.*7($GCPV_H
MZ0>KV*=%7&+%_K'$&MV1376-PV76)E%8.IT=F?/W-(SYKF)T%I!,KV01 MI^U&%(C*JOAJXUPX0?UYEL_M'=%%%C>TI4U2+E*#.")?N)ZHQEFQ[_F?1&(K MU5S+;9=S]C
KZX[PVSHG3.[!Z/7 M>;* F+A@DG]*EPYO!G@YDS!!O&$ABHEZ>U:7K*L6()";Q34 MO,3DQS654DF3]((Y!D"ZXMV:;L,<8QL@1$G0K3JJ+/"3#L3$5, M!+43M53$A3J)@NO,
[2$L+ K'ITB"1R_#S3QC@3(%7/@V18MT0,M_S:G)C@L% M!;B5KIXPOB+TDY)>5V5W[-:+XWTOOB2P5]*FRA+93XM">HEJ%\(K,V6&OI
MRB4K*5:P"4PM;Q<\A@8.7K:.Z3+"K%(]I%!.)/Z31/(3&%:I-',4IE.A5.)" MF!NJBHP/'S]BH2H 86"J(E?D4M3 ;>)S&0+512NH4JF)K!Y!.2^W :1-TU%%Y0
MU*"Z>3P4WAEA@OOO@I'"5A*C,SDF86YY/C:"P-\M/BR"!U\)3FTE6OI5: <6 M0RN:] 4I>^L=KB_39;B=E^;S\C9Z7/1]=M 8)S?Q E%!'IS9DDH5M+8SR13(S"/
M&"!2#;?/A3I+7("" >*2=L#?*H7X_,5^W"5D!3%J!RF+@-?F*O4RV&X02+XN M2S5E"<2!,Y]%"!6PJLB]CB_T,4H\"/2)")@EXK&DD&EK_]=]0=M.1Z&1PH 1 M'C!9%B]8\(E=8-@-
RC>L,!I^,8&=4D!_XO/8L.$CJ)ESXGIXIUN.7$L[Y<+*EHMW/I4UZ'(EN;<)%#GU MK$=JSEV!53>;-T>C>#,\N9 MG:]/)%=>$J- PN<6YE=R8%M[.;"M-8DF\J'/6KRON-
(H+;K7)F_&Z>3-YH%' MM3F#.B9SE M!4Y+Q:P*S#5&I+1X<6WG6,Y@:8/$NF#U3AAK*W %VSUM*#(1# MPRKV$"];2A@-LN [ZC-*CE^:P_?(S)=!
0XHS="X*L:X45U+1P9UA,^-V6SN M.VON(V:S:95\?H+TGGD3A&S*HT'@=FK^$UG69.F@RH 3[\$[3(7F%>6_/\'A M_QW/7AE@=Q^W-J8S/SD@=;TZPQX>K:Q/52:D':
<4S:#:,R=JO$*%^/> &0H2@D:"),*+%T5.C M \8QA[[V!C_>HE,F1!P$W(E /NK9=7LOH"EDJ7S)Z'S^>*=/$AQMC#06/ XB$08Q*Z,D?.YHS)Z7>S MA.>=5QY6RWJ;AZ\LR9;(-
ES@+M16J#%7G,Z./7"-YV*A,_GRVE M0%2%6&DHF?K=S 4(IQSTUSSFSA%58J@A""R=XS_->!@TJE7@]1Q4DD0@LE1: M* #SP BT_$54FLBF"P*8\\XAQ(OJ*<=>:-
X:J7<\Z!'WU1?R1: M../J:/(6U=9+"F?RYDM=SER7K4014Q9V9%:F_.IE>R0/-*ITSVNT#Q9>5,,_ M=W$V(UEN 5OY[PI/1TDK#[%&"./2V/;&YL"GALPS"*ZZ8Y/1ED8"S>&)]3O
MR;/I]ML#/ M9<1W;Z%RE<1VS1*,!_6<0Z+.H02U:G_,77IK8;SM091P*5 M0+K8D9B*?(9\])BH;\%/KB^RN=-P6U+LA=3)PJ'"J2%,&>M!80YJ1Q6H9PK(M?8P5U=9R#T_%$Q-
;NY\SK"?V%>+#JFAZ(E/>>290!D:,34GI-8&7)I2YJ>G MAS40AE7:SEV@T8.RAK\=E@,:5L0Y5JG MB4\NCX0@1^M7YV42O.I9SRE=AC_+C\> E-L)M&0F$]4B-
NRCVN10N19.]W2> M@H48ZBN5KY@:GH.$=GD&X.?\4&&A+7A%R"X;CD;!BTK93$2WKG.S\MC2PLRR M&"PM9RTJBC1TL*:()XHB[1FN9J8L*>)I9I8SKT>QP.2**%I<$/Q-
0L=FS#,) ML*=FA!+(LL(LF*5YK^AUZ]@0V2_F/GT-P^EROMK-%/])HX5*XF74A=,>4DBG MC9MU##@%+A;Y F*2A#*U-,ZT4 J4M^40#WL<-B?)D<'K"G.[]BOAI?.<
M3L1#S*)J$W(SYM9/-KN!EZ*?%L!^;^"A-S*/*3P)+;/V1%):G1WGY[!KU+8] M%^\06 OB'4J\W16K0I ?7H^80E?@=9#X'+YPT6VD:&-Q'.I*-ZP/P1X0C?H* MAWC]=X2VDGQ_D
59T>AYAF.[)+0%?'#\@P_,WI<47"5 M"%=Z@AKBH\Q,&U6,G%C :953L J^O9E"(PXBP(?$GQ1$$(&*H6Q%3SU*J/PD M G;R0@3,EH:P'7;A7HN7OS'(DGAY'&41Y2"$I52
[TO9Y!E3!ON)2FI))5'$@CBHC,N/1HJ=9 M_B[R594Y?.2!&6S\4E(X;9%O*4X[D^Q5CW8K\8O3)M)?RML\W8LNP-L*)V-P M"9?-^R4$W(8D8!D]=56B\
(/EFT]/'GN*DJSE(P_U.X0*QM($[,GULMX]PBM[M!& :A>V9SF#+;X+(7#!S]N_0]."9_ADU ".Y>#.9 M78@U@#PIY41>F_;?4[3_3CJB_;<[:OI_]\0=!T: U3OOJ>%N^OI#R4S>.3/Z
MI\T576$5;V\C#GD=031HZ M*=Z4.;5BOQ,X%NL S *S.0)/4+PV\-'^A3VKF"Q)/O=5\RS_#P2X-2W1%&53 M$ICKILRGDTET.16-VV!'67[%2@,GA>:VN!E\E YYO8%^#48;XSW
MRJISISA<, 4WK;<$J O?_AAZK@3;E:+13QP!X&UZ@.,Y)-BA1KE?)>>R(V?,-Y\&T2"PL]S^DT M!%^5+D/.)U1)G6!&R1/"WX,W(LIL M ="]<&M1_-)7DS8PBV'KP59[P!<;.4 M?
GM8P,()H?2],C?Y*\6(:-:&F++\#0@@^CD;CBXJWIVVXBO GR\.LFOV+"_6_*F-F2%[XRD$*(6=4=.:!"4H M1W$CE0CP"OK U(S_19$FTAB\F2&(T[1IU/D+E-B(^Q1U-U-
:&01"Z^'N._\V?&X%4B_ +B+\/%4/5XT,_TY*4)L @9:;0&>'D/_@@O0>_(=4[J J'$03 ?1Q1^92*X%U_$&/%&Q^@F]834$3@!0E1V"\5H45&U# 8S!:!*F).?/!%^1X5$QB1I;K^5 M,C
'@Q;XQU-K:=K^?[4ZVYF;=W%UU-]>XX]\,U\):@>7R$T-!:?S*]K4/T"] MMG\,X)ES>T-9 M?83R_8A3H3[#TEP=_\+]1@R9D.K36O'?6V]/6<1TU>($1T0@,I ,7,67DB _ M*U?J1,.E3)
JG!>B*)$ 44V-G2HO;8:'D39?I N<%3MA0 E$4#A?J%^EM*09 MMFZ-44^' RZ4--GLNJI5>FULJBV! W*IY(93H"C98+$SY<4,J/ MJ&>?
3_WC0Y^H.)3'B%*#2[@)Q<%WY7UR]"@_'=Y,WBH.#$EFQJ.19-C%$MPH MX[LVNX4B%B.F_3DRLRQ"6Q%&((Y+6<'3^0OSQYSQ^%HN):I^)9?<\Q#K_@@X M?
8&A>1D%@GPJPELWUY[CZ3#!\N?VBZ"Z'Z=;Z1AOXB(BGE=X-8/ M" 0(NS+D+NXD$U?HQES+8Y58+4!_TS@&3N(."T":P?-'5G!#6/O,?_ON(%II M4B*+O4VDB9IQ_Y.?
4>1'(YH^6@2VN?+9._G#+S/+7]GFZSO+H3?2EWX1SQ+. M-WJ;A$D)8DT0!Q$%_[-P1">3]GC00U\T\.!_,_EBX::V80=_S?Y^9+2'$R/W M3YUV-_?
W18_J=MO#WJC4HXI_/^A5N*C)VD?]EYILLR<>L3G-KC*A7]I51D D M-G@.MY>1L/D;O8M$8^$5QAL3\H3BVJM HTR?)M=X5O>+XKZJ#7=PNX+9+_W0 M>F7X0&H9,(=8\?
D<\E,;%ICUFJ=3QL!K+LG!<+?'-Y Z H,VFP-!5''L=B&C M^FTAF1N;SV%KVNUH.4=%>9(32;O\XRKK=(Y4I_.F5U^OLQ=;_F-@5'TXS/J< M^9JZ,A+
OQ(I;$L"Q1)S$UOF2MR&G#>2_@,R7F"Y#P:CLZ!G,]='S8+K-ZB M$''XL[$H/F=J$G8R('*V?:%"=5('H9J1FX-.Z[;?F^PK-?.I]V!Z/O6ZTGK^
M;JANV*DGU75;M[W!N"94=Q[*Y*\4?2VJU,J/]98K*MR0E-SYN:=N,5E7B)3O M&.?BQAT5'DZ9GBAR:%0:H#KL6!F>Z"S##%'4\P_B M(5RRD5T6U(@\X%G4XU=&
(EE+Y[3D0:5."B0"%I^(Q*A(;E%;,-Z9H(]H\D:V MS42VP**0YT7F\,L@]$0N5(7Q.DS>CD]7XZC8'"_ED BH'>FR3)P ^Q5R+PA M1:'Q8D0&>]/WOH<^MNMJ!IRW=@_W]5-[TZ+_;
[WEI&MJVV595Y[[[@>^37D9 M?Q#AEP0'NG,IN5><4[G'Z;A9ZF"B/%9P!"BXMI-5WNC(8SW[EMTB71O=%%P3W\M^F$V*/B'R%GO[-B%Z: M^N4X[^%+\Z>U#)
<*CABHSD:__BS)BP[-0L!B OB115D) MTI9=+7D2-UVDD29O3K&BU@)_D;W-))X1;BP:*)Q2$+S\,4^H\R8?4_N,9ZJ] M-
SW;Q;'HH>A96;HS9O/WY(*;9_40/Q>00/,YQUL5D]3S%0T_&>H 4I/P<&'+ ME02REZ W-/8F0G%U<87JV)G\%TA %SI.G0_NL/P_;N8>8S1^!\O_J>TH*M*@
MYX/60OB&61+&+7IXWCI Z&7/%XM9$C2AM$5%W[4R)3S)=<>:-H\(+KS>K#)% M_3&G<*>.EMSF J,+M.Q.7GEZ3Z,(@35!+O/.0\F"D8"EFC@?1 ,"55.E;BRG
M].TKT9;FJW@&2-HGAT9Z.($<'_22&$RF-@A2B:3I!X2R0LW"'"H%E@9B.IH, M0G7N''_1EK^8IROR0D=4IH%U$GJB8U/=+"[R4<$["US"++>1'AE!D7DT RUZ ME\9MM*7
E@L=,&8XYLMVQ]+6/H5@4K'MSY&F/&[]&K)OHF4+)8OX'#B;5/PP3B?]HDV$BVV /J%V/R;', =8'#47H*SVG9)5!\1@.. MXL-%. XER(?RJ2'9'@[C1RA78[1I4N7VXO2>4$Q^F#^+
'P&.3V<@^%ZF(,: MF,4K@C]XB0+&3"/C/%GOA.-MY^^ @ M*E,T?E[;VAWYQ,)XPLX-"GF DXIX$J=TVFDRM0#*3/@,C\RV&!\.B^ND@4ZV M]0>CD=2FP\$O"9 3;UKI@"HZ$+
(,^=QD'!MMH\75UMZ3,P[)?(CA;&(MS4S\)QI G0)=2AL$^'9"W?"M>!9>;'9RQ_@"'!Z5+@4;<@(,'=E2&W.D)N$C M$D"IO &:BJM7GN6SZ
QS\9=R6H'Q:)67P*&!ZA&&VMW#>]FO)*GG^X>_H;\ M9/&AX?!.%DAX17+1*9P,&R*$5A=E$.8W=H?ON$K4C7[JP!K4C2M!W1B5[&PL MAN/@AEZ.^6>D-
:GN$'1X8C3SXSL2L3AY]*(Q!G$WG?LFP@S@&+3J' MXOQWG7:YM3OBT;X0Z9/'\4!"BQ]6E N&#?OB"&)DCH7%YMK'GVP:D@?^=0Z: MDGG:F];[CU];;[%,BZH_%SY.*5OQX_'5
WY?TO0X5Y^_0,\-W+H8^M!EQ^8+R(?V&6$.&+#K5F#Q#0BTF M%%*>+,*P!)5((?T+.&\TLL3GTG%%M=)-8!7+P$8FRQF7@;H1C*$RP6ELJH*HVBK^#*S/ I*#!7+OJ-?-
)>P3O54CP1$0LC M!RKPR$]Z%44V(L:+PF:*:5600'@0CHLG&W_+FM^(/Z-O1M\1.UNW)C$)L;"2 M4BW;(6#VO IV/0\TEF1M7I&4]H]TL!.N.\0Q]G3W>/2\>D0<;Z;243W'[1>D
MYY="Y1\KE^=97/FI:4]E-2-&T#<2CM"28BLO;FC/:-X;W,6-))BV=D?1/%0R MX$YQ9L%URZ[BAG%V[P;:<7%8FZSO# MJ*/]JMW-W!7>7GPL6O)<-M1:7GBBJSO(
H;V]"@\+2/6=P^_TU]N.B/]#.HF M:%=9K^+-#PK(&^/.VW?:_1+C5((&0'GPCY',E=^,(=C\NH62:(>Z&!4M$@@$ MT([Q(;XS82ASU"^QHSA8)G,, L(OGLHK,=?%W.M9,L#V"&)?
+7&,GBSG(Y#(MY+,.Y)\L<)ZI5!VA^FC"-*].%9$\):^(F*=\-)M'U:M<8*/FY+-OL?1+C(Z/ M9VARK-"H6:([T 41JR\1X4+RKW!<2YE']=L:&)YP-.:,8Q+CTE98.!\$>FD*=!
MYKHDK"V6*FEBIAFJ9UYT6)O (^VJ5A%#6%&-(X;K5WU85'6P M#I(S- K7F() GMH_PGK]^8@'LD2I6\0Q M% 8U?HF-Q>10,OYQ\:&/HELA-3JUQN8B[5F:BU%UB9)Z4PQ#C-
)$X^Y\&4.0 MYITPH$C]DY,N)%)>B6M"LI^KZ*34MN0I_.,5M?7 <.0\(0YMN8FIFMGQ3A/V'D8J"1 MYO5A!$%)55"$#SXBXV'PN<1-N;FF^LFO@ HV$AF+W((V/FJ-
1TEXM#=^4ER#HM:;:"O3HOS#OT+/\F?6-)XCL(^JRX8=> 2# M'497;"^6JQ*-54NA([3$UVP^_3]D<0#[.64K%;-!/6I?=HEA NX1^%MV?"Y, MO'ZL_W=<$:+SN$>D#M!
(>D28_XZKTXL_IV32R,[AP'Y.=**-'XV=G7%31]*N2&?G? M7'@[1F%\>LZ=,Z.G?(]'/<>2/YLE0FRY=)Y^V,GFZ;^KDZ._L.! 6?H2A5;3 M!9N%-
OLZ%\X_/P,Z#3@#$4%QGN*%YVP^IP9XV,UI 2NH'^ 'E7-\QJFFP:]O M()<]%/$8<(1#V3 ?19>Y[BA(![24C ZI2A=N@;O[BH;&09-(T,]UG+41@8A M'XK^VI4U2)]?
[X(:/P3RTLZR11_'CUNW$R))[9JQU M8X,>_I(WR;J=+WG2NAV,LIKU4)=\1<9F5$>4"7'KV.N^H[X0.>0>G,$,+MIF MDC1G0%&/@?9&8LF_C09&>6QNF,,\@2YASI:68_F!QRBI-
"7$/-;_:4[M ?T/X M'PG&S\$CUA>Z8_&$K(TU=#Z$",OR5RO/_4ECE^S7C.O,5-]EJ=ROQSZR>;W?PO\]R\5?=: MM_BG[++QK/^CE.=B=-
)KQKX#^&GOH^WG'^W;^&P3HU6W@8_:MH5A7-\6AGZ[M9,L"G?4=90#7]2:,!MGB^M$@6Y[_08YEP.E7_L;.A-(P@?3.\^HKBHZ$^KUE MFW@,":3
T\%)4N,ACDOP@>#YQ%N+1E+A-YDGH$VK'"8GUTTDKYZB:U(]Z.D9S>?,?' M@2:'+DJ%-DN0 8ZYW>%H-N@G=0%?Y]%!+4 TY0O1,4J,;,91GDHMFU-S03". MUAE;
[KHV:.S2]X7QNO:H>!0CD&O(_&@G4\+@ MC26/8O5F!LCC]%$31Q52Q[#E$4H<06M:CAB:CCW9KD!:1F&DZAVYG@R"6I4F MU*!;7Q-JL*T)!5Y&I(SNERN;_)IH]*>?-
:+&.1V*XYP>Q\AB2#[U4#;5N'N^ M-I65/*&$B<7[W E-62+NP&9<.#:Z!:I]FX?V'(0 \8C\,G)0E0;6^YB[9,T= MS89E>9;*F%S&8A%?3_%^2@E*3FF%]F6YZP)?N=ONK-'(QS I\[@
E4!#+.F7 M5VEM%Q"*>F5Y%$.!B^)QVK6\LX,CC%9X:1ML[AUO;8"W5FQ":J6ET"8C=\=U MHF/>SN;@HG7N$5\]3TNS7U]+4QN6C=9]\W"(2O#ZS38IZ/'QWZ&UPF-?%[L;
MCW+,SE'6[)0/IRN/GKP%Q$B173G*@^2 WQJMD@ CA=O.V>QXRS%. YDN/7T: M)G'P+#YXG(FPSGZ(<$&*84'>%6:EDD?1.@'"P6#8+8MPT.^UA^-RL 1%CS)&
M[XMWPD8;N\%_$YR[#<08XDJ%UC6]-TL]-#5C?T#3*&EW9F;]2LQ#K(2 MG-C1[:27PG4.>>Y2NE??\V&ZGI\,Z^WG3EZ6B9=7PER! M8=5KW?9*FGC#PZRDGV-
L[F+A76X?;"FA.3JJT!S Y>F&D:W%:,!X3D4 XZ,2 M .92^[K1/4](GOIJQ@=W'KR8WC9!QZHV>[XZ#CH&)&WWLF=B6WM67HHJXL7[>+*S9C#GO
MD.CZX#,O7)QXS8G,G?/_M_'<^(_PMZ7FBK_SPA[Q&;6Z9_\#;:S??"FT 6JK M8BDTP$(;?=RIB_G;$%.EQ+0!Y*EB8AH",77U4=E]ZE*5F!#@MEQ;1W+I\J MK=M%Y]?
9Z/:BYH8GI-6=-%+J!#:55N[T_75"2'R_, E^Z>+IN*H.D;?'^J"W M=]2PU+4=4@DV]'=0",2*Z6_=DC A$I[[,'\&+@ [%^%L,G'0NDGF>E2D?_K'.<"=7I<"CZZKNS$%:#+K9O
MK$% U*O%X-VTFCY")!?#M54/_+5I0=B6[.".LNGY((F):.W+2_SC^%MOT:$16;K7%=L\2&+1#K\"UK M>8$7@!!>X16.0*5OP RO1H!5N.8QJH!BM/ZDI-)1K,SQ=7$\&,?
T%"+*L48 M#LAYVB(UNP3"<'!HDZ$M8^$PP :D[084X:BGZO>5P_#Z. M4#U#B$Q3HV(N;>G.K#F8M %=G_8)FTTGQ],F"%C%8[9]6@][T"D,P_!5:K M69NU:
L/B>)/VZ"!@C#\X@9, WEHWIY43:"9ADX.;H9(@I,D_*NMW6T#^IB4 M30OS$(.O4*2C(%?D.&>A>^=WG^4Q.B(-K,7#+JMMUFG(PA M?/P7\- /=SU2]
<#H8Q=%R:DL)R>;BYAT4-D5#L@[S+9"K)&HT_(-9GPBA\\7 M1;:2&JNJ[2:_4/B\2J=SU+P_B57.R)R7N=.54?. MEC.UPQF?K&IN6]%4(K872?
VMP/0%>0H:ZAOM$8)X2[_I'#B!43@;H-XF M^X]$9'VF.6X NX)%P1HU_*4RC0-6B\$$5Z"0803+0Z%1I7S;#AX>&.-RB=$-BJNZ=4U:MTXV I35$\K!3_E;Y$3L,@([';%<][6<
M""7=KUEM3FK346:.K(?@MFM\[>Q1J:X.W48B=*9\''1P:,'YYZ[5'?_%Q\? MY3P)5>R0;R15)JCDV'6'S3N,G\J+%2S@M!Q@3?/)8]1Y*G\9Z?!GN '7JW0L MS4@=2[,VF7R:V32CLJ-
IL#B;L:\KAG+=>:*6WNP,Q$$O.Q(&?I<=1L._7_FP M0_&NG!48A>9)/4<@_D@$_\#_ER?/ \F<\&=F8&KR@OX M';'H>DB-T3:$] .>^G4NYV!M1M3H(41#+J(&BI?U"QH?
9$&]UNTD=T$@X![< M)1.3>^+3%0X"W"N78[!N6"1S^-RL<+5Q(QDAGK>/[PPDGVGC=K;8!(9L,GB6 M?!/C,*>SXL&)C6L?%%$$5S"2E<3B
M_6CU0H&KU/VR8"!/P+C"^)SINP[8HJ\1NZCZ^ 6T'5P;\Z86?GMA!N*Y;:U$ MT="Y%QNMBTZF"T6X.4NB!7\QAVMVH(IBN/MU1U:S<1\624,QX1C LD]RM&^ MPQS=-
\QJWQ\TL&^YT<6Y;^M:..[\,//IVAWOU90:8#49MHU=NZECA6"ZC;73*3?A:-RLL_R4G M7=38J/"DAE4,,,OM\.@.SG,0U#_1'/J8\"VU'8=Y[3K>J"XX/<<9"+7W-*BS M.ZY>2LD_9!?
$V9%9@A.=S\D MKE[GB^2D;@(N3[B(:Q&4[87HC M')DRZ#=#BAHFNUHFFQRTT'FD7G^X@6GG>:*)J8M; CU= M-6#9]4"2;;
*=C>&"6]&'U1F#5\"1&##4]?!4QM,JMV9:L1GEG7V'O#2,%6] MR*MAJGW-T=V9:@Q,9>C#;OWGDA1@819V =>_)CI=1+Q=)\%#N%K9U.!EVN]- M?_')=E_N8]B=
[[S_+'!%ZU)^!75_DJZ5/H\:?'7S*MB0VG8G.D\(_7--1?=F MR)M4C7;4WWTN)=KC[KA^U="]<;DGG=^BFA+MID2[*=%N2K3K?%S75Z*-II*V M,BW>>"I!W53\&NS@6X+M$'J\?
1ZA,"F<:%OFHV5;P>N[;8ALKW*C@PSJNJ[% M':KR*A7FKC%QIYL<)?U:+#.I=.^RB-KQ>>E@PH6&#$JU%GPS7VE6?=GPP:#3 MNAWIO5Y5@W+.
(/#6<$2=]G:X/H"=6:*+55N\',&PP7HD:OHZ_]WG4'I?!27=.Q\%'7URO:3L^$W24&GAT<.Z]$EE73\U
M*+1KV.9BV6:#B7E,ONFW;GNZL7^U1,,W#=^FZ@L%PR[J"\TJF#X=M8S*J&TA9OSWHEX,6.T(& M'!=UN SXSA\[B\2BA\.JS*=\@.*]TI'7F3$\ M7KKP;!IG4MAE?
G[CS+XQY(J.MK9F[I;@U4DC57+Y'6?R[Y+'(W3H[F9$:(3@ M'[4+X*QW$A#-+6;GCQW\%L>MVW&[O\4M7J7V_-_B@4[&J+[GU3MU>[[C?XZ MKOZZ,BP1)T1#?.U0S7XI\?
A!L/)WX.1OS)NJH]-OC%@@3G ";S?;0'V"E.%I MKN3/!U/>#0FGAXH>A(2''=3IW5IDO>M POL&.HMZD"H?*'+RH:OW3MPGL69@ M]=*=67,+S21,X%L^*<%T\AX'ST\%J:4\
#M%#9-.5ERTNH,E+KH>31EUGEE-+@.75I8:[]8NG ,-A M>1R-(Y4HN'-F(FZ=3 I\"-D/][.RTYS9;\-NZ[;7SG;PQ[/?G/AR2NUDM&86 M?!5;V291J.S3:-T:.?OD4BJYV?08UH9?
^9!D8-A/[-$+3>]5C -:QY+8F1CQ M[BSD/ K,- LY[0!G^/\.<6+?W'4#]'JPX)(CAVLI@P+%G#/.N9Q9^8X8/8B'WX%[U1I]-XIH/(\^NPA?78+^5#/VUBUHF?
OO66SD#>K6>FX2)+C<"['I4(U/??IB,58D]:L,8NFE&4 MIL+MS$.<]*FM1"%R5N\Q_K:L[D/*.YWM.BZ8\7PXXQ7!''-PA.[>83[_>/&G,-BWYGVB_GJ8SA+ M!>RPG)O4&::W7[C)^?
Q@F^02>H:*E.[\'-(ZW,;7BWWM?>$\4@\?39!P<'_%Y37#2?9P:?# M27;P:;UL@?6#L/^3";M\:!7ME!Q M;+0'G;*U?\6%BD9E-
8'#]=63U:+4PBV>#NB&T_='LGWXSQG*/V%9W\F.YHX0 M-TY1RG" +6^9_P !-ZBZ6*&2NKP+[I"XQME;@TWHD&LL#MG4"X[1%WCBCQ=F M/[/\/A%Z3[?
$:%!C(VJ.BLN84#7287/L"DAJ#O/H<7PX\4MS6J8G-0GG6R$ MY[):ZNO$3:.#U1U>YL"-4W'3PF.L-#\9R$_C_:>?'6=JQT5HIW&CG:G7K$3L-
LUKY13X=BITFCGLZ"G:SG\MJ)L!PF^Y>2-MIIRV%2"^8QRCDU M.JKN3'6'U[0S9PU:M]V^WA_O#2_4:*HR<]JBP@]^RI3UX3_*VHY3:K/]8J@- M5P)7EF;$(:BXD3Z:[TEVP0/*Z
8O.9WVOUR%?+J?Q"QS \:97BXB:/[\-WO MCFR09;.//Z?P49YM*\V$V$NN#R?[##H^CAZ46798(RO.CN[VJ6M3P9M1XH^4 MLQ3E$3T@EYF+ W8C>7V=T^XJ/IUZ"\L*965%"
(JC,9@D';TSJ3B?N>]%'FQX M7GZ9*I[&YNK +G:[KIVFUNV?LDH]4Y1"E6GCME:N>.]7UYV]6+9]Y\SNGZ.?#Q54<T6]RH<, M857CD[Q7A-?
&SQ"NB\82(]&2A9%*S^^F28;KJ*+@XFDGM2^ ''5&90L@1Y-V M;U+1V,-QN]]97P%Y#6 \ @\4*5"IXI70?,8^L><+-=@NU.HR-H#"2UE:ULX:
M@R3J=D;Z8/]TX7'R&P=Q*X_DJ^Z)_G0*&BW2^9]<#S[F:-/0\Y@S?=4"#]YB M^/AWE6<-4# 3GNTG),@.Y\EB/O_H6UW[MAB\4'_C. M.RM8>
[!^49M43#X@LV0>3#8M]JYBE!Q>"R/@+QOWZ&XW!S[O3W M]D,;&,ZV3<\O [>X*Y14S1ABUTS.)PM$+_O->F:9S%P!F,9XF)/A&68S/$H> M3@"?P;=\R\?
[$KA)/#5#.9\"K(M*DC;#O&P=_-:H?RIG!RR+?J\]F0RJ2>5T MV]V26:'BWX^-BD9E==N3DJ/ BG_&97[1N&BC+9A5#54K-*36D\))QDJEONQ M[N RAFXEO:)]8RJ7-)XL,YXD]-
D\M#7;FC/M#:7V,U[\ M]X&!N^:NT'653NCK/D7)YT =54PJ&V>B2L5NT>^DM'X#G;5Y/-EXU+H=%OHL M#;)5@VQUH)@I$O2ZH.D:KY]LA]+!U''KMM^M
KG@&"G9AND:IJL7TRF&HVHW MEF;#"76#=@9GT0W:L&'#AO5BPR^L=._GI .:3Q]W]@9".-M:I&OXU#641GTV

*ML5_=B3.@0,3^PEI5,@WfiSS+3+.iS$2;=U.Z[$2;Q>R(!2^[%_7-]H0AB) MO?WA?2L]7&NHJ2;45)Y1/^DU]-70US;6I-SZR68W_\£\-X^, ^EA<,C:ZQB\U M(:1KB-B_#WUX.?,JL+@V[_[L+*[!@2RN0>MV<:.BP?)DNH4N781M*>"NWN(8X M*DT?CZMJ$*I!I*LaIRK(J2J3"\=$#O5)KR[(L@V!U83 OBBSN!5Z&;=N)_VJ M\)#.!(7QI-?]PS-GC*ZMB5YQFAX>R);.--&KH\jF#5W5%=M2PTZG=6OHW=I, MS&FHJ2;45&A*94D(`]R=N@!;_14$P{JGVP==@RPNW5C6 M5UE)Z2695*.#F%3#3@4;A,>.IX,&QW9I,JC%)L85151G2#<3=A"Z&F;])3P\Z@-MH;^&OO9-" X[P\H2@DW@]MR0@5-V098]LTUVD36#" YZ.IZ=KJKW1$X4O&FYNN+D>W%R5P3L&_N[HG7Y5,<:&OQO^;OA[?_[>)<0[MP5EJG7[__%DY!Y&O#*+8X=#?)ELAC?V?]UPVP\7B'6X%CZMK'IO,;$KST9;N M,\/?1@-=>^)8D&Q2M!D6K MBG[\6'Y(;]=!D6K01(Y1:IU?-P1\;?;NNT;>F^R=_"C@>]IF*Y&&S\2TU64 M3N@B8$-?[W4;-FS8L&'#8T3]N[W6[5CO5-;PVZ!HU?%3UU"_U:!H,7 2)P=R M$OM-(^)1(<,&$487B/1{6X)H2B-3&]@K;N0:2K(:#H=ZI#'S]BOFI@>Z]-MCZ;A[)V"NSV6)W3QZS/$CO0$#M^9)IHOYZN.Q*WM:6LY-Z@3$Y3R_$A^__)&C%SWC'[CVS\W?GC? #8VS6ZO:XQF7;,W M_I\1^*L$3>;.M?ZW;?CM;)IO!(=OP@UYR>9.JU[<'U[QM%*Z/CK+4$HU.U4L\Y"$_%>:E*P"\3M\.8/MK9 SO1*4SMT:A$J=2!Y98(K857-.PGK^,&6] M."N(\";G"ZD;)NCW/1## RCK258"R\;_@KJ'74[<8^)WI5M\|77WI"D=$,0 M!#/_[;LBGB[ZV%&=8UZXJ>6M"TXH";:C8.D^Q.+N'/ ZQSWVL-1[: C>^W> M!A#1+1$,3^J>;@=+H)D^@>4Z:'QU<,_|YPXW581/6I/9B2^"\ZT1X]$[:. #$ M&A"5^B*GYY@A7^"Y/UZ8_6Z,A?V#7E-++>U2V&C6%G&?$5@N/L3S>F"S>8R#/>3[#Y%K-,[VA;A1 M'+K1.^;?=GX63&/;5WHWC<.8*P3%;KGYI-.%/[_*9P"%-1-X MU,]TU$OEJ+6S(T"=61!]2M8I[("CO#+UHBU+VYHS[1'MQ&"?,M0/6N\I]/K.1 /B5ZQKJ8R&[XJOK? <35A[%=&[ZR#6?-7S&XZ/T[HRY:?@EW?:.M[PXOB07ZV$0F1&DFEIV!W>++[O* L(*!0!) V.P.6)"D=2 3D5@-/ILF?>03V M2T,)QFDIX?]/7#]>H&_!BTRO0")83I8R'#>05(,$P"74R*:+NC/L9P K6AA M;2'H-1"\ 4A-^KS\E\[?'SZ"4 0:.,FT4JRA10A#, ?.6LG*1UPDK*WO]!455 M0TR]TQ+3-TY%"85%D$2W0FT,F",9C5"\:4&1()>";+(#VGAOA#M(#) K]W:0Z M4>4-.;.;$"CBP2L>5RI@(%2$#1<3<;GA+> MSC I83=3#& [TBP\6J.53C\34!!=TVO0#7AY>4-| MBD-N4/.?/#*3[%P7C)PGCKVNO8.,@#NQP \$PP.|<#'"%2;.8H%^0(!QMT@%&^ M\NKK*)<;"TU"$4?DE+MT5V'^*> E56>R:52*-X6K&I.#I9A1X\FEVW M]7T7%%2ORQ:.GJY2&.^>6:T\JZ>%_3-PL.5Z"P;YK07PO'<_!#U1CKX3&3P M":G@+HC<]Y$>@CX"VO4G[2Q4S^X-$,/*%SE$,.S>FBZ-9 N$GN#.S8RBTOXS M;%O .HL)O$!/)!@&;#V9PP% 1 +"&=3A__"B0E34WI%U"QTTBV_H3I"T>/Y/S=-(]%RKCB!S =9W#W*;D2:ANWK3NGMXWWJKC8V. MKK4.K"3IB>^L +AUN@7_Y >#Z#[B8-,I]7J[=(V'V%W@-T#11_-0& MLQ1(3K <>LW&-NTHGW;7TNMZ.C-N56M;OMVW>ZXV[f%FM%P M? FS-6[?C=A;9O-!.R2/XPB3^L>[TT')Y[BN8BE[(^+KR4$O2$1OMB!FQGS]^2C2<2>]D&$2!5!R0173S41IY&/:$\X[@4_#/P<+R9JF_&DFKEFI= MAW/(* Z*!6-9@QD)>!DXHH>EY&$M0\ZK=M>NZA'!##B"0U<Q&'ON MDH%IQ_)MN@?0?J(.A]AT"5H;E*J/&A&7WMV(I\64B!49^<28!$6^T@Q!\OBF M^,*+F8ACPO<>@0[Q]#&>2A4[%H$^,MM]X8:!Z7D$&.5:"%G:EZPF=Q%1MYDP M2VPXD=(4/NFGJ013;_#38<@%.R-RG, DJ5= (^QM!\%.Z"2A'(WV3L_0OL;IV8U%]*4+2VE%ZTW<@X4Y\Z^G"))XJ?4XE]GY.B'N?ML;2*XAGHJ9Z M=_M1E>X\,I*1#)0W^:*4AR>6N;: M7WXXFT!8RUEUEQN%HO0BQ<=FQ, (HD$C(A3[23"0R#E#[(9DPXC]D1*!MY5KB M6\ECQ$'KMC\:K!,8"M-1*:;3[!45;U6.25KC'(/0CX0Y9%2K)K4,X) 4HJZ[M0&&K @3$"W67$+3 MQ8% [Y1*F:PAODBY"YU6I,IAD@Q2F+!\TJV"Y5LZ'".CQ@Y'MVQ'VT>1VP > M>%B87@Z"[6"4XUV,LMZ%?!)Z%!H]:R>85WKT^FF?AS"6;V|/4'5)!$C304(N,PMZ*A1[$IHK#P)3UO8]X%KP4 ME][&G-A.H5&&YU7H&TEO71?7S_W3.R.'Y M?>KY3=_1GKJ#\X3\1>P.]6-^2* ,$/#EW*2">%&B(,_>MXRN6E4;WC3D\](. MK= <<6OE#,\K(C:IP=>#H3@1@0J:K&<"[]@<'1]82*=@*4NZ[%E5-C"%MH4FOR M8SQE7 :'$:?1FlXQ(KS!S#Q=]3XGTWW88QSM]-R.WA]EN\[>,G'> MU4W57 ,6UI!JW4FUWSD&K0X[-%]V-\@&;S6TVM#JEK3:..XI<'79;MV-#_ K9 M,1]!HM6+-Z@_,,?%@M\]3>I3&C.U^_[%V,[_H'[@50HLR?QD/+3M:V\H IXA MP')AJ_K)OT+QQ[>]T:!,RCUY>'?\[,"-?63>USEE4_RO88"@/'@VE%D1+1<-M3+'KW6Y6+AYEMMKY7|]DE++>'$TR'>G>0)1::V]OF|HR,H7S,Y^O#[0UT8YB% MKC]$9.X,] 0EA;'4#9,/IE2BOW*Q5P@1/\'T6V)=&YU](7E?V=B%ZC2*2,AG M2/LNFM%= C9^.*@,-KZBL0S-.(\Z*+YJB6S8$-F%$]E.^KE:(AO5C[)E;/GD-VIFV]9V>5.CN!=7NWE[NAZ5G6Y MHTF[C?:\cEWOXXM4=5=_NHJO/.IVTW1;KS9%K\U"R(\VM0C4*LU&Y>=T1GW5B M/NLBVD0_"]E0E'jLW/2D/_ED_^D8OHW6K?=M*%VIHOPXTFM#_6K.L OK'MIO?VN ;T?W%Q V$*;V>R70YK7CH'IFB "6K(8\%^21.LJ5)KB+-B\V@-=0Y* M&D@-=3;46;'QLH8ZAR7-EP/-OU6;UK?!9#EW+)>H$]*@_H&C.G.4@_$;O)*F M#O!PY7*T(01Y$U!"WQ[^]W7M,_R7SS'E.' 2&IHZTMO:MX)W9;$6X5,SN4(^ M%U7@'!$(B^QF?RE([+AQV)*#U26A9TH&4B<;T&?NE,4^1$#N'\6*/\&"W\=M M^5G @KLEHHCG (R,1L@:V?!I#!)5=B,;-/\MI$Q:F3#F*6R>QF=;"_ 8/Y,# MDH%IQ9;XUQIH> ^]R9%,5\ZN8610\KF@NQV$Y]D8X-]Q@XL&QWE^67L>GH==Q MIW4[7,- [>CW'1I0]W0TH?0<[W2Z>;A;_=A_)!N;9B39CM&X',.C5Z^"LCD4/ ME8G5*F&A!C6&A3+*PD+%(^>^SI%^F./3D7SGZN:]ZP>^#$2RV3?SE=!]L\A* MXUX6/&KX7PN]PL%&$!P_48,U"4'3B'6AO2]Q8:>%*+,V7 MA4MSEQA0#$VCYZ";C"Q<6D1,NW>TS^9K%KGX+5Z<..QGX=IP/SYW")\YY#Z(M06=&B/OBA>GM6P[A_LO!!.,3$X[&"^ G4J6*BQP/*:+I3/*4X+EG9*IV.XD(M>2>+0=1 55HW?D>SD[<_S,:T91W.'I)+M;I[)&X7H(VIA=:5$<.QHC?G)' M'PPZ.AQ<87E1K? 0M"0N[!!H53"4 ,8'&T-M[IME;L- G#NCWY)E$8.^T-]9; M;N?@G%Y0B.BT$4D+VO\%/B$_@L$8[4U@X:P%%6D3.9!/S^)2_RU]27Z+/\TE M=&=ZW+/XP\/==_RW_:=] 6L"Y(^_PL!],VS?$CB=;0P/1K_A=&A9H+D5@#* M.#A2]<%%"!Y6M>84?H,N<%G>-@[$Y^J]$.5\I)7>,T"D(9F(2@TA%P"EV1WL MD[>&4]T,*>"&GD9MN!SZF3 A B.9BB* 7B98?>QQDKI*6"T(9EPI-(I>JSE,$/6BAVKG-DE\-O>)L?] M5,_ @83DK 1*:U@@82W3ME^Y<@8MR@<:=T@&&F4$GRXMEQ9I_UP?@A'6 MGV3CBXHALE,,K']^YP\^-.I5$G!Q&>3)^UTZM*9W,.I\J39KIT.3ZYWJ[(M*7/98SJV^@9H+ZS)Y-0WWRX0LJ+XB9PH1+>=*K)D57"NM4U&MD\)AG2^,T MW825*^?H%J^B?";XNH,C|\XLG# (^#H_[!K5TVT[fM|\IVA?WF:@:B;E;=!&$ MJL$@2O(D<180AC5RPA0E1:2%1:XDQ MXH"\Z72RP"%1,8-#\[N]&9GK-%/BRS\?/FK?0Q !O4[OKMT9D\].OGGZA$F< MR G3L#99 1%="LZ2%J$N!X@A\C/P2W#&#N/G'\VR(`>.F_#XK(_/S'O|#&3O M;B'>$DYC:25RH"L^H**==%JWX L:.9>;XS)G+^\-'[&=^C4EM^*/^*VW5QWAD*D%7TDM3-74 @Y$&PW> (0TIT.9?>,Q+@R8 M#(6+R6R)#?F,\\DC4HBP\;.6=R$RBO2ZP@HY^!?%IX>A^[R%MJ MCI4X"%\Y",VC7T0?@9&7A07VDN:/+8U[%P(Q&IMQ/"WI0C89+G9[_@L^#FP] MMJ8N'IYF/N/$.@9D#/?CXYS?MO9>3)@&29IW/6)5G%65P4 \IF][TW 9]B*.M-C6#Z>(F7&EF!-P@A7!X&(D,)_9& HTI']*9^G%>C7O_G/)GA?G* O#4<(A MK5M,WSN4^- AUO(!07 ^<$@OT@6V[4U%N$(\^Y,J;$L?9-/$DDQ'^, $'?&GR M8^&\+W^/OW@"FF>^%%XE1R#GC@$*ESBM$>79UJ2K6BZJ&2#$]W3M X0*?? Z=87#%]R!]ML164WSV.HGFF+>=^],<VKOM3&M=ZHSF2*KILR`MK/(&<#9]W6^=V6ZQWOV>1 M242=X7KLL#OIV>,' SYR%,L9-@<$L>+UP2B+]5<2"",-QQT"T&6-? =KPR.7R MR.@/-+#;/K$R'8@-CQ2&SI]>$3RR/@D/-)"\AE/L]ULI^&4ZX&X_+]B7G_ MOO*K\YO!34<%-0I-D*TU3&*^AHV&9Rs3;K)E.],ZJ+V=LX4]52U2E2M:,,3MT8ZlU+ MRM4V5*50U2F2FZ,.SK+HZ9.+=-'KG;GYX0:@T G#8,,,4MQ,+FVC74 MG55U.AJ&J1NFWI6I3^0S3(BI1]T+T-3[3L*[,"JNV ,%$E3Q1WZCS(DNV&.W%90 M.U]K"=?3$!0?5 MQ.,+Q)B"K<[B$30CP2:HP(G&9T%AYF.<6@5Z$%@[-J"%#^3*&(SR#6[)/(&LQ M;IN @X-OU1*0%5'?_AU2I8D34L;*![*REQR*/+O@8ZU+2BO7(9 WQ-&]04:6 MTH]F+B:A"MLE+LG'^2 ?Y5 2_O%;=&&M0\DB7/*9U MR2<(79[X],Z9I7[S.^@*_PY'TUG!*R'K9X#R1E@'?(Y >1M@ZI*SF4*A=#,"_MSEP+?DM<(N @0;O* 4U$4_"# (U#MWCB$,ZN.,E8![-X5$L^) >S *6IWN&-4 M%L%NO!Y,K0PN6W=2&5C'I6,%$<+)]+ M '=.TIMS\Q8=QI=X'O\0?!&(,.^!Y" ^)?H[M#/IG#(O<'%?><446D?)W- #0 M+P;#@_Y-MM(;LW>,G&*\'-LJL#/3AKG^UV]>S..N&A"K1WV<(S0:+AWEN1.BH(.2I*U8_7M.QVE]W^FK!OZ.SF*?3W_&L>;.MKV#09)%/:66O.JD>;P? ;XA.8#W]'ZR$[CV/4Q3I3L*3W+MH^$PXN_TJ<"^/ M9$>L*9FO=^GZKSP U;2>K1WT8VRH;*K7."?%/ABT;KOZL%L7,*^FT>@0FB]% MGD=4? 4GJW$G_81VQT1YV+Y!*J_O^2,WA,!;B?R?[Z]H04=ZU!5GV"=*+2Z[S=NV'JN^<-1' M\%V=(W9&.BRZHEB-9375I'4I,+*B8'L]54.S]C(H[STU*=X@NHN2LKHD)*J MK/"Z3N1Y(5Y6K1,Z"W*.Q079RM4/0(!..0%!&-P1TX$:E]C!2^3"24RI74D3W M7=:"O8\+P'[@0/K-/3T&5K.T^C;>]V)RL5Y>^@U?&]+!D?\-Q*HY81$=8G: M<,%U-ZC3WG7'2;[;KT-2,$S?:(^P3GSE^M1W\8XZ[:QG%I>'_5G9#2!,BT[\-M%?,1K(@P*/Y*IF;S1.T"1C=Y'.I_%UY\Z$_LYM%CYA\WU/WRSK1?S%^8 M_4[\ <3X.FV:WUS5&LZ[9&__/'5+32O86(&BDO=@F;=Y-YEB)0D-.M/NZ!0W!&'2Y99E0JL[ZAOJ6XQ%HV5*6[662K5*I7Q1=[*D5M+E@52[TNU/_U-M8OKKVX[K%_K9A=N] (MRI/JNAV&<[V$,0%X.VF.CV[V-5++C>?3.]SR&5(#8 MR<[$U%6/'^2N&'7;,?]6.<]'5KC K[S'C;9'RP]2TB#PJ,O+3K"R"28?E9$YI M@PR$0'X?8O:6'DO?TMW3D\>>X##NP22V'- ^:TFWPY&,.P[Q0O#1=M8EDP # M>CW[BTO>AW$V!S$&F3%]9V-9\CY.VCR-+'$)Y- [&W*8 #GTVUGDRSJ00TIJ M7Q+Z SUQ>R2,SZ!J,ANIZRXG6UWN_2DIRR"%F]3#'- TG@MV0-OKG0IP-1#]8 M,B\P$6WA)YN&9#!$V W(1*B[O7T? FKPX 2+'358.WT M3LL7Q4O#6+TU<0;I&DDCR=:##QHF^_=PPG^Y. 8^,_M$'M6GON.D'>4Y_+'_M>%%$0-)NA?LM M5%V.2(>M03Z]__))O0S22OZ]>-/O**_|=\G7_V0_\S7UND9VZ,^. QB=;) MFAU_E@1"FI,0-(F@1@3[M4MB.\50"%$F0;E770&U4&,"AB^JO!- X5K+CF+DJ@7"CA!!)G#S8D&U6$!";(6 M & T :BUR8(W !B*J34;,@ -%@X 1],2K-<#[Z.RIHIS+Q-K$"ZN% ^$BR:#G M4F#6P^SCN&WLW>%(]AQKJOJXBMH1W7FIJ? WA*GKCUNV@T^]LK;9J2*$?!5=Q!FJJ .VHO;,,:K2B M-VG=#B<-9D7]"> ^\E-6>F!7]3D6;JH;DV3A4QV6UGD[P#SM-P[3KL TWMO;IQVGEQYS?^'5+TDV/)?JEWZ?6GF- M*_=BSTDO%,$K]<|<7]F/%11M(|/)===ABV"Q*T%ZH0&?0IKH1!V5'$ 79[U45 M>L(E](SWSZ5GO#]$YJLG@D!-T23*4<*@H2P(3:@4,BH=8M_RI!(RZQ/W4, MSYXZQC6DCE)0$U6 ^J5;K\LV2U3<<*NBESF);$8:7, &,2,W.&^U"']6Y]7U&-MM37>FY[M:KZU#&W>@KQT9\F+TSAKUDEL/ZN%-P]W-?,^ARL"T^#Q M- =5<[1,NPPJ,0$:,;BH-\[;OATM.PYKE3.UP)JT-IG/%G_?LXMIL*["8GX(Z MB!%N>_8)RD#7K,#7/O_XV:N,0:/A8U@]IZ')X$?C9X-EV[:G.#Q&)YIS_35NY*$,BV3?\8 M_,I>G^P@% YJ+$?11*7>/&E%S3Y]IR?9)O_^)-OD_P\;LWAL/$FTKA_*FV% M>$,6OZ%U!$^G]]DR($!$%P*X3@$_FYP +3OFL,!C-N#WK@1'$!_TAY--G.F M,]?DWF]W>KV*.N] [DW)/*ES4H#WH5@4'4.&B.J/^6< !=-?GV<7]3X0-^9B0 MS!@[.54W=BWR3NF3RP^-Y0#6M0\N%W#7MO((K V=(B.AG6DDX, MD"?]HB`0;$^ZO<,B]"^YT? P=N*|S=N_!/8XHKK%R_D$=W,OKJ:0.;!T+&\D MZ&XR]/ %(Y= !T=4IUO3-58HM4=5Z=*&#FJF+K>F UX>5&M=>8:NJK16.-2H M9EMSU)H[8U&%L?I6#%*NM&Z7A/PZ@Q'KY+],Z^0&0QQ#..GL4"=WBC&5YW?; MU95?5":,([KM789.-K>]S6I/:W7,XYUONW$'BPC@@ZC5T%XM9AY$,NPT1')R_[*V1++*F7?_ SF6) MI[.B8HW2:7K7]J+2/8OZ6G-05>M,%4 -.[#;$6KE*W7_XFOK=[Z]-M:7U\^/:M]59;>2Z2OD]%B-$XL&AJ&19RKNO0WQ:@AX&)X -W:O@G.GUB*:M$0 M(OSM$FX_TIY9\,*84W;6U""W#S*)B3!5N-Y4,1\'Z",KSOG?+0:'J\ES> @? M_:EG$>-[!9&BH=&ZS:)Y_YGW"E2QEIVEF)BIE;>IHO#7L >;*AZU97FP/06&]HY%CH,*W7P<\]P<[K@@L^G 6V8[5/VLS\;Q$T?F2'IRL/8\9#"AQZ3]B&ER9TM;5 M@)7$^>G:R*:+AC66@.3V.X+|\W0BIS<6/VBE7._B#GMPP,,,;7'2":R(!&FW MM3LGDF?PDE>]98]DVM+U&,Y$=$J.7"Y$;Q$,>D>"D%!9K<>0=?/7C:R16:8 D M2N#_-]ISO&W|-6EVP/7>S-S@1KPDJ_UZ.&S=0.1CSp@]%,7.PFX=>8R^!?,& M3B!8:$MF^J"%'ERU*\'W0"(J01PSD/KK/#_.TB^?RMU;TO/@V:.7AMD:YA+_ MVA8)O:]S/G?R+@P6+DY6G)6FDS'0"9))+JGD4\BQ".%#LO=C0^N'VMZ#%\C6 MV"D%EI?^JH#VING!?&&\08A?0&2$X(>D?4FS<$M?R*1U.^]HTI.Y&E!K$FJ M!*E.[4U%YU)3BI4.]\GU"&.C[#F-.D"%DXG>[V;M5'E0? &*;9D;J4MN"V3,NC7Y25QBHX]UU1=RWBLH"ES*5.@+=],=81^0TD(ZZZQO0T5QX M9 O0M&(1:X-'L0\I-XS:0ZDR4P7/7/8:\BE)_;>>6R*]7#4W&5.IQYRG6V9 MC[+MSG)2$QA4'I7,F9@M_9MTI$_+|@+4IVE:]UX(2;Z1GN$'5(KU[?P,^_D M[&71&^7B+LH715M5)_Z*^0CK"8/BKQ2%#(XM#95J/H"O_N'"%G]HUI MOYBO/D98U,8WR[E)G7SZT_]/9CX_V-'PF,,,*0$HY1T1+GX*UF369BW:PD-V M_]/F.P+3C1HSD4?10,26__|WF;=__Y?8G=_A$B+_E1IFZO[&3]>P<\&O;# M_(F^E>VB49YM21WES)T>YD'C*%]=SIJ-3=G4XM'=-M*$==AR (YM&Q8>36|=G?E,/F5E#0TCOJI4_J?)Y%K]3#+!1C,!'4X8S\RW" MR)&>A=ZQOT7LYG>WG/V*I M(9\B9;^,?K(D,FI=3G]AD ND$'%&LY ID@=1@U(9!|=L=&^9#>:1+%=FYM M0=ZTK.(:=W930"5"K@=T(K*V<6Y+"2=+'5T=[$]#6WD#:V1.%*T(:QB|HY M5&W0TNZZ-"HG>D M!XP^4(A@U63%5YD.D^>9 *;NPHE58-HS6.MK-A MMWUJ8-+9/6W4L++#2F?/2IN.V1*LU-T]RW8B5BH LU0IV-?V;*_O4=^EW_PC M316WGEEFT[HBL]YW! Z:6;5&_>T'#^<0XWX;SF?7_VOO2YK:1+,&_@E!/S=BS M$$4 /.U>;T>E^VU7#T[GSJ20))$&018."2Q?_V^EYFX"/ "8H@F1T=_M+I'$D? GRW2>VRH>@Q.)AR[K/I[SX=.WSV@^AU$GHA-A!,"M59 MDYE$I<=>4V+V^.^MAY8RYFY3V"4)II#%WR*N#=6=.V7W2O955A7.>+=1;J M\D1SH[!EH? NIUY0W[>&JJ^'U6!X1$I)VHKXW MVZUPI.8Q9V=S_P:$VFT46%.ONIRTXB\>N@XC8&%L&_O1+6J(.B7T#/]VX24.1"KB#O]]N>W!2V"1)SCI)_L1OF MX&#*NDC%HCW1K[.)378.HA!,DV M1M%YXE%=';5J1)]!NPTR9;"O2)XU <6M?DJUXLU'D2G9=$4.=%<\;V M1B*,GC, W7TYO@@Q $!YLL/IU'-P];P25SHA=IG?4E{3GB,$ > [_3J'-AK&7-MD<+@ZK8_E(D$9XE V\1_]L>@{6!06WJESA&#MHK^{/U\6OOJMM%9F WTN(_ M(R/XGK@F=1QV6MCMPP'C4"1]2-.X)K%<:-62!?K7\7L ,,]X^[+/ TVKK>VC MM(.:B&'5Y/:.*+;9%ZOQB%-_;^U08ED#L:RB;#\((]MUY(2TR.NIM\)D'.(H M(UY;%_!>5^19@9\L^'QAQOE^.9I;>:C@BWL.V\K,& N*U7X=A8K2QFH6)NWF M.=\|#E;#H5>T.:RA-EZC4*%3;,,2_!RJQ&K9A$[C2!=GM4^).*.MU*5I@WHCR MBB -_0&*&U9=.-X3]=,>F1=FT+]DVQ\6=;L:F]RL8<"IF-(BZRL:AS@O%>.K-.MX4M%GCM@67GMIN3*2Z1J7A:| SL:7MT.>16OC0R`\UIF^]0AV*<:/;?&({^=>>"1.Q+,#"(ZL MP(#A?D1#A1X-#^Y.6C(&"NR"@8?\&/AWNL>RK&HHZ*]_JM?=N,"4-Q2:B MVV[>AT/B6P<[4_=EOL!9XMN.L85#XAO&L7]JK].42J*SGJA092SNAC.YB]W0:!OXHF]W.71*S).9C#,I=Z/U=AO5*]5_4ZLI=_MOL1Z#>RZ6,)>-.H"XZ1+S-'ZP)6N@7Y3MZ MJX^#D.=>8,.U;U@4!AXGYA\|+?JFY43"<=GH+&0%OB<+5MV2HED^,/-)D[[T$P^7MK]SD>'RP M37)V"+CL<41\ X*#^G@5K(DT9BW*U$?*^XO=IV3<)]T1'73&'4T;C\;6@!#-MT/2^I1%C\$]0<<=E\=RS11$+#DZ_WI#;LI-XOW-?1R(4OU#K+HR_-:YV-MGDM?<.C=N=9GFXQL!VB"!N4CZ0?&VI'TF5'G2R&RYLBZ9$(]2C0NWP(\FI#. MYG#,_B(WNA]YE(<96>QR$H.^/8!P9GT%);$R0S>&/@Y 1MY9&EVR0?U[ZXR\GO_.9[*4 MA'D,3#S=]RA.1F D@L.E@YZ!2>###M99[M-FHUF)B2<@W.30HYW#_-N+!>[O MAS_BIT3@/SO\ TA#Y %4+G W<#R VM?E8.QS1+/MN>ZAT:R'Y3%&KZ[L,=G M9EMT>6\'K*,>+.-+E(:A.KE9ROKRZKR9RPQ72:.%,"?!'PK$TP.N0MP)SA+D/U7F+D-6LK_#: T%AJ{6%6-A1H1J]-&Q!ITVPU!K/.3 M"B=KOX@D9W>B.)0$F,$'OUU[X^LHH'([[!+LF,/"'SX#I $H=[Z/]>0I-4[L M.%>W-W50,L[X% ,3$J/V].37@5$ZPRBMV(I3NOA? C/MFN]3X%>6Z*ZE_=&KK;ZS1%I9%]C'9<]W8-0#AKZO=-M?E-")>C,;=''"\SYD;]1S&ZD]M%?/[.@5]9'EC$4.]{7?@<\;:A*:LLR'A50 MI=N^N@5\;0BBG%\$\|&05[X_4HCYQX<ADQ[CNW.5H'RZNK+U_!52$$(%6B MG17NU'L((Y9K56Y?Q>#@(8Z:(PV)'7M8^K:-2*6?G4[:*O#7EW-@Z6:O2V" M/(386!"9KE2P7X#E.G!CMR_/1$JH2"8&%O?HG;V11&K?#42R^MCO?DC684C6 M.Y&4|S-2C#DK+@8*I??YT+'!RC32Q0H?K;LWC4@]N(&X54](L#).]9[%4Y>C M G_T?/CH2B7X193^*#"%*_ NM7ZJC;0^N\YXE=]^N^N^4 _A4= ? 52]W8FT7Y0?;&CX"^4J@4!?7M=%NS-(NF US;)S) MO04,H-R*K8\},78;&"+*49SF>R1@<:7/,APF' JO+%\\.L;\-AO7VRK7 : MNX8S-PJG:CN]A8P"SX$C77E+AC9-BO \$B7JG24 9?Z=^0%]YF1'KT<^)3^O MF?KXACA/9!&@=9S>S)T"|ZR48+F]_V2;'XX-MDC,]"SU_[,S? .10'Z^"-9'& MK$69^J@&_L7N4S)ND\Z(#CKCCJ:-1V-K0(AF:'K?TH@Q^&"?S2&!ES^PQ?$;[#U#&;_L9\(CDP-8%9]-MWNL&NI'+/&Y"?V$/B)]?SGE5=+$]43 *X,^QU\Y^V,W8!V9ERU"S,E3\/7.K M>|GH>B-O21/_>MQ1#[UXB%Q9X_R2FOFNE?V-K M^)6!+#N?G/[6=]7?^'+_EZ9R6?LDVAPB 5UJBU(UPZ^HN[5K>L5,.+-7\2Q';8 A2SL M0GU0X.#-QW0P #A3D/ 8E !*7F6*A0!&DF8>'($'Y(B7QRI+D,.?XOB4T"M! MGWK*7(;:E7!X$PO)V8K\6!-SX2B5$-@G ;>$DXOV\Q9]AG 25$;8VY@)]HC*

M4(CC2!OA\B0U.A028=0A5N(1BUV+""]\ZFO,,3"HP#'RU0*.+CBXP!UWT7. M!*P&LO+1V] %2KN"H0*XS!$V#EI,V"S?%/X+>$1*

N31D+@9|_!+&C6V'P#.FK{U&]J95{QY_D2+SBG7,(33!I\% MB@DB1R;&P\Q"#R"?!]4V-@IRO\VJI3;0KDI(;$;\"2CW+#>D\P+DU"\E)ZW3-M4OZ;RQI9=J

NRXO/8$C^H/IL/1V%/^"Z=V"A_DQE0>\|U=/N0O$=/H6"W)@C M;_$C,!) QV;)+;AR/U_7O75?O!"G1BREL"QSJ-7L|UPM%\O69.^25EO(LNS M@P 5X(H^\,&F/!1^,D%Q3U"5?*

HC,>D=1ZJ4R7I,>^P8K>((PL0%(@?19=KS MG'14R8_Y1=@A(!?Z#:@/,(UA]=\"29K3KVP[K7!)N%;IQ:+.=?KJ=!SH/F0. MW[MD:7\&1$?XX=PIH@4"?+T<\B#N)-BF<"@O@H=GC*DD7I#%';1R@C<^5>0^ZI M94B#?E9\L0T2&#AX(,(DS,PVIPIFN%U\G@LWH)D[E@:A@M[41&7)$#2ZA9E1*

MD)!068GS;H2'541[/8OV^GK^]4DLY3NLA+6[M+Y1' V,9))F6X PB[%_@(/$ M"ZC_"WKS6=A]QIA.O,%&,A$&7:!VY1 +Z,SFX3;F,P(\Q M82 =40+XC&J@RL\35$:

*I2F4PN";S/2H0\XO,,"%>@ M"]*3DQI:)2Y_ZDS] X+OWS5WL+"A(DN5=1+D>_80,@\,\Q[9,R,I<+2#2M3 M?]<'Y62L(OXGQE2_HT&C)83?*

3NE>1_6U1IG#DO2_8$!\NC+LB1S1PI_ZTI5 MZ2FX?!IG9#^B. AX! (E9BKH+D<2,YIURJ-F,9<4,8+1!(F9@ M\(#+_X;+'>';DPE"OP@DX^JVUVNUB|R1,4<&H:R!9;$8HY]%(TJ05'NH?#.M$6O.,K2&FE&B$%?'$?MH-(\((@AE0MP,IRA"@FQ,() !BA]-D>2]Q3D;9[X50 *:NCTP MCD'C#Z*"@MV-2V5F9.X9+.7.1]^K\YFP!P;(\'#%013NXC5;V1T75YU-*

7GK% MLVJ9;>T3B\8J5:",(IQ&__(M'Q1WI7#&N^)KR;KCT'D"?,O>OT2H>8C41KG MS\5_O[JL9HEE.7^D(Y^G.6>=6'^/7)IQ2F23W[48J*.#;G8O4V<5.^.Y'R0P MI]2*'#P%.$*

**XM@4=6, NA9E<4*OIH1$JSW(17%;$?XS2@-.M?J#D0.N 14Q6WJG?[+$C'3:(I;$&3GUBN.\0$PL"ZZ$CD MWTKP;25F*23^T9OSTJ*0864(*TK=*

<&ND)/F\FBIVH$W/3<:+.7'P[HIYEOEG M^V8T0Q>T28,W1!N.(OXE\OQZF!S("Z*OL9C_35_/5_B7':?ZU-CC:Z:.2K/?>_M'L]YD*

*>7UFEU$189[_(8D,\N+S2$0KZ3+X5%Z]CS6O'1[EBF+NU_A M>ZY^HR0 =L'TF6_LAZO7O*X6#0;\)+Z5[)IS6D8BRXB9*-3X/L9]@62*KV)& MJR.4-5<9#GZ)6378'1;H'/%'!U/E?*

*8IB 'A= !9 ;J3DU8H(KT]3 QB#--IJ&I",T^D4 MD4G77+LG>.A M>ZY^HR0 -L'TF6_LAZO7O*X6#0;\)+Z5[)IS6D8BRXB9*-3X/L9]@62*KV)& MJR.4-5<9#GZ)6378'1;H'/%'!U/E?*

($]8#,EL&195FM'_)$5+=K\@#C#^ M'=ODY;SI*MXJ;7Z73'$O3R'ORA3R9JSE)5/(>59*6;[*4F*Y%"#[""Y 5'KC4 M\P;(/>8K_ 3!W<.OLXG3*C$C'V"NA8MHA9T?1[MR#EQ*

*M6Z#H%'#94U!29)HHR9P&9X MB)6H=,*C,S;7B "',&,)J#3,@ B$\Y4G@V(&,8O-,+R*?;\97%L*%,).!?$C M=V\%HAD;*A@J)+,-L.FJK]]+9B.3"?*

*JTPA)T%5M,MI)5M,MI?5G3RN9$,,,42.'" MA*D(HV;,,$8U(P%/A6 \@%@^ PCI[K UY>= M,W7GA%.6M(TOBBCFCFDVA'3,,,0/A/###&=I2O9NBQ;(5V&07G>E;14.79\,2-*

M6_R(8XP-,;7X3E(@?&2F//-#.QZ#PU$GVH@)_RBES$.N;H#T%V88AOYEYM@@+FR&!DQNOX#WK^*K5!(IZ3>@^^,%[6A/Y81$.XTLH,I#RFE MB(@R-*

D;,0G4Q5FVG92LHDG+2C=?6(Q!R,9P\3QO1A "X6.+=W<0#L6]%@8XW M2$NJ]Y@3?QWH&-@ VF-B ^^+UO.U6@:&GF0A[<=5^~.;YJ^|CSNJQ[T0 3G@'2

*MQ:$6:7^E')Q(Q:4.EU>Z8J3-KlC%[#/KO/#^5_9##D*_C%9FP TQO7I>KS7HN-MP'_9H22AG65#GD),NYZ@*Q%MW-T^E66ZYR(LW5-*

*,Y03P_UUZ1);MQXKHS^,\O*F@4Q'\;ZMH3_;LL2XZL' M1G8S[A)F-V?8"Q 8/+HZAJ"HTQ#3#1; N M#G 6NXD%0X9')^9!S2PKWGBFRVV%*LW!\.H6?RHP*

U%H!>P;%AYW^TB@"GM- M@1AKS!DXP_XKLN8-#9G2?19Z^MZEG#K;WC?=X{!]=6NTB@-@8G[74NYRVQ%U M94DU]5(Q=>S]7=)2,JP^@XV<&5,&4H'!KSQU>/Y7-

_U__0)V!ONB")Q\|&@"IDTD3RR20!U/S]>!'|AEQ2E) M^_ 37!)4%(?!,/H\3XRP)C:8-F ,^X,%%&GUBN:X0PPN@N,V"8 /+#_ O9-/P@-1:,4YNE?++P@%|:55/;5N?A M5.4O.>]BC$$|&8NXJ

*W)CR^0'*AU3S,K[G^PH.=# MH;"G2FV>]@T5R9] MRCRT0SN>M"I1+UXC:9O?^$RMN RYJCM*:U_=]M1VOU@VW\"4-$EWDNX.07?# M8Q >F/M=5>1&RRHEX:U6D2Z-*

ZLZ5Y/0-+;\.0W(ZYG$,2O(X:B0YF>,Q\;K< M+;5W*6ER(K.OCZ5K9@_GZYBWA %HL RJRF2'K=A4L!T;DBPK$>DEE:=,,.I# MF&1T]JZ?

*D9C40$S:U/4BDE=Q*3.L)@Z+!/X7U3@B^(KF;1_N&3]@JA?,6LA M3U^H@2^E4U-_(?DK&/F10:_ G,&KZVYIL?6G1\:,& 'YCX(TLUFN);E#G>.IL_8@_C!YZ[MMDN>-*

*XC(VX[.'=95(BR+-20A2T*N[ZJ@9)!<;GMJH//>=1K2$J6E-Q(2MYD M'1!:R1HFNQCMHD/B%"EY1:U/A=]>BNWP#X9#[(EO;+ >;'-]&B*K/^"'5?SW*

MGLSGU%+N<=#YC\P],ELN&Q'\#4#R^=LL:].%G#IQ MM5A9B\G,T\1RS\ZA+V]6_M%+Q>8=U(?D=7&82[>EVVN.?,C\U$U@(P;&'I[6(&[0+O,(6\7"I;_^DHD>[ZCO(\IYKA7$947Q^%(SF2"6GQ>/[) MO.SVTFWPP1C8D)X^4]^T U96A-G %FGI8!EO@HK(MB=0_P*$R*R,2)U5A/ MADM-8"TU\2U+@:#\$[#BA.]5P QO139K)#9V?*

D)^NO3Y]- M&@2KAD8$?,-B_&YFTS'X7/.P8Y)F,D_(83-S?$H"RCD5++!XC=B@L?1.[9+A M"P#T'=>K[[,>=!(?6I16MEQ,]6AKK5[). YL +&!W(#:/C:?8Y@NX!CZ!S*

M===O16B7FWQY'8!SN"+I7M_U!:U@R_5(Y@99RQ]A#06WB7^1XUHQB.QXA0,20 M:F3)IF^~##+;$)8_4+QMJR(Y T8BYIZ#K#P0+ OY95%QI9IAZ]Q6+0=+OC;8AZ+

*MDXD*0[#34<."MV)>6")',GP61XM4G(>U8D+*W/?>?(M\&3VN/1QUD,_M(T'eF'78R5V;Y5OH\9X(U^*#:(; M5!*O9"ZU2'X!N*<3JALY!^WH)PYFSETT@<6*25DK;)IT:NI*4R6#*

*[*L-E%=X M-[((O?WV+KT^QV'A1^WMZ^T5<[$6-@:.;J5]@X($*'$|"%)IBZ1,2.BJ?"V>R M;CP=#)($)BBY5.Q*>">_)\(:M)!'6K"<7|LQE*.<5JK=Z*6AELO5:?KBX*

MM@C.E@>+DF+;[YQE>L,Z)K;+QM#%A!?)3K5$ ^"ARKR6U(T?C M(UA<2_DD+(=QQ.=NKG^\9XHQC6+^$VI,4OZ,X RXJ9.M.CV&?MQ09OQC-4BG M!! ,4)%/I$QP'=

(;!$<=HP-[.I&0P3<8N O9[M/EV'82A_2487@D?$RB&S?IE5#)8/94Q 320)T]WPN8",C@VZ%^%L"NF>]V".MZ8!<2WYJ*95FU!<.2/"*%=L Q2)RF/*

*(JJ0RMO&*9&A)(W&TFNXVW%]UPR9_MZR:K'I+.F,.Y]BQ4X3S!ZL[(G.CR#,("TA&PSPBI0IE]D+'"W:9;3O8 M-.TP?L%G>/Y7-*

_U<=@;#[]MV|QBW+VC/ZZ;2]IE1MWS0(=\C\]7=H&54=Z^ MVB[1[U*MCC<9@"RUK29,N#&GA8F_LV:0.PWM?V M$-(ZQU1:RP,<6K>U8=)NF<< T^6 ?(*

(BT,=C79QJ/1+@YUO =,LD/E(S%M M!Q"BV#PN>S K6EGQYY:\3;],:=P@-GL(+0O'OD;-0](2X&RFL,J2*E]+tF4P5*

M&RC\;>JA0|U0|fT^B>$:!,=GHQ__Y->N#"MJNV5*7;!V\G=)KQN$:C*CV.2X MP0P1QDU>70ETN8N_NGJ=FO!8.A5'$'^&=WP=\S7%=/4,>;9GT>P=#JO%)F]P<_@E7)1(M(P/KQ-*

NM$G=>,GV7@3SIMX;LE@_9NX;#))?@X%KF_2.N"Q*"HCH8]V EVB" MQ8>,QIF+.,4$.RNPX;>_NGKX^O$[''/#&(S M/TW5[77;A]R><77;:>G%(_ O+27!H8 'S+AL7:8 =+!B

*!/>Y0.+Q29\]HP7J MP?W@F"HET];M^:A[) AL<\7#L:F+N@(5L<=+9AZ.EO;11&>*93-]7R]H1Q<. M'-&3V!AS',,9SP0'!;"Z=,(_8& 7*!R#M>DD[.3+9,HUAEI-KC62$6-*

>2Z)9W49%", M.KN2!!MCQ9T^@"(;C MI;"QXBLD&@M:3X5;@+7]7P6H.6|34Z/]?G!TG$!]=@NC^?PD/%(;_HT@_A MO02HL$X1^C%U@$;?NX75?^)[R('PGZ,A-!*

*M70(B@M8.8N\G G-$J9NSUOQDX1Q09;9:SG0)F(T,+XP-0A[CBF<@YRU@;ALR MKY9CLV>PO3'/; D:QM98Z8&OP*VM3*FZ6>5%-G7NRZ;.S5C+2S9U+K%JFZLG MK&-,<1 83-*

LZ&7]A^E+6&+KS?0RY,2<4F!I4% 9=5.OK#^OB/G7M=X>KKJXB;R M>"OY|C'C_0R6W)\KD;K4\5O-QIO5U[_=^O80Q,/JXUFMR9&HGKK1U>M=X8 9*

*MM56PB6SNJ214PV6J!/3QC(WD7K";3WVX M/!XBD_R MB4*8UAVP!"'OT0[B>'6!5\3^<VX'85]I)Y8UV&(GO2G*1K *#*]8 I"L\8*

M,0V9Y=AGGY$UEWGV2VR>"GM:K)'%;%ADD,!+ MF4-D[*A/9^]]K!,%DK@C<.GN&8AB.9ST*_5#&>(EU55 ?GLN9,?U)_%N)*B2E'KZ)3${CLE ML?O2L4S1#(0H'!;W

*<,"KTVT!1Q>RN0FA(ZR]>R.6'((^ML%/W=A>< H'F/[M+\EA8_XLC-JN|C'D)SQQYLB7R5W?PAY!X37#1#$>?L;MH^DCG*-@JHRDW++G@"'/$>R?^(TCD*MW];A<*

M!|"SP^7@C!B;3PZKA + +(!)OBTUBNJM?&P%1HOP_#-,P9?=M37<-@:=(VJ MDIX&>]M;VZ2OKJ"7,[^JT^KV^G7.K]JR10-I\?4+H,'6LZ8X)_K =\"O^=X%' M;=&XJN+

(J:UG^AP--'?%Z>HOU(GT %O>LB<%,-NNG.;3D/D&A?V?3S^3#=/@ M?W=C/_CO62TL5CZ^)DJ.\+|_=3 ;?A#>N:Z-5APHO%6[GW1TS"13!YV|6Y] MQ,B1%VJ8>%0^U-*

*N)#\ENXD*U^U#?P;07T?M#O8>^7-;3<>/2F+]ND6] M[.A[.!+[@963^U 8GP\QW+M3WVDU_3TJ@0VD##L= OOH17XXW8?"^-R,VGIA*

M2A&VF<&4H2=$(79X_T(K,>&9>EUV6A2A&UJ6[\$+Z0@:SR9O8_H'1[51R O M=.L&%69"=/JUS820PNO0 R'V]|66-^658V;W!HWD2BN$/TN0YA&5RE)_@%5/*

*M0[5K[#VQ4>GA(=ZF8$/0)UC1SDI8:%?9I' K#8-B\RZ066IM2D.3\3 MZK).K8LX\R0[@LRD!(\Y9IAL')>L*S!L18]XBF6 19YCD)V+O,IN\%5GR>E98*

*MQAZ,*4&8GBN:DEF\IT!R\Q8FL];/$4_@Q+2_A<+H %,O/<5B*7?YW':>ZY=) MCERP5$A,;LGWT DBPA;5Y,D";OYS=? MM8G@7KGDPW:U7/(72QGO5\W8>J 3G@J$*6"*

+>ORQ#LE>>=DCQQ\4QVVK]2 M;^*3^116\BE--SUR#LZPK),+?'LR-6_9_%N>OLHIT,. ^'SR=%1@)PM|G!\NS MB?BQY+)W4Q*.VG2L?$WN?*

0|"G659_T9^4E!Y),H_WG|]_UO2ZQ%3PL/XU@_/ MU(Q8Q?+7,1\]DB4,-R@1,@@S2Z18B<-RJ+!%LF!28BM>'O&B,74M=H7'KK@ MRC2-%Q(;), F4$|'+W*

$\Q;0PX#\>Z#&8N/@E?@.L,@IX8X@P7A"E6'-KQG M%%D3N/81{A'Y8R(WN*S0'F_F^=NQ5U]L3>- MZ=N\EZ6/:=81YCO'/[,Z=:R&-G,)F257)NFBXB?,_7;<^*R!|_VD>'HLO1GL*

*M2$RX=[$]Y$ZWCSM,2]DDL@VSY:,O\:D])#WHDQ/BY7L\P|ES7'+$&@-(NZ MI7P52:3\&U@PJQ7YIPE_[/&% ^P"Q.M\&[%R'!%)\)E6]6*MQ /8R1C0!3L*

MB5<.VH$@DK0IZ)"09YY&/)D\O2BTGX=LBS|8&7I@R5(RI+T2RA+,YB(KF@O M?><\FW%=3)2__FQCE_0 MDY4X6.(5X-!U5%)2M817*/"'OH%&\FO$Q.'IJ9P6<3,0A4?

@$LNMH%4\8'E MJRO6G^:.LP:;B%[7_*L9Q;8O^<(Z;.N#R.@P9(RKZ7TL<3-YEKYO8ZT%,V+9 M*GYO/9QJ:=2&WNL@2UPBM#VAB>6ZIZ[O\";+<9=!'15E!9RDY?, 1&>69$#

M0+Q:H?[J-KVY)8L5EY1W=,&TU;5>;[BF.+ ^VUL';KDD#LW;86]-^HGI+@Z69 M?#LM2T=KN]\;;-W' B;LS-4UQO9(;!R<\#R<2^L+W32^._KF(5+OB]!,M,&

M$!SYSVRL&AG1/WQF.(N!^DR K/!^N%]I'S M'</><&9IOT^#=(G4 W8$F7G0]=7O+IJ:.2^6/3E3Y\L6,M.Y]L G:V!BXC28[. MVK^2%"NM@HS5]E0DD)AZOUSI]R_D9_(P?*

0..QTK$[O#$T_#E!)+5,ROJ=', M8$Z78<6+E]1U>UK5DCJ]T^IW.O44PK5;O<[Z0K@JU7ER47)1S5U4=_W+ZZWX M/$'PBP')E8WD>0'G4/-U3)ODD%RG?

*6,BTN9KS9;:]NM95^5 NC:J4>9|/20^7 M#WJK8XO|MVDDW',ND$^]FG>NS^!'U:U1#',? 4N. _9?ZJ[6 MENSZ?-EU_T#L>HA5FWVUW6X${4IV?0AVW:^%7??;P*X;T?=-*

LFO)KIM#=;7L M>G 8=MUC/=E5H[=WC;WDUL?&FU7<E>/M!:!6^_=@>E[6SYF$!K)G-!V\"EC2!-4LTKZ9V!]_N #2+'RHGMO!@M;_/M?!KK6?QLH8]LEKFD31['= M $

*X@RT$2C@EH4)\JM#GN1=02PD!/\29$T.61\@B[\&=A_J0 M8*H0U^)_T#\C^Q&8"+Q 9=_"LRRJ$-,$;@ O],:E)X0(@GQ;G()GU_D<-'N6 M8L-U]-*

*FDL*0Q!9%#"\@3K!RPQE(<>P;_MY2/G@\]H,J"$E^A<"]6\AZ>C:R0 M/|C05$5OZQU5<6%?<(8>X$.\$'PT/*"]JCXH9ZHKT3WEM%HY<]5+1PW\HL#:_M9AX<#PWFP,J'/@[=0B?*

M[""J (GUS&$)-N6%?DD/HSX/%,,/ Q\T0/KD/N-1M& MK]Y@>$3+4B [!<,=:'[KO/9M1]2H_=,OKN%NDJ?]R\EO$@U]!>2"/<%:!@@\-.-

*I5W3Y/*D;,)TFEKKWZ^!IK@\)P[@A)!W5$H;,%& MXYN*$PB Q!BM_YB&"3T0PB,%^C],Z"/>9CX#CH2I]YEY6]&0G.*U(4@].U1 MQ$*(2Q@A<=86*?M-*

*O"=K7JXP>K_/O/C=XO]&<#YCFR:(&I2+_UZ=)F_=B^M? MW7:+NDF9LC)FAS*V?=",:X-U<9G9,10W^VXA+O3+MS.H$]9U+PX8=C&:4@[J MF%IRN!X;*

(AD"G!$0+4[@P1_]6*!+N13O!3P(7\K$ZAW8.\X3'_4=A_K(M W$V3[A-M3]84:!9@.+\R#-X385LR$14HFV_M2*E_9%U:!#%SG$*

B9=8FT!)H2P!4LAIEBK)>>S\S,GW2AD);>P(PF/B7,,L5;1U$;P] Z-^A M?@Z$&3G2)6(]Z.FRD/]VO"B$$PSDQN_2.V^H',3(1&;96.O\@&?

*M HR('P*FPE,165I.*F'T!%9<^41_'59D81[4R3G3$P#E%C020DSZC00_[.R;J MB$V!G&-17I)8G)RN,_ ">,_3*2P5_4^?O0 @-2,V*EE -Z!.F3PH8 %L'6^. M]W$U/_"T"=A?L/N?%/?*

*<4MXSMLW>&4,PKXTI0A$#\F=AACE9)$N!<]11[V' M)W3#_[H^0G*QT)$,/A2W,?$KU:Q."+|_?S9QWHPC48@FPE_6MQJ&0>),Z] M SI5%W"#A5_@96\8EL/9OGVRK7 :QZ S-*

*XI$@79Z"QD!MD3AZELRBT8U'S2F MXZ"W/ER"=,:;?J\ O9@YFR/4(;,3/:S*&Q;XASA-9!)AMD/4EQ"=S$W,&S+D>*1'05%+U&P7N== 0QJ+*.59!SB/#8VM5W.1FW.*

[K9.LV1!.?,BSB^]JO.+D?D?5TT8\B?7]&,((#YP MQESBZC+.)8J-T2ZZNKASBS]1A3V&>R385=K5@SFE5N30K^,5^XLWAVIAV0X+_M6UF)R65?18P[?M28]\6P"=I&.?@

5G%D1K/<;PGE$2OF 3T(GBA%;Q^4R2G MM21R^U>6U9J:=RS;&S;JD'E W\1_O+7L)2'Q1L0F[A<==M-;D3\A;$(T@I,K MV!&>_.?4/FJUN8TDRNC%F\7/+?CHOA]=]#2M/?*

*VBVM|/M5C|*TUE KOV75 MHU9_WS4;N*B!;M2WJ.[:1VWHAU"Of<%A,KX'6R5|EV>V)WO"Y}G-F+C>L*

MJR!6V+,:^!W74#P6O6I6F%N=SB)D2DU55+>LZ=33O=#'J?.MN2RM$SA%#D3^83G0(-0&#**^'G>,U4L9&X% MJM4VW^QJM!K;Z<38G3.FLE86V'|5ZU(-*

*_>JV!^KZW@6#E0[M2'WF)+E)9++]NVMCM[!M4?O1\ M^.B*FCESH.QRO"!XK4R([>84] L9K?AJ++]TP@/7#7\M$)(!\+V"<*?"!%<", M(=1W%$B(_B#/U6FIBVY'#;V0'?U:SO*

Y;>PJ$+'0" LQIAJ>K%,1*+7;-7 M4?+7@5XE&-0'8[9D\OR+X\IEN-OP3&Z$+2>$O\;0C^/@'I[$[!9=5,&5_KK< M\;85=9YAQ_GJ7]>8+ZZGI#S?/VL?U,K>M_4=\K)CFQ*

MX(7="L0J 11L'"X-L>(1)(F(*0BYKT1U,# M\-Q0_EMP^R.K03E07O&6,E_;1^;?KD;>>RD\Q+RVGZ^GMF51]PTC#BTCAQE\ MJ(Y=9I[D84SW]PEYILPV_6X7WVI*O[KMJ)V!]*

>= %+5;TKHM)Z^2!CU&8? M2.M])[$]"A58*:P\LH,IJS$Z6?%]&=KT%B9[@,=+@2X_Y$[VZ_@]''Z5TUP?SSY#1VK/#F&T5@AU0AHW!*M:O2Y1I',K4>YW0)3A MU6VWV,?C*

OP!QSAK/CK.6ZV=WLGPBE4SVW1LTV\,P-C@PUK'"BA9FM\U< MU-V1AZ[5>(!-3L:7U"NI=|\^.CQK)5T,'4;M7<_;^)%|)OI=+OINTI1K)%_O4 MJ^U!T4=P6N1;,D2R?

J_;1I^7+L)C"G>^[9;_W[R+-5$D MD3' ,&.^>OXCD&BM*EGU[BZ;;>*.7WKFAZ^($22EGFAIQ#%H22@RLRS[#&P

M$=ZP;'67UTZ&%/L;6TDO]W#;W!ULS8\QE"ZQE[317MU+ND+C04U+&@_#M2G MWX%ZJT:'@1]FFA5^@SA1/,>/3TM:@(YQ)^;^KAU;TBV;U]DMF==Y7 (J;W<9*

M0T#Y!&F;_1^E:WW!']GEFT@.6L[4_38]/B<_ OT-K$<"MFM:0FKYF"V64M+U^V M(^1PV.I@%E\%]#2&-3LOH5&N,N++-8,O5U?JU-81EMSKZL&F+:K?T

MB@TO5W_[/=J:YTYU.MHG;FAU=Q)-91[1QQL%LWY$0F96CFBP#!$5>OP[UE8;Y W]%+?@OU!PO0<=@D\>

*M5[(9OY<%\)Y!E2U2O[SIEW$5BNWHQ^S/$GYR]['X.VP.SOKRLR'O/@6NPEQ'M6W&*ZFV+LN!13;U1=TJ&E8N3B]MF<=5;6?- E=[2NPT/5!7U>2[9TFE'WLXT M4*8-*

*]/61LM0%%/MX,ZUOE-8VR,-A'0K#8QUKVZ[_8IAL<,$H=?$FB6"-AY! MC7T0]X;*3\\"B6#!\15B<%=O5)<)<)*A-TOMVP_C$%VMQE(D[6-Y^?8%"1(_*

*M+P$_C\%0O0O[`DJH4LO6W;59LE1EBC3H*+)?3#5SU M.CL$KH]59^F$37]=QHR;LX5JI->OA?0]5EKV6"<]05VQ98KT6DO]7<;?PI4O9 MX#T0)3*D+!%V;_MX+XS-VL=5F6Z?*

#2RK8#Y+]+T$]#T&O]W=M)419XG+C0]B M#7<(8C4DXMS<6H-,$6Q\'OO4&!P[WUS>W!#[S]<](U/Z&[2%;B)]0^^ZP[AG M^CB8KM=7>X:T=R4&[]E\<4/[MAT=-

*%4Q6L/6;B^NDTE\EOB\E?MFO='UZ71 M*_&W"?B[RH%3@K/&U6UW6)R=(/%5XFLE?-W0?/U-&G '-.'^I@Y>6@.6=0,R MT^>,,WV&]63Z5*5F3#?*

*H==5>OZ(\DOEPDD!.026'J9.O2C581*_V^Q4EH^09 M23,G1S,IVN5]F62$&&@<@WHCT5FB\JQG&W ;:=6-NM1B(*

MA>FG2T^_1JQ\HQFM)=OTCR@([?'BT/,E5@]+Q9,=>U[HIXQ%!DL7YZS%7WWW M<#W3,)R_N;EY>GIJ/8]\I^7YDQN[W39N?/CY)KXV-[4$MA#-7,6GQE)^K&S9'(@Q'E.,%-04

M#F9YLJ>2/ZM+G\ZIU3.=LU/+=,ZRT9SQ=;!#\QJ@ABSX31#-9L1?0R='G]N9 M6RY]GMHC.WQ[] 4>9ICGAE,JSD0ZTB3-#_P8E$\ C^>F#GD$S&^U.?97F?+8
M:\'9U33:KZ^5OZ/J:+]>I]4QZAJ"6-NB6MJ@<8!J=?M-6U._9737CYVL%DPY MCD6U//:U?"Z:8 SU3X6K]](22+[DC+GM8/G-]QYMB^X]EG)XFMO_!-:$/T?) M"T;':*& #4M]NESI?
3ZD\|5KO<@PQ:;M^ST-3-^>HWYU=L,DMX/ WP"OG^QP M6M_VMQI@=Q*P^>CYLVU:.]0Q3G!'H#6-H#[:\-U$>0^,LXQ5+AGI!M?,#P;5
M.H$O7U77J^H5FP=H!+.,ZN7.;Z.E'4UF\DTSF[=6U\DV.S^FYV3/]0G'";HV M ^';A&6V)M[CS9UO3NU'&MQ0:T+\&XNY8SAOJPK]_
=:1%ML%R;/48NL,^GUNL1D:L]@Z_Q0&V\,<,\>H MJY@9(VWL 9.9$A]V!_::Z#S*0E7YPM9,'.4N"#S39I]4A01*B+]3
M*L6BM/GVW7;WIG^#6"EE8C,N.QN96&CK)V7B9)X(^)@(0$7BK^RS\H7 M^$**Q5.1#U(L2K'8@,O.1BP69K%(3^B9RT06V=,Z>AS9ZVC7>EOOHUP,P&Q< M83
^T'E(9R/J*UH7!:3>E@+R^/FJ3921Q]SY\$;KR8AA@RX[&SG9E7)2RLFB MG"RQ(:6D/!UY(26EE)0-N>QL)&5/2LI+DY0&R[,9WF!/)F\;(U1 M6FIMS^32$@OI,)<&F_"V?
|%.%.P$L2'# W5MSV>"-%"LB*+@[$MI)Z5=+3O7 MVC?P_\)P)RGNI+C;5]SUCR_NXON+_6D*W6^D7'SQ&HKN\(9@Z.;/#GWN=*RT MTP"7B9G6 R@:N8E(?
69(FI%OA[P_G12$M8J#BY6$^HTF:RJ:=-G9",*!3+"Y M0!%GL 0;[<8$B66'9.)3B@T]=>V/R$%]FPNY>_:K(K55E/TE\(/G!RISGOZ@SW#[/9G#6QWE'7%_,D>;_+I6QJ6PMB-
EN]V;N>QB%--J&T4;1^A?;U*QN;]RV MVF:/=*R>-:(#-!15/N?HWP\&BF___#Q6NM<9+VC<6-(Z=BDR\Y'.NI2.IZ/=-S2\M1P[48< M=)P%T03M0]>#PZ'DB?@6R0<=O[!?*]?
608._/$;\7_24'G FG[E=]<6 T7N M\.Z,L<7>0RQOCI(5;$W@=-I9VI9')/3++/[0;S0=!:UBI=Q*>P/_7].D3R[Q,BA$I1G87(QTI M1DY3C.Q16M]G29\Z2V[I_ZG39ZT]\(-
(&&"N128;)='W)$^T%FDDC:UZC:W_ M>XG&UN#&P$I[V92M(9>=CY#L2B%Y:4)RR4GI[^*DK%E(2D>E=%1*1^6%7'8^ MPK,GA>?%"4]6/V%H:&'J&I9/@(6)@M3?WM?
Y$L)3?RUEIY2=-|\+RS @%")=%(#L,Y<-L[G@+2H7,^1;!&T@@2PID2<'!)@1* M?V.#+CL?03>49% MBLBS*4D_'A_3;SJ8S#*0\K$9EYV/?-3:TA*\: FI^Q0>Z@N#CC+#
M;R8F*SW Z]'16%9S_D%FD)X;B$[LPUBF%O3M7!4[_L6_((KDP)4 M"E I0,_LLC,2H+*CR\4)4+V#:]>[-TE@;QB8T\CY%TV$(A>@E25G8G8.>!NU
M2I+S(:1CP()W+>6!K49*3IG/4D<^"XI.O2-%9S,N.R/1*=N]7*CH[!HW,],E MHU$J,)>\L^N$Y-W\)G,/'>2LQE9(NEX;#LVP6E-*"#Q*\OVJ8D-NMDW/(#JG^7L"FE,
MOKPQV955^0VZ[(P$9D?*RTN3ET-<^[#/Y247ER,"SR#S.;7@?)RE>87O,-7G MGOT*_W$F7\@9C,?8^?!&Z\D!QPVZ[(S4C+Y4,RY-S<#!BUJ[M>U-J1C-?\3:V]!E:SU*Z':
<[N=Z1,Q0;=-FY2+=A2Y/"[22%6VSO#;$K3W!M MNX$-5\!2+2Z9/O$OE!_P#1R*\LUS;'/1B,9M1T-WV;5-7G8IK%W7)&L_4=:. MC:\[V/A:U[0@&@$?MXEOTX
S]L]V$*+)\9#]1?)UR=?E91?!UPW)UT^>KQO: M_,DT/3=("MCN^0=D[-]\VZ1/!!CLU(L">N]Y<^H'RN?/WR2;EVQ>7G89;+[3 MTOY3\OF3Y/-_L?N4C-
ND,Z*#SKBC:>/1V!H0HAF:WKOMJ]MOWA/U M6?0@##W?I0O)WR5_EY==!'\WI'OF5-E[HL8;FF92ST38\H:HQCG_P@(KS\|L.S.27NA"IW9JA\CQRJ: :YUCJOR.L;
MK6OQOZ1\D/)!7G8I\D&7\N'4Y8-NCK>6#Q]ME[BF39S*\D&1 D(*"'G9A0D(MO:7]I_00G;J(T)D)D4J)A1K+,AL.?.-O)#&RB_MQY:]RWE@9I,\&A&MRWE
MA907\K*7E!='K9'I']'GE&QSYRG=8"9S@ F7/!]_W7.I%@;/@4X2IE9D3?._-YM0-V*IEP<,Y]7T[MYM:K]!"7.E(.2CE8AEO]4MSZP!F[\L5K'5\<'F'_[VE@^O:<,^P348!?%)='
M'L@X_QKLDC=P@Q* 6+24^%A.Q4&@M;76IR\/]9WP64#E_[W[_AF4ER $6YDJ M[\4L:^5:^3&EBAU_'\^XAC_@S:X7*EC427RX0@GAPD\H+D%'1/WG/2A=8'P[
M5!E1DT0!95UQV7M",@D4XE,%A[18J#8]V>$T>0:NCE^8S-3>XK2V.H8ZCE(^ M8\4SRK400RHA1V?>?]LNS^Q399D M-Y+=2':S-[MY_^'CF7M3=N(X[^G8=FW)<"3#:
<1E9\1P/M^]D_K-$K?Y3$;4 MD8Q&,IJC7W9&C.;;]P^2T2PQFF\^Q7IU:4E)?M.,R\Z&WQQ[,-D1-GV/J4;* M-S)9%5E[A7U828C3G$F0BYQA_JL)+R#P#4ZN5.+@/C#NUQ?-
AFY",G)HG(?% M_F'?+,6\X'D.F0?T3?S'6\L.Y@Y9O+$9F*_936]GQ)_8[C4WM#'QM(\B%O\ MY[=/MA5.WPP&K:&A_W*5D*5X,?]5:\')WQ2_[[3ZW5[I+^V65OK]JB<-C5:[
MTUG[J#-A&E7* &K+[S_DAK[3,?4I1N+M0)D1BV(*^QSX0]F< LQHG/A>Y%K7 M8GEC]K^W+[18Y>.UT56\|3%G*(13 -2=ZT;$4;[3N>>'"NAEK#LU)A&V2I(R
MSP7W#X;\1]C,#SQ&,UFH(RH8N&\9DNY&H-0M*Y8HNX\|N=>0%F1 MB"CM^/>_:+WV6VV 7V&F"7P=^79HPT58/0C?:D.CHRIPMP>_^T\VJ.Y!-/H# M;D="PWL4S*9*
MNPL%)TB[$X4E.*]>GX'+6_HU5P0IMM$J2Q]=3RH,LR]Z7OYY%J(RS@Q'%BY M"TR<95:ATH:*'AZS&:>0>_Y" =W#Q2^)[^-9%\W)5=H-OV3DWRREH&_Z<Q=0B-JI[>04>
Y4;CZEER501#-0+=:%+.Q MZSXMK;WIN'1>5[@D*S+_XAYLZW]?;='?2.M?Q7=-_11E)_1ZY%/R\YJ,88MO MB/-$%@%J8AGPS$#/C,]"!VT0EKT,R9H+2+8"S785)$=?R_8]J."$?
C"#_,L+ MX86 =4%) <!=2V?/IG9/M<=4EA&:LJH)PA MXBF !>5-9 UXE?%D3F-'E?YF6MC9)(<+^#"J/&R!VC M%KF#??
6DW#ESN8,%7T=0F,I9[@.L@(213X.5])P7F6^++)1_90,PW?"-T7L! ML5I.A-F. 6A["7:(.GB)@?#/N$G='O0 MD1\!LQ7+U%5%;^O=(KM]:7,H([:V0151W?
^B/MOAL#7H&E5]MGIK.!S6XK,U MNJUVSZCE4=U!JV<,JKM_>\U*0MM,N4PZ??O^]4'YF^?@@@,5R[-W"GZL*+_] M8J.)QGMTMCR@=XLW]3MUCHIR-\&-%28-@2>
M#0/92B-X!2\$$-JH2F6Z(Q4Z)^T,W(+G<;5EO$JMJVQB-T4__*\O7_];>?<_MRH^_?7CXH'S[#O]^^:'R^ E8.;BI K0P)ZF7L#5.:89B^I95.D<[PE=O["K M,&(^83@A^-6S4<-
DC_#&7$7*D0+_"B]^".F8L$JQR/F7JJ .243[= 0;!LU M3RRS95KC/&ZQCG.4V#M9" ,#)U-[AOD"&)%@BW <4$SGQ&2A!A4U4EP__QT4 M8(LKP4PQ3O56$603FB;Z"O!9#CBB9=
[$J\.;.G3$ $'Y#HW/?>;&8' =L@WH;1%X+8@]$6D2>!4]_91]AM M>FI">R_"D8$I2(%'\9OT$X)/2R6QYSXK/:9*_*6YU)4W!]M/XPH6XTW7NWO MN #*66-
9E83IR@)=:@[QT)@:4>K&-A.G+&$KC<$L\)[PG#D]!HBGPIP2+\O8 M98@:HB8])0".F_Q;BT5O;!"L:0A=3A#:MC2V_U:S!^MW>IWZS'*FKDJK=/J M]G:P[[;2 MI-
L6[<;6I7/7T8RD3IOW&*]:X4,;;.%#.C*:O(#CXXQ(W/>>^-_Z[N@EDKU=SLXN3'";L +EWO-^ MUE"P?/(B\(&Z-AC;*^7?G6EZD1MB>"L6@+G_901A\=(JDG#W)(D&XID4*ZO0
MK4[B.XB9<]HK5*?Z[4)(J:Q-^IZ]IC,&7>V9FBW;.8Q;HE%.(H MJS30CB[4C@J' U."M-PDOP5^^YW\092_D=G,BZIH_I+=2G9[7NSVL(0@N:WD MML!M/U,'_?<_6LK?O>
[MX2GA15GN$;NQ2):[EN7^ZM.)\JZE?*.PNH!* M-5>RW MEN8>G!*GE2I:+@3-OZBH/H>\%9%HE""[YK>2WY^7)/3 E2'XK^2WP M6WB@%TX7RC]:=8"_C,-9\[M_P=02P,$% @
;(%,6OP;.F"Y%0 X $! ! !P'-D[5U;<]LXLGZ?7\&CISE5H_@2.QF[)ME2?,FZRK9T+'MG M]VD+(D$).Q2A 4!;VE]_&B I40)) +2]9I;.2RP2_0&-#Y=&HP'^]I?E//(>
M,>.$QE]Z!Q_V>QZ.?1J0>/JE]W!_V?^U]Y>O/_WTV__T^W__=G?MG5,_F>-8 M>&<,(X$#[XF(F2=FV/N=LC_((_)&$1(A9?-^_ZL2.Z.+%2/3F? .]P^/\V3Y M6W;ZZ00??0I\W$?X<]
_.@H_]B>3X*@?AI_P/OI\?#(Y.OIE>HI/T.'^"3KH MXX^_'O6/#O:G2_ZE-Q-B M<;JW]_3T].'IXP?*IGN'^_L'>W^_N1ZKI+TL;43B/[92+R_*]S&B_#S5RN)55(-9BQ7R.]]*76B[F3
[[^Q_[4A\D!".31.!+8/H< MARB)(+,D_C-!$0D)#J 915@VE*T$A=<"L2D6MVB.^0+YV*X>O_[D>9)@,E]0 M)KQ8DPX1GZA2=#;L\|U MX?TI0@NGG(LR:>[9$Y<2U+6ELF*4BLA?
_5RN+Q_U#PZ![L9EV/07MS+DSY-8L%6 M-IVA3"3_X=(-ML%601^%?9Y,G(JP"K+LU^*-2Q!@XI)UGES^T3A/[>;) MY1\E>:(XID+)RR?9L\6"Q"%-'\ CV5M/\RY[A\-
\!M(FTVSJ/3@Y.=E3;V$& M4L*(^8Q&N#[Q'LP*"\P$P;PX$2N &^ MA@PPAQE+J7N]T2>'D#WO2X\##1%.:ZC%Z@/(E>]0<1/HB9-7HK?PWN/!%]Z^;(Q<%%+
(A87<5R#:!P>YY,^G!W56OC MJ=+4PN39YP78M->O^^K?@=??K$*?P*:E\)Y!;S?]G91=O 3CH-A_%7]O3LT M9,)9DAK!G?JUEMONC*5BV<.1F6EX*]DR+X"#'0
M:H8%@7*^!$/;@$:Z#NWI\G[>PO[?CM*WKBU.PS,Z!\5F..;D$5_%P Z^IKQI M3[-!-A+ZL8[030X>#;VM/+PT$^]GFZIE+KS-C&6G[).U'POV(
;OIB06&-01MU0X<5:'8B3JUUVBMM&\',[[60%VR02Y9RC M,,@,P;9F=]C'Y!%-(LQOL7!@IP[%R,[)+CL*38U\"L\K /[B 62'Z#G'(68, M!V>4"^[:9TJ$361\VM\E(P?Q%$H'>TA> 5?
2*3C/]?"?0T@EE)&>@TIZMC$] MOZ-LC5('\DIZ5,&P7<@:B9W&LBH$(S>'N]SD2*E#-L?ZQ8L[-81=8\2Q%X*V"%R+A%A?T-1@F^@>4+=*&^* RWE\D9"CG<)D3B>
O**2!UB(I\U[_C MCA-IN8XP4SLVL8^'DXA,50&;SN]6L$;>-,? >J[/\%6'*N3@;;+HX- W%M3_ MHZD;KD38R(^^_"^ =,^M=H%8#'7*P>11_D6'VM=$C76OK>AS" \P4O]FAZI>
MNC,0GRFU941#(+=7<,Q=-[_K<8RD: OY#"_EHZ\0O2)DARA*M[CNT7)300[$ ME$F;Z/BL+>6S;3: *3SO$ =G-'Z4P45@? 9XXNR"+!4WLJ"MV LPGL3IX%1] M!D8,$9?
()Y'C;MFVH+'RM25Y"N#E"%VJ)FC,'FE#ZBS2:M:K!J4\]I=JG#,?*C+=O7>%O;O6E?4I@=XDAI MGZ[1Y-[34BZ3G8RS"@ C*]JZ/>4A6RZJS:L,JT-LC),)QW\FH,#%HZ.?7A,U
M,?"KME3?0'@I1I=JWI_A((GPU97045GX51.C-A"&IG2EO,Y MM'=U!;_6*K;;#+(8\ ZQ:-5F-VKQ>]9QO$='Q_HG%K'\7D_YW]UR7]C1\"]
MBMAZ<5XS6".KFN_'A=4TDRYQ6AY@ZX15 MA& ZDU6/8R1*\R;5!'1VD:8TRM*9E2TQ(PF:RRB/[>Q>?=>$93J38,8R,J.Y MC>H#/;O(F&5 8.-9R [7Q.1A]:$/FTC#[M&Z&Z^F:N
9\6ZIO)$FS4^A![UE M;'2)C-J@M4;K5Q.:D2C-]6 *A.MB)RJ):7-FJQK#R)'F:BB-CNLB,3MQ;LZD ME,L;"=$<"GJ@7 >YV IXB3-S(A!YJLATUUTDBUJ%JNW%O#?J' ^-
V&):.1./S5B$5S710[+HQF1\J0R.Z2-%N MH$.#';]2 ",MFNM!BY?H)!V640ZVZ=SI?)T"F)K#1SU\QBTHPSE]%QN7U>9\ M[0),W5*V3[WA8J*;J:+Y O:(@"NI 9PU\Q?
@+.8TCHJXW1UVH=#ED; MVXOF67)H+VDY9,J\).IO#PKC;96FD\VH)FS%O6%8@!FI,A $TT':MN)8W(DJ M%3=28XR#Z3 1)<$KS6FI 3.2Y!H*TT'.*F)8W/DR !FY*@-
B.EOE^>J=AI'\'1$T4?L42RD[SLQO!^0YS(M.['.290('+B39 EH9$SSJ91$"2MLU=,R]$Y26!OKF\5UN//H@FHD4W.Z&".)
MLQS>"=VM^MJ7>8_;>2K'NJ':AKFC4013DMS.>^$F\>+E,C:JTL_AU#8J8X+U ML++[(ILPO+2T7J&X[RU4:PF(R=O<'E]ZT-%PC2W$^29?;YW'.ZV[U0^+R62N
MFG^#-9,KLHG:8\V'9:2VD$LGR2TY9"+KA\98?6!S\]J97%=D([F:+ZO\4,LF M$^EU+J1YIU=5T!WVH5.0B*BBT? 2PVH'19#F#HD&HW/C+(R$:QZMYV3E#Z,Y+!8"1D[)KEG=.
(7:1CJUS MA W8*)4WDJ&?<]L]B-A%+JJOX&_238Q@1I8T'U7MM?Z=Y,QX>O!*7FP7IR=A MHFPGI(&?_SG9&'DNN;S9XN3B5I;K39XN-H*R>_\;36R5*$8*-;].^4<$.DE/
MS<7S#39SS& FLO1/,==>9M])SFJOHV\R?EK &7G3#Y*9+KGO)'?E![/=2:O' M,;*E>5!J3GAWD*7=$]I-#F"5(QB9*3E'I1WR[B(CEH>G&S#EB&QD4/^0E.LY MZ_]N?
G_;6_)3M%@0L)?ED_1W'-.T[.H1/,'I21C%/A#WST$"B^""C3V8<+#@ M?-'S4/;7EYY@">YY,9KC+[WJ]+$,L9Q$.$^_G+"(G"XP(S20Q?S2"Y+4-NQY M"'J?("*1O[XSFBR^]-
+D1.!YSQ,J>?H$X('&*W@N07I[58K(#NTSHO:6;I"\ MW#N6T^0@#L;)8D&9N,'S"695>EF+O[B:@6!]^1<_. WH'+(VZ[KCD,IO,H>6 MCPKAI4550Q3QM:ZVXBZJIN\F*)*U!B_PA
@GGNF?H9^OG$>OI&"VS(T>.![34#PAZ0=^Q!%5AZ*4E7>&%D3 &/=O M'%3J[0K3UNJX1\O?B9C).$$8"3)C]Y[>8]&VF<=8B%1B&-YA.5SX\%Y%BCS M0,HKZ^?
9N&VML%'"_!FT=AKZ,"'@ *:BJ+(6RA.W5368S9-YHIA2MK7<2IG0U0T-K1LGZ\;P#4AI%_$/PKX(Y=67&_H$K M;N$RJC3&:VL%_9XR>)'U!C5#5$\M%:E?RT16\&8=AFR*XLRZ
\/V5IX(Q<-P M" 5(?;8FX]\!X(U7 ^47"BB;QZ2DE6A[U;O'2_$M B.ELG':";_F;"?R;.PU M-9P9LB75&J8E!+-U>1>;\M+-I?S69-L#M83X8K"J%K1NHMM2^(U)+JS#SV5<
MR=J[95+/0O"M5=L.TK#7S"CWUAV30O9L,%<^1775ULJB$]8*M:3#C1B6]AG. M=BA@I*!R8834\65;3=U 6J*Y]/!E,V%T!L/&942?"B[.S#,@:.%C0^::>!YH
M"VOF6VIGCV<8BQ>MG6; +:FA$L^0(//T>$6]!\)&L@TNATTYN2QG N6<(_8' M%DXZULFV0/QRJIRK/F"K3)ZZ#;TR MO1, S%U.@LS'4#_@U BT09^K.$C2.U=',.<=
[A\>U*M3G;X-VMQ2@7F08"C7 M4;T>92G;H$%VFZYAJ+HFL1I8*L<#9Y@W7L3<4S"[E-[*]' MF+4!AX8WXX>:[3,GD%?2.!>RH#IUDL(4+(OQ &/=W](2#L,;GO ;M"3S9%YM
ML%J*OV:KEG,U$FT8=S1JMPX MQ-1)O/%H4G[?.5J/?UMWC9L<0 W!WKH*]%"+.ONQ,GEK3,BRV)%:*[)&H T= M[BRB2: \P2-&P:820WE>5<:ZUP\D9KDV:'=.^()R%
W#RR2*5N=XP;!/I/3?V%? MW-.!361@ R1SG9!8SEGB/UHE6K1??3>O3-Z&WGV-H0WB;),=)GY9UOM-I$EZ M&U(EI9;2;VZ?GV,8":!L5_$=F<%G9&%:*=8*M6'\OV?J1N+5#32
5;JRO4SB@_$^A+D:B>- MC6P[I_\,'D8ID[=,?:S#QA"R W;T2O.A9N/,]'GVU]
MU)N4;>C^^96[H^PNW]MD+D=DRDSCMX7@&X_8NR4\QS%5AJF[E%',L0,9A9_B[S+6^AR&E:6T4)-HVP;M+P;/ZPCN+8#K6U"I>R$VZ#G9H0LSDVH.(CR=9)%
M.HC>@%TY3^;IM3,8%X];0W%M!NP7S,O!5GVU/=ILQS@-"I:WFC$R280LU62% MLY)S6*IA=C$>C?Z*HG"%$8NJESG- 5NZW*E6Z-LJYY8_Y H-XCA!4:/ZJ8=K M:>W(0OJY%M(
F6RTJ*R#>J&6:GJ6, :_QP+Z[B .+BD#VZKF=H.*Y"W5+KU- M%^8TH@X="[1D6Q M'Y+4=82F>#]._4#SW];I3!8C2GV'$H3NU22 ^B/7%,S:5VP_ #""(K, M_@&3I5-[+3DOWP$A
M-:.+"\2/40D[YV?M:=^5^S'4Y?!'>A3Q#)8:J^PK0]S6!&D*U\[*.0.=(DSC M@0^+<&X.IJA.WX;%Z]T%V$/IEH-?(/^"]476I.:V" KV7:2^! SG%[TA)<^ MYE"
Y03'."1B/2'Q76]S93TT VOS#M&Y.IM@LT.TD[(-35J5ZV+I*_OB3%VF M<@:3K84RU4*OIU/H*5 MUQF*48 ,3;-.I TZW5(5AQ 4"VJR+:HEVJ#1"/DR!E=78CNN;SM5&PJ^U?R9
MP5=2GKBM0<6C=&,33?$P5$=_3:Z@:H%6G)$U7O@M_\IFHF=>'5Z"U(;&>H.$ M/TN#/==$C:$ML=5988OPVRJ]3)_@P+R_^!S(5K0*O6#%@NOJK;>.JX>IYT"V
MHD[D[559*!R_I&S]!9K!]H=MJC=D;>7??NA3'TW@_@S/T=>?_A]02P,$% M @ ;(%,6E841 =9)0 &7,! !0 !P_*W[JOEV7N2T573[CLJ9^Z3@ CHUK91RM'B97S_@
M4>ZK%ASE24]TA\LI*_Y2'P$ 1 $_OIOWXXGS[[?#&>37_]2?S,?WH&TSPK MX^GG7W_Z\]-KYG_ZM[_]Y2]__3^,_<=O']X^>S7+JV.8+I^]G$-<0GGV=;P\ M>K8\@F?
_/IO_:_PE/GL_B/JO7]H?*2[@&0YONNA^_/6GH^7RY)?GS[]^_?KSMS2?_#R;?WXN M.5?/S[[]T^G7O]WX_E?5?5N$$)YW_WK^U<7XMB_B8\7S__C'VX_Y"(XC&T\7 MRSC-
[06+\2^+[L.WLQR7W:P_B.O9G=]H/[&SK['V$1.2*?'SMT7YZ6]_>?9L M/1WSV00^0'W6_OOGAS=77GDRGRU.YN.,$O\YSXZ?M^\|?SF;+F.3<6DB_BU.
M&O:/1P#+!8Z@>^+R^PG\^M-B?'PR@;//CN90?_T)GX= I!9R#>/_WOVLYQ<(M^]DEJ]\:=*D,IN?_>8D)IATGXY6 M"_8YQI/1VW%,X\EX.8;%"&* 8K-DTH-DVM?*8JZ>
<60J3TX)X/;J[+2Q+' P MG1AK7*1.EJ?/?M[F[3E,EHNS3[J9[&;QEM>OYX]D)"]7\SFNZE&H6FKN(RLE MX&+,A;.HG&'@' \YY*J$Z&] IRBNCNL2,U[,\[/9O, <-=5/S[Y"TRJG2FL-
M*<[S#'<"A3QO275S+@JM?$PLI!L8;[* M"* @N;$%?_7$#W])$6P@_?))9/O^_D,2;?_GX2I\L7T_+[?ZW&)RU^]4=C7 09 M!?=,0%!,(SA4S#*P5 UHL!DOPO+D.Q: A*03#D9
=Y,EW'Z MN3E>ZZAW__EB>K%NW^^VQ6OHXGDY%.0@.DS$IJPY7&H8V=!-,UHF5EC?>) MVK;9!->0K%L"8I"+@M;=.05UP5?M"@<= U,*D*]:2Q9Q>,Q58:4)518)U*;A M;4
VH8%].C38?[+)Y'[..@[%FQ0S4U(@UY)+S M3&8\0A0?EG**.?VVSR-W3 MD>Y.4TKLJYY%VYVVTC>CTX@$:'$HM#R+URP)J-F'$IRE7L!7 &PB6O]T1+O[
MY)+)]U)8!,W+C\M9_M?1;((3N6BFYO+[2'JK@%LT,HNT3"N7F;>6XT9B"W=% MBI"H3S0>PD0XYE&*IK@0(UK.IL65?$3)&6#!\B!K3J'J=*C#Q\$WS(>R%E6'3FK-
AHTAQ""KUXQD5,2PJ!SS:FWJ(>X/)A#.GH&["F M/HG <0Q2"L5J52VHX@SS*7BFC78@C"O94"<@T"NU]_/30%'WZ'_&R0I&V=L0 MDG-H+*2$\L)=*G%=6.4:G4.1LA:./#9S \:0E-
R>TK\9GMEOT@D/HH^/9]-+ M*)SU1CFMF;,54=B26T)80"5;7@(M*?OY\%<.05!NQW/>:;CK;O)1Q&WN<
MO(_C\F;Z,IZ,EW$R,L;DD!5GJ7@T24/!K59G8,9)YV)L=FFAMM)OAS*D:"PQ M!2@FGXP)G^80%ZOY]TN,-"9X)P&]$9MQAS90653<,)#9),6UXD"=;W 3Q9:!
M6/:4"+#GG!,&Y)=Q/(7R>YQ/Q]//BQSA8MC/RN?HK?1J(*SK,T3(%'/K>P1I1.,B&$E=X542)YAL)V$(<4 MR:7>8'H45A_AH[,PEHA6U(Q4QGU0HWOO2F.V8U*:HC('$SVUY?
E0]C-9/M_9 M&$UP"73&N;8:S3V>. N<)QQCD3$ZGZ4[4#+?L+.]=^'$A@E]NXB"4I'.5M/E MXGW\'M,$SH?) 0>D!2Z\&M'VDV@%.B,8+RHZJ"J'2$V+VY$,R?4BI@/!U/=U M#^
,"Q2>JD0BYAA8,C56CY>Q>"J F@+(\P7OPS,D MKXJ.'&02Z.<^R<56S7G-:-DK5,+(3M L<:N9<2(!VOG *W58Z38<0W*IZ#BP M]XP3WC6!DS@NOW\
[@>D"4&E=2FX]'ZDT27OE60PEM)':9K5I5HLS5H 'X7I(M:W@(UI"\+#IF4,OC&E'^^OSZ;+W%GXEJKGQ MT$-]EJT'1E2U9:-SB(KN=838[E-K-"-<*LC?/\WC=!%SM_:GI?
OI5!.4_UPMEJ?7MTYGRVDG=$P,@'.F;A8O<^UZN1)"/9$B6,SE/;[UQ\;ADH$P=NSZ,BS-%6X+.P%GERJ'Y M)] ?-ERRG&RRW*$)(.E#F'?"V7>D^)P+,8UBX!G-F,"$08=?
0ZLH$*OK"L9X MJU6-GOJ>\A4 0UHP5!RXODYVGW':FV@/Z0*7"_(/MI6!L#A&*=O]&JF5 M NN#IPY'4&4W',KA[(LBY/(AO.AZKM)Q-M#^6HZG*[3)3@^DT1[[#2HJ^_7W
M$"8L?O^VG$<4S'@:Y]_?X'QV%_+P-W&J\36?WTR7,(?%F:"QH_3V7K#H+UT^""R0$,UZ8'%:XO$,/__O;H9&T;DD M6QDAY91!"\M4EH1U#()S4H9B2[EVF^V&_[?
YV[94W_UFOPZ-/3T)C4S[XU!G M5XE]&@,9Q6Q"@-B2^@K"\5&PR+EG4EH'R'HER:\+W0EF2.'(H3&,5I+TI0(O MJ.,5N;1**_5_W@9K?]R/X^QX>\G_J>#G"]1J$ MJQ8'XQ4*S*-
W[;-&@U^((I,#&:@-G$NO']*VO:^\;]0#V'&6Z6Y00KY&,ZCMEYH%1$*@ M+ L%^)AVS/P*OL!DUE6I.H7T<5:77^,;ER\767U721A66=5.?W#CF:VZQ*"T#E\$93JVI'H TJ+MRY)L6
MH3C(./+;:C&>=BP]3FB!=G/=&+SH+G:>9@VNZRZV*%:6NC8.%\2'2+T*R&%C MA14\)6^I;?[-T6V9POFTF-.3D.BNWEZNP/;F^"2.YTU%OCR*\|^M;G%.*<;2
M"@%HCBY&TBQ)GYF*O"K'M=.&6L_7[\4WU7\-V\ZD$P^H<'?7;PY M"_7,8U[^^WAY]'*U6.)*GN."/K4)<2GB_TL[QLE<2EN$95:U@K75KHNWQ,)3VZ^0F8UQ7M9@[25F%DT-
1[R<&.$!\W8K<[M!V\6Z!V&_(G/Q!'HJ>/V&_IU33?E$()7UC7//J)NPGW(9U1508"5N7*CR6^V MW0%E4%$_:B;M-_&/EGL;%T>O)[.OI-FVY_L.[_V=O!$&;7MJ@6^ '?X+V-\ MVF_?
_URT\-F;Z1=C)S+=N!) *RNZJR.GN#[-3N/0=S;/&'D#)7D=4 GS%I+F MD7DTK5G* 7^ XK.G;KFU.;JA[6"'Y!2Q[$A2BSJ+:QHG?UZ<>%PZ"UE?F5H7 M_QO_-Y1134+
(4A5SHC7ET+4@[5-DU8!4X$+BTCVPZ6W_UD$=0O7,F9YETI\^ M.@MEPSJQM;N5>WIB-O+%BR2=8Y"#9=KGP%+CMZ]:VEC0TB_4^1+;X!O4X=1C MZ20J^=%=W4
$URYU7^T5A(KSZ@>7OOD>YN,93EMN=2QQ]:S_>QX)^OU;/HK3 MS_!3>'?:X6\'&D/JI5N9R9#;'4;,<]/ M.2X1T[H2H+J,+*FXE97:;"6.WKLH68"VS@OJ;EF;HQM2,&;
'+_EMDL?XJ>, MK6ZJ-P7'_3'ERG*(K3RI]"PICDB]D$YZB^0BSW'=T=E\Y&LQ3YZ>^XJ_;WJ^ M'D_C-
%_%9WB)M3AHK7;:\LF9Q]KOI7A,\|BIET*)TI1B8EJU=;T2'%AT4K55,MG#J.Z@]#&-(E2^> M$.$?FU!]*^[;[!ZOL_<.-Q9K([3>3Y;%' WC+I7J$JAJ#Q3$?M#LW>EP[!IQ M[JY .)
(I5M,Z 3A>I"TL>.E0$0G!8K&"C,HFKHJASY^]&,R0# M_4#D(1(-75V]2Q-X>DKO\>)DMD[!?E?7U<#$2&@A-'>. MU1K1Y.!:L]2%VGFK%5A5E(6ZE^;]B)Y"U)J:080R(B_H>%
<2BRM&6F$,0ZM9 M,)VS:2G?K6]>2@9B42)39P\] &E(5;$/MH/1"8DRW^R:379:D/_,[:V%"4M(+JD3_7^M>,G(DU%)X8 M6(6#SBV--
^76R4AZ4PWX4*E3W!\$M0E__(_.GWT$15@.&8>]P%EZ/9N_FJW2 MLJXF9\!& 72.2FA68W,L6X9##(*,IFH(5]$AF*MR-?R-F[-2+OC M\1M%"OD/8L-
033.A:W4RASSN$.#?)W!:;/9R(&&D+53;KKS&J-'IT\WI"PBT M&"]5,=&X1'U75T\V[XFR2,@B6G$0(21;\6W L6!<%^%:N M@7IOV;XZ[@\60]Y= G2UG8[B"Y#S59:25;TPM:$-
%ID52KN74J@[V6Z:",. M$LUI=,N$#SI1^].W(]F(%C]83)A)@?P9\Z\]8LV,HN1=C)PK303EA>F8T:7 M2VK%1$202>68%?79PE8 -V+3CQ8@[D^$/9PS7+Y45)RONJ

!G77R",5FEHIR MS(('#DYQX-2-)6X%LA%K#E9OY^#'"KN*I$<=U+&V79->-Z19!PR1S9<.['&: M1CC.BA:4;;7#7>O&KEDHZ)45*Z+.JA4QI[9I=L6Z$<=^_,!P#X+MFX87D[(.
M6_OJN+:Z(AB5F195,2_!, BA*HFN88D]E&G8 -E&%'/_.RBVC]!(=[U%T[& M6O;W;PW.:KPX:IKV76W=C4=9)"%;6V.>+6_=K3T+!B(KZ!96DZU(Y.FB#X+:
MB$;^!Z,1K:@.58M.RL)QCQ:L5M/5Q[-HRU7?ZD1Q(2)4[JG++^U?BT[\8"%C M0AGUZ]5=:Y$\RD8:JXSLC#NF=6L/:W#DZ(="\.TR4^E_([N):Z-<0_YC<8A<
M7H]QAX=7\#IZQW)N)5]30:.MG98H8;P)B#G&H=SAV>G<[KPPQJ4N%]W68)*- M/AI>I"%5GX[U2S(2$_FY+*T]<"N:XY\[[##E2YXS4I%!ZA)@B)7"A3
M1,ZUVHF]8EN>_:@"M'W+&N2^261\J?XK=7R/9I-VB75T[MJGV8X_N[D\",LEQ-8 MAR8N+HYVM/QS.FY72;2&E*&P4H$S;7EB0=;*5,Z2!\ZK]6$#0NP)XRED0E-R
MYY!2ZV6ON;P+?H2\FD/I+&@92\FVG1/RUL3:^,12*IP!5$B&RX1ZKL>-YPY8 M3R ENL]=B$)8/;@[#<.;Q6*%XX930UM;%U3RS,36PZ-VO1Z#9$) :XKN=7;4 MA6?N@;-
E(O235DK4TNE%Z9S!>5=?SHZ/9]-.(8YR+$;S(ID-5:%UU71A%9EE MH9(PTDE)GF?R(*@GD W=I\+97U##J)(W"I5' QE83KJ5&X767;%FYKUP-4(0
M7E$7:B,LQK)+T.'R@R_.WD?6^UI3=9O-_75B& M%+,\'+MNZ*UC&\627G@,; M/)2HZ<"V\(FZ#IPE?%Z\L5D(I]K#&%V1MKCER] J2PC/O"V&56-0KW"3/%!?
MQK\/S]Z%4":3V==FB=QR1>OB?2.HH;67RTR6A'9/2:W!>$)OR =DN[?<6NKC MELV0#:K# !EQ;M0]H9<272F=&SBZKEQGPPZN>N\U[K;*H NM?&"IJH
6UE_1&&3BB'(DK.65O-.8M6H?-LH 6&6Y:J"3GJJA1<;PQP M4*)L/]X_IVD\F;0;]N<;U]E8O8444ZPL-1]/<]=L!*-8<4:(:*)1Y,U:[D8S M)'>!D"/7EP21./I>#J,,68=LT4*M(>#:=)9Y,
(4!:%];X\J8J7V .Z ,6U.2 M$8-"$'T;\F?]7N*E5B_3?8SX!QY(9,!O YO(>+^S,TZ["9&<;2Y^1=O(>Z9] MB"R9H)A2@M>JA #RNNWWX2$(_=[^[#6!@W2^E.R9@JXDAVHM$&UEX)
(OBCO< M\:DUR?V(AK33D/'DEC OE5 H]YK5\:H[0]WDAOW=W:4LZD*?!&=9),VT0.T8 M<#B,RYBE3UI$\N1,*NR#RM7KC7V/(NF^=[^NF,AB]\WNZN\3[6WW@"+:RKHW
MM)/%44C)I9HRJQ ,&J@^H8$JT=H)Z.-'!T4!M28_?_F^NN<\N_]B.)H7'WG1 MS/BN=D/%D13CT-"RWM8 KBCJ!,V;*(:T&>TFZ>MK?\^9)MMM_AGGXV9&7\!H MS2Y-
NV)AM47S/-?"0N# JH\9S>F:Z1N2W Q)&^&1M[[S3-=49058E@W@I@= MPRAH(4IWQ]@@T;2&R +''YTUUNL:K=74"4Y7$0PJYYI&TGM,\6'VYH_Y",IJ M
K/:X9R<7K3ZCG.TFG>I$_ONWIN_@71_WW%@9!; 8@%P5:^?76+[?I:)]&H% M(RLA%N\2,[D@N6(-S'OND"#9RP1*5$D=4-P4V[[J9=/W_(%S_NDK3+[/V;3 MY=%B)*S..;6
7BMKJI-H%JRI+-CDG56VQDRMB';%.BQ;I ?.75=H!Q$JV0ZW M*=K_#W'^Z>MLE(IV4C8%#QQ]IP((VA;CD&[3#8YK6POQ<:C6 MFD+%5*16(C,1@FYW
25+612&ZT3$D&32]5&IMF$7KT/U0!D>U;85XL&I]J(N M87X.55OMC.>*R6K1MI2M"5D(G($)*GH?HHG4:>P[=WR&N#_'M+M+LZ^ R1_ MG\W*U_%D$J?
ES71YN;S1XO5JN9K#Y?.8W:,D.[V&*%2R_Q")XB6OQU/D[%ND MP T@[6"MQE"4YX*I4BMZD,HRGU*K&9UTYA*92)YV=3^B?97=/4^_/.6G'8-N M.--
@>3MH;.6/(IJ=5E6<#Q=Q%+AXP-GB,[6?NA_B(<5)"+EV7>D=4*QD^^YV MF,_<[*BMU\(UJ&B2:A$*;@V^L (4=>(_T9]$K@3T"'%2P9#O%V$^)A\ZUQM M[[P-
JFC&I4*C%)1B2:&18)5QMO(L(%!;>CM"'5+<9%BBW%77.V0KG$(_WX%JI;QD M5P.#L^I*D46Y (ZZBO(><(<43QD,^787:-^QE//FRZW3^V2V6,VA-?V935L4
M:%8O_GGG,,JV;R"*H.PU,*+@R5V=K;F5P$6L3%C?#J=$9+[=DT(+2SLO)5PJ MQ4Q7V?KAMN/;C_#TMM!=_4AJRRU9=6TE&>-=]:<>:M$;ZJ:J2B#H?N^R*\!IS=.[AQVL-
K9C&I0B\RTC8F%F- RS,&CHI9> M5.J;1)LA&U*DH@_.]" ?CQEAYH:[*M0V^(44?^N01N:SH2@;=KQVS4,%4R9B-HQ-+L,T#=-)8H4 MHW:._"[C-KO5SN,]7=@W!PPLG1F??
LA@0K,*X L10PB M^ ?,_[N?/J1]M0=9$TWK(SB 'R#/IGD\65]TG-4+FG[<9!Z@IN]JC^7<(>A M]NP;QM:)Q^"^BV9595H%8,BPS*#68,'XY 5UE)%X]VG$_[U6:#4^X?S9;3ZO
MSO;+HSC]#/-U(>KE[/U\/.MB)(N1,%ZVCGBH[[1N-4$K"ZW;XMK23#56$3=0 M.WN!&-).1,&5RVKI<-*A[!AVBO06E&^F9[8G?F$=A&N5]?B.BOT-7(%E':\ MLLR5PMEJN
MJ75!)HB5:3!#4N2K[HQ[2)DE)PT>2*XFQM-'R:= F:U&=%K9> MWS0$48..V3,A\8^NKHX7Q3/KE4RF9"-2I=)M=V!X"HYHKZJ-0C:T3!IW);Q MV_P*TF8XKO#7OR]G?
W_QXGTL_[DZZX3M8TS!N\BL:BE)ADO$"ADMU)0R6&V5 M>\@>VP_!D ZV>V-1OW+I2QM=P7KJ=%SJ_8%?:>T:@X%06^,Y;IL3$BJ+HC6 MKM&#,"XJOJ,BVN3U0SJC/H .(I=
(WX955R#XQ25>%^LS*)"L%5MJ(0G-HLB% M@7#.A5A!D+<\V!#:D$Z<#V@B[26AONGSQZRYR*O<];D\G8L1!!]$::53=,N\
M\%*S5*UC)F7I0TC.%>I$P2W@#:EASP%IM+>D^J82?O 2/8#6@LJ48'26B0DN M6_Y.SLPG!6CN"P 93%#Y0#KH M2@.O8'7]'7^+"R@M
PX_64=!NFIVRNI096T]QW&CE]RQ&" RB-$9XXQUY-WO M2(!OQ-"G&)Y_//$^PD%CF[+.5Y[53W!\,IO'^?=78_QD#M.\3X&SW=_5WU'C M+H,E.FN\$45?%TYVT?!BM$ Z-
':X*EB0)B_E9.R*C3D3$_Y4E>14&6)G3_U MW#CM&DG5V?QKG)?6U J0WTIW5?'AQL^;#B'MAI.65&=5N!=O87&SO M6;0EYY"S]::OY.A-\ WI1/$0E*(257]DNEVAGA$>H@?
T4PS+Q66FHT>/1=O, MN+?H87.'ZZ#WG?]>A$,Z7'R_6\73 M8PJF1E4U=>'\VY$,Z03Q(-O8UM-/]#^UP":N%92*W:)O'68HB*0:^&EO:'EFIVPCOCG;+4\,GS+4^Q?
@8KOZ5VVVC MXHRU1F<64ZLH(2)GWH-CWDC@%??I<#V)ZI ._Q6L0SID?%RW?W<1]KQ]MJT= M ;^8SUOV\SJK1WOE942]*[-H :\ :/KA>A >37_\GZ3O0[$QN&W/"7^0/7-?
M,?5NA,%)')_IV<4H-M7)M60@3<$)4+E=-"NH47FLBO-B\V$8= W8MF=X/PA[M]A%/S\Q9NYB@N+9.))9D3>AB&M2%NC58LM$[[:,#U:.'?QW.1BPY6)?)@[%D
M>U'TXNV_&B]BNVC353F".2R6HUB3R9 XE)PG7&I9N MY.7??--&DG^"4>4>YODQ#.%1U$))E9&22K6X@Q>L;7;,U%Q,#;[F2-VY=@MX M&
['G1PHA$TFJ/RJ]:;UQ,RS.CW71!'\%7V R6P<<8N+)ZJ)8R%8R76MET7-@ M"3V^ ED49:DK%V^+<2-2_4A!9TJ9'?JP:R2T#:64Q&R,KE7M5BTO.3!>N7>) M>_":NLS:AM
VXM$3C%SW*:%^[)O3GS\@IZX[)?'E;/H%YETN98&TW#W?\(X' M$243;@*3*%/PTJO:O>A1E"F6K"L347-D0=#,MTHUQ9>:M..X/JF#ZM<@[+]9
MM.O=B^5\U3:L/Z=Q79T5"OKAQ^/5\2@&Q5-"+F8IT/_V&8TCGP.3LH2D\:_@ MZ,\-[LN86W.=%1HW&J15NMV@]!95E4<]F!3/
M+)1:MV+")7ZV+.X&ZY2GG1&,7UTL5JV41$NU M[PI*.^V\@0 ,5 7TLW)D 3]AW%87G8W)1?HLO;T@#ZJS^T%430^B)+S3LX[] MG,:&NTE0K6=NP87@4?1,*X- O'5,"(Y+
('NPDKIOXRTP:%?6>YB/9V6<3[O- M782\,M0@JV36"70'"OXMAF"9B9"\-:$Z27U!?"-@0]J/]^7(_0N%0C)DR^%R M(?UW]?5XBBL4#>-NC8Y"\9 L#K*&5H5,:]P;K.I4^_OP#&F#
MIJ8(F1QZ8D8;X#6U/E*A) #5&08 M% '!R;RTR,#(T,3(S,5]D968N>&UL[+UK]7%Y1E,%]^]G(%?0/KNS_'BTW>+3_#=?W2S?XX_ M^^]^F_A%[F9GA/Q;_\]>=N=?9^./GQ;?
<=]]_^X_M/B\7YWW_XX<___S;ES";_*V;??R!4RI^N/CM[]>_ M_N76[_\I^M]FSKD?^K^]_-7Y>-LOXL>R'_[?K[_\'C_!F2?CZ7SAI_'J ?CX MM+C\AYMHU_^KO\1?G8__/N___2]=]
(M>0?_1LJ/".-$L+]] MF:?O_^U?OOMN)3D_B[-N N\A?[?^\H_W;VXC'4\7/Z3QV0_KW_G!3R:(N/^$ MQ==S^,?W_'9^00N?O9I!GDG^HLE%U"JP/G?Y=-^.!C3)P0RB\L !'*TT+Q
MBABW??KAF"_BR3(?CE95$1\^[.KXNW._+BF@&]]= 6T_0>1,S@+,*L)]=KG M;N"\ 'D38?G(\UDW/Y^-(YK:O\7N[(<>X+G(2(N&5^]U/][]V=M($0JC*?
C8EU^P6_7'UB@5,,*7Q8P3; R,A>/G73Q MVB]-BHGK+G4R\0$F_4]'RSGYZ/WYZ/<%/J=L/8@3WN"7\Q&+.3(+N&L AU^GZ$3\4Z?T D\7\XB>]/'M9[D:Q$F:%
M=7WP80(C%A3X;#01"?^0FBMB:6)$:&^S :\BC:W6U".XOIXK>KR87:QL_3;M MM2GD67=659^+KIH85YI"T-]_U\T2S- /PK_J7_&_QTDWA_2/[Q>S)5S]L)LN MD-
6O)_T#\6V$C^6+AS)A/EM$4>W+$1W\&+!RBRJRG0;;0X1,-K''], MY^<0QWD,Z56_;0P"-;KA#ARB[5U *FI\IQMSI>]*2NI:2?AHZM=",":-)_C_MR'
A);'<>:*S2M8)YXP1ST_MU[S!Q]'Z/H*MJ.U;ANSEQ,_G[_+OBR[^LU^J MX-E%AN90)L/QCZA)4#P1$X3A D-;C&9;[?$WP3QC,U]7T+<9P]EP":>-2>' M(-
K'UN]!@=MHCFOP*ZNK:R+K!G9@"[)D119&.1*E160<*>^E<&B9K)>&,JI% M;0-P+.WOL/M'5_X^(FZ@]!?S.0;"+\)\,?-Q,4IE;2IDH@2-1%+\PRHC261@
M=:0T<8R/ZRK\.H*:RMYVB-(\OCM H+?52^NH]^5R-L,%7H**2@D 88@UCA&I ME"*>Q4@HQ,@<5]'R0>':WEJ^ >3XRCY$.UL5?8AH6]AP/__T8IK*?U[_]W+\ MV4\0W/S%XJ6?
S;Z.IQ__W4^6, HZ.$5QV8E[!&D,.C&&6^*""X(;'A%E;;,^ M!-AC\>$@)=XT\=4UT,+JQ]@M$=9[B(0T;%]"XNU%$8Y:Y4SI41Y@R^%RHDX M*='%C1(2BB$J7WT/N
//*9"BFKP;./^O(,"22^[^>6B1]K9I(, $FE 3/@K M)+B(=$W:!(J+S3 HUM^#]MPG(+N#Y;O;9V+0W7^VPS._3B]_G*.[C"@N7JW M^
2S:VL?::6R\A)PS0&=H'(@$2P5Z/$R;HSFUHO:9F K%-@1&WIWR:(K.HW MCEP$@X$)6BA7_&&:$H*QF@CO;,[!&N9KW_4\":77]Q/W$F4#8_\><$7CN(#>
M07G;3>,:5Z*2>QDMH3[[$H8R8J,SA#IN(')0.1("34/*#!'A;D?;@7?PJ6MSP+Y%9H'7R M1/OL2B8!LHL;3C 2=:"5#5+5]N&V GG6*CYK$XB/N@7H5/<&-! ,(MEP1Q!FV(%-
FH)*S6HG:$MGKRL];H X2WY;S]X'NX7\8^C"KE6A7YB9=$0@N9!KX$@(%MV(H*7302>70F4M#\7V[*]FFRBA MP>W,!LZ;QXX0%4.B$K@CU&93H@Y%;-
*.1#!:6,\@RMH!W'8DCTJ(@W2UX[[N M $&W4?]L">GVFD,%OJ\7Z 151GD#) 977*A,2:#X%94Z\L 3\[RVL;@;T;FHLQ5C"'P3D;;F3$,2'DHKJLD SIP3WIM'Q[W4D
M)T.#"H)N<.C_LIM^AMFB'%*^@G"9?:2ML<$83[@.&%5%Y&-I54!2< 9C94D5 MJ[U5;$=R,NJO(.@&=P-;MBFEM'4!!'&< P;4,6)\Q#P1GF5+K944:K_Y)^P6 M"'C@!B?^-
^S0QHEF5"9S935QEI?C,":(%7TU@W,J4HM&!_E%*&. M\%L4>UTW3QO N/5648,;E"XY9U%8XG1,)%(E@_$4D7&D:PF9N(IFDK#(Q?!*2M"[7OC>T&=*$OJ*J-%(E&Y)]L0Q>9E
MF4064V^(H@RW4(?A3L@2O_7*26N5S9&VN(?]^H<*N$%$\;(].QLOSOKRIFG"G:U8 M+)C& DU&FICCD21'2WT30_MD@B \!"H@,96J5QC> >=$N5!+ 0U"CSM6#(%E
M[XPCUM)R"N8Y"39JP@7@CL8ABUB[^/ IW6D?A1F5Q-\@>>FWV3HNZB&NBB%= M]!:7&HE7 0.BP!-^)0/),D:T;-(K43ONV +C,=(;ZFCI=GG102)N49:,EJJ; M;N+)-
GKA%!%W)S2X*"DBA+))D]'Z@@!N< M"+R'!L(T%"4Y0&RL65TRZ-2+,4ABI9O>IX/X@G&CVT5%2#_/C;4AC1 M!"ZXA#&O\$"D#XB(,T&R3BFR$%CPM;.H;Z,X478<*.
['R*X?"07..2])%.4B M-GO<%W7IN*)!>T=98O+86?4GRHZJJMC"E8-#T>O1\6]^]F[6EQFDWHWZ#6:_M?_(SC*%PU@P@K-2=+@ 8)N$.%N M'+/M-%I&Q
BE2)1KEXFD&@@:L4!\3C;X3*6/M5.K!\!Z]J2H+?HFV;67$&_9 MKBBH- MJS&'9]NSG\@0EKW4V%449^592VL_4G9"M%\/15B"*B*H[9V CG^J*W#=71; MX94$?
#3MHR/D9"B^4=212(XOB9?HRC I;0A9E-2=YZ?U.R9M'4GI^\BUHK+1 M>1K]O@SS.!N?%S'^BEC0^2ES2 O&Y?EY-UO\VKO0(T#[I;U"8!04^L:V%(F6 M1 [F>1"<4F_C/<[@'H\
[7B1043%=6ZDVF,*R";-DZHYQXYOTD[+7^*BTP&1, M1-$R5#PZ3<+A$:T]3W3I"U+-RB:XM4;Z<4G%J M2UVX(0%DBL8IQ<.@3MO/>%SR0T.XPP5:\06^>ZSK$%#?
TKCDO90T:'#N0R1\ MM'')+'O%O1%$"L0EDPW$,R4)9TD+9CP&,%5FHC_Q<N&#C_A MVDO)7T8<+MXFU7 %5&DGO^GV_MY-$KJJB<>L#9&L MS
B(*I3QXH($QI/TF49%:Q\$[$9S?.U74-=6 APLZP8L^'G6S><8_N3Q8B1- M]AJ70X*7N$EZ*XGGUA!M>4X9,K>V=LRW\?AG_Y8_5)0-8OG+UBWKZ7X;7>R5 M"HQE6LJR')$6/#(--
QHC))EY6^K-T;9!>;9:[R.F!LDBOX.DTGQ,*;I5S_[M)VQ '"5N@T)7F&1?CB&$XL3EF$B23C+F2YUN[?E:N]$\>P94$G234L@YX >6 M*="O<">;=/WXMS6XW[N\^-
//X'(\T(OXW\OQ#-*;*1HPW)KF9<<:<15*,21\$1EF0$"=RKZJ5Q]T!Z]JRI*?(&2:D_+N>X MS,+.LS">]A=>/7/GO93774>:5MJ'WA M-!S=L^=)(T4T:-_T87.:W9NS%3&_.1G'TOC,:-
I"$X0+?OIY3*1()@F M0E$/40MC:>W=Z6Y$SYX:%07>8N+L\R^)&9L-"Y.$!8E@V(&\X6?)G_6X<__MI]_.1A"<]\8 L:Y,UP/,HD*='2>Q2QK5S[N!',JO*@K]0:'G5=[UL65
MVWBZ1)#K3:V;SG^$W,W6-4 ?_!>8O_Z"\L#GH_\[^]H;S=*\N%S6=?UYSILU M\4< @:/S:TC469:";TK0 <*=4'#TBU&*,=7V+QHNY]GO3D]%U2U:@EQB7K]6 M/V(\7ZX2T-
:!J6:&)UL(IEWB$M:DGS43&@(6=>^E=D!Y43HF[L+R[%5>1]YJCBYP2JF4BD@:) MT$MF@.'XCGXUCNEL:3)?[KD1)*:L9]:6&#NU^6CEB.*Z2:VIB=
M4;CFXS"NRGJ.S\ZV=!K&W>-3H4%@/Z3/)UKX<9?PYZ7[!KR"U7\O14NCR1QR M*9QB?4E.("$EA:Z<-0QYF&+U#B>'HW[V!O7(BMM"O8/O)^]:PD\84HX_3E<#
M%>/7#S,_G2/F505?_]VJ@N]%^J_EO!^%$>4E>C?<11)DZ;+KM+$^_8D?:)$V,)Y>^0^>W[^Z:=)]V?5SGJ7G]FXE]YV[.VZ MYQE(@:5,">1RP\RY(BX*311S+FE/!?Y1.TN]=?
<\:H1*:(^)#&"1K@[I*A00 MC*R5$MIX] M:K>FQN^?MH\][NN?M(\:GT#UO>T%R2(Q:] P)&)DQ#," (-B2 M9.FT#NBX"245 :Q$"XX:'01G*3TOM>S=?J*_U?03;X!#E%83%FRD&
M^,NRUGZ-*BH:?13$&2:)I$:1TNT'HW!4558V&ZA]SG<;Q3,V[)5$V^" XSJB MM_X,UB0<@FL?X_Y@U5]A.JZ=KZ6S.REPH,";O_T;^+ATS">,0I.P)0\2H858
MVKXS+S!R#H;>3#M^9D388?F/S8-]Y-RF]4XW^8QQ\\L9I/'B)Q_+J+&OZS9O M+#K@&3"^L=D1J;@ACFD@'IQVT7IG:>TSSSL!'?] J8[>;C?5J23T!NUSWL*B MG)#\-
NL^CQ.D'[_^,2_UN)=5-2_B8OQY-8WNV)\DD<1AYR=-!8,6VHM%F#)75QEP-1+I:>D0@K>&F)X,"I
M$\Q353L9[)%305MK[,Y4T7W$W6!CN;HMGG_HWD/LIFCDX!K$#]V^T@F!2JVL M)JQ4[LK2#<#:A-_*%*UU.CA=?]Y]_76>F0<59JB%8O@6+:]4MPR(O)R_BVE :)9B#B(8RE'TY
M4$UP.W8D\:B$]$&$ZJ'C77C^8E,]=57LUU::/OR,TGPW_:5DK?[:I7$>QY7% M-(8J+F,DVI:U6NBGF$J2O,O4@Z+,WNC1MK6+QHZ/_X8)44OH#;JT%5A%$.^F
MZ'*==ZN>8.]RWQ!JSD;C.1\I)4.7@WF2CBNH#J9]8#[Z* M[F^FGV$MN!&C5&4*"(718C9+IT*F#0$G,\M,L92J]Q/=!N0O^E104(-N*1UPN=<0K5:ITA"
<^R]*%GUJJP8#FM:FS&\U?_*FEJIJM MYS:I/2^H '&]_E(6OQS//Q7AO4J"\(;H,B90:N>S MJ1W&WPOJ+TY55ERC[D_7Z@X >'SNM5+UO8RJI:8&-W);9%(07KUM?6 Z M"MZ6U.]
$E,H#Q$RL0D8*?&#A62\-K6[G U#]@VQZ&#%M.GF>0/E;S/ = M',9?]#1=,W^-VBG# 2,,PF)$U"@-W+^1]#*$J+D)D.#1IT/0/H-T:NZXAK<
MR^UX*4J/T+ZYQV(%$T'_,O:AY)RBFX#.Q4B(Q,&B;)2+Z# &GXG7:'2S]#E9 M&F+DM5L-/Q3K-T2Y!LIK<'&W>S__S7_M2VAD%"(4JQMU:5O(1"IWC(8(QQQ&
M(T8Z7_M<]%Y0WQ"-#E%'@VE*6P'.EK!)ZQ'3%BAD05+(R&E7;A"I!A)B-EH: M9Z#ZL*XAN+XMUARBE ;7>;"V;G@2_H(G8D_.+K;Q./P>,TO<:?]L-71U1: MY+AGA/J$IEI'M-
*)6*S#E9DG[*OG>$]'-V3L4[5='TS=;*-HHY!J8MQF[#] MV%FD=C&Q=^3*)#T?).&I1 =,"^)<+L<0CAI*@>KVI+H#W[='JUK*JG@N7I)%
M^QE%4S_YXVK|||9@Z+Y(9NU5CO\'D:8LA/5>D"@]BD3)3*QDD5 +S)G(0F)# MQM_M]]23)4MC!33PD"YH_5,WZT>"0^I[<6ZF8PF+)GQZC?N\L8Y0
M2JT,*8>8:R<]W8_J9"G42#$-3J:'"V3$4HK9.$H8]QA>,B6)TR80K@)C2@7. M;8/>! /1G3R5&BFJP>'U#J27-9Y;!(,TSREG#"Z50Q_.ECO!4K G51)4FYP2
MK]U#9W^4IQJOU5),@]R 3:/Y^Z*+_WQWWG>4?OT%9G&,Z$<4T(FAH(@H!Q0R M>N0Z%>C],] 1HD[4U;X$N1?4D[%%U31[N["MHEI:!&4W 9:P<3Y*.GO(%D/% M+'&OQ8
1W;0LB'3)Y^!^?OQW6"Q6/:#?Y?>XH\[&L6^)CM!+)WKTTQ@88%82RFT@4J+UM4Y+ MPKQPQK!R12P&Q%@'PCA9XAQ;12VBL$T/?SY?HGS@77[9G9UUTQ[E2(>4$E5H
M$'GQ]2V-)*082K9FD%$+X4+M01;W@CI91K512X,0[#VU_9M=F$Y>99444*#8&J3O2\[#/9FBU*J MV9>P<%R/$[A*S\L!9=\51QJ'3E9B6N*7JGI+R3O@G#Q%:JFB0=K/;Y?
<[7NQ MKJU2DNL$)"$8<[Y^P85[?KL MD]5S%6$V2+S9M$Z;F]GO$)5X$D#23X:63(/%1PIU6H+NI,G M3R-%M2AX?YTSQ,6[_/H+[IW3C_#>+^#=M*
O_U_R>3[[27D1KLYV^G2,;;K^ M@XW?'$5(,@3/B3#&$QF-QCW71>(XFDOI)/Y9NVJFP3*>_<728ZNVP6'>0>"W M3XC&[R?+XX_ M84(T.),\[FHOMT+&;0K6*9)]R5Q0PA
'R9!HA*(\:8IO_K-^#4XFE^ 9$*3! M:>QA6UI(5#@6@&A;9F.A)X_@M2^5.BDXHZU@M<_SGYE?\AQ85?-%V(L2#?(D M#@/O0M BNM+^.@@,7'@J8Q\9 XB;E.OJO&
M%*/LL@\2C8JU/N'*A21>68'?,J&S,#KHVNR94$7*;8NG5V(!R?3Q. MI?$(\Y&6S%Z2F2D=+"TE07-#*(_2H?6$+&H7N=Y&\>P5?J!@&URW] 4B2,," M9V1B=@*]! (@(^[=,A&;D(!
<,@]&&D53_5Y45\|_?4^4)@-;D+693U]IZHT M7BP1UYN5?4D_+A=ON\5_P@JG]"8ZGM"X. =$9BB-&4JS]6B9,LSP^AVHAV)[M]H1HHH3=%R7_^L,-0>$J_MG_1?
_S(HCWD+\K__WC_9M+H?WYYY]_.Y]U\W/< MB]#_^!O:J!|ZH;WLIO-N,DZ^ST]<2Z;+?19CR6Z$V;QX,(NOUZ'-QV?GD_LN MW(=_]@]7*[B^LO4#KA&@]EK@RP)5!^G[
|=OW>851DP@36D_D%UIS930\%M3 M\CW1ZJ1G'P6+&+3_S0)YD92ZWS*1-N3"[W?18C*1H(M5D)EIV, MH;:76"/0 MM:43))Q30+"X#D,N!\P-X\P!%[^+,P0)O<"!S]-ZCOH0
M4"-4AE].%K6O.[W,!_!P<.5]S-^\MJ4C\:)1Q$R8)2A ;N2[]R M03R50"*7^!;[>%18??238<(^PFYQ2GM5J_!K[X>/F% T,LY(](J5 M?@..!%7:#RB7A??.,%&
[%^TM$,UC@VB"]]K,I!N;S-2JM.,N:)<(KZ#@R]_VN9!UZF4E,K#.Y93!&7J2!49Q>HD=&D02/)\($;9@&_NS() M0[$\X^.")N*NN#\,P;=^-88@W.?XX$!B/,890AMM[D&5 U11T:_<
VF@D5*- M'@^^-V6,L*+$T10(B!1DXI"#.H85>813AJ?"E7TT<&2.7(W@6^^)T@D(Z$H0 MS@%%P6(@'HTN,CITS[F!ZWC.22N][K,;':*4!F<9MS,Q^^#J
MVJ7A^VXR^:F;_>EG:62=M,(A2(RN%/I5GI'2N(48,(R!ESK*]N,H[H3X).[5 M#[DO:ZF2!@S:.)[K[YOG[Y:+^<)/2SKO*-*@2YLQ(B3^@4Z=(T%82EC =PND
M""!K'X;=A>9(C)12JJU(0>#_H:95UVG#4H2=RR@+X;9AO_G M63>?CPRGU'!6"LU87RBA2[\R2DRRELI(F;"U8ZT' ?TFR5=1=PTJG.Y\8RX&
M&:YZ_J[;9*UZ_WJA10A2E7F8%.-6DT@ QT@,0@4/(EIU),K=!_6;)%U5_36H MK=K14=IF[W.)-&(NTY]D+F5 %*VO$T:!TRGSVJ[]4VGI?4S25)!^@R*L'LE[M.%_S= N?
1Y$'83+NR4QC8%K&.A,+F1-A/=?,,0_5NU_>C^JTN5)9*Q5KO/K[M_LM3\D7G+W._SOTXC:=QE?L%ZS$&79YV"_@$Z2.,E)%*,XW[+?X/!8*;KF<* M_3V3)'7X%L#-
|MWMZ14/>OH\N5(VJC9'V\@Y 7,SL937_ZFRZ&;IAZUGR:4 MU"NPZ3XHWS2UJNJI9L^\@?C/ MM_6AS8YQDS@GRG*!F-&L!J\M4=$D"LX8:E0=;FU[_#?-IX/UL85#!Q^+7^$N
M8R^W9SOWVW(HFW5)?X/IO"\GW@,*;SY>P.\P^SR.L-K"WT/L/JZ4NNJX0;US MBF9+"_Q_*XTW5^Z M^6J*[P?_962L=DPQ1C(R#R,,R\JD*?P6T3MGDHUF4/K:'D9I"*
[3Y$HSS6RA M3XWQE%>H1IE9KB.C1 B/N[.1GMC %&[6,3.:(Z*JO7E= W#:A'BXK+=HOL[) M]?64!6FY$:7$PPCC2E-LM&512Y(Y4!&33=[5KZ^_.U&D9N)#9DPJ6^)DW)$Q
M6"Z5:Q8CYAR-=#(E1WWMQD0#$Q\J)X-Q" :];$T$+]V@@D&Z*J<(A"AUEME! MKFWN[T\&:]!6YF+H4(*PZ,=477]?AG:0N?TQU9K%W(.P4E^8?K;.=+Z8+:\G
M1VIGR\SL0'0JEQ1" /$A\%*Y*?$-C]'JVDF!.Z <2O?K'[NJ8\%]TFKJT-7B M(A-I,Q";LB%*:* @8LB^]A7:%AC'ZA530\@1G'.H/,-A292'&<#2",A*;K66<&Z.J]V/=AN.QBKX.UFU76<8-
&0H"4[I#7,L#NPCY0:ZOV[L5GUO5(I! Z!W#Y+(;"P)$AB&5T$Z MR[WSLG9+@-LH3L7X'RC?!NGMUQ&]]6<73!R"JY'QWX7I<SRFQA.Q?P?)-L&Y2N; M>-
;L&X*HD=F_C>9Q#/YA6KI#Y0>(N/&+OD;&1%1964UH?XGB0R:644VDXHA9 M.9:K=YP_EM+O,>ZM=;Z/9)MOZN\AP5E?W+^Z:>\7K*P"EH4G6N(V)JT5I;$Z
M$$B&@W/6*%V[1NU^5*=B^"O+OT$5VMT(+Z+3 1B/$A-LQ_<4XH/#=;L7=0Y0 MS-'-S!JK#UY(82TQ$4KV8^\TZS)<(:!%]!YT]1Z3CT>>O6**Q^'./OIH=-SX MX>(@#+XL?
L2__.>(*Y5PT;A@;TN'5):)+Q/LC 033-+1R]HWKUN!'#^1HL7] MU.$RWMF&I?9M].^KFRP_33]#]W'FSS^-HY^\F>9N=M8G"S[@:OK^SZQS3[TG
M]DJ7UN_A,TR7T!=1O<:/G$W]Y.5RONC.8#9_,4U%^;^,/T-Z,9_#8G[%J& - M:/1'23 >&06<$Q^S0,OB&?JJ3D&L?:+_4*P'Y^C$3Y"6$WB7]T2P.[-

```
H9X+="9YPY\%"DDJ%YD>A#B8UVF'X5[MRK!CJ?,Q[Z8+PW:+IMU M;1J558R*K@'&J)PPFM=Y6"'R3")$IEERF@Y+D;^G/=Y. (_6A_6(!.AJ*Z)R
M3\7UGK,)Z>*8:0"HBOU9=P(Y?DO62HKJ6DGY:!0H94$42I)M*/<3$BAQQB42 MD?C)@M;6#PJUGI;J[VBP>DS-[R/<%OWI5L#>PWDW6Z ;^FH\+SO2<@97'KY( MSD=
3(Y9#.T@6.*D!4*=YB8GS7+UU*T!L(X?4SV.FU)904<+P7[NNO3G>#+! M..9-B68^EL3;C0WT(=G!]W]FG1!L3^R50K"+IUX1Q[F8.<^)*.8]D>A9$)><
M(T'3QT2O_262OM1:1"%[.#30S: )YZ.?8:&\5H[)Z M-[OM4(X5YARFW]WQR\/E^MB!R579R7K#_7$Y1^',YVNKMYJ9QIQ" ^ =B;F, MO:)H0UTTF>@$PF4)&GS]OH=W 'K\@.4
C>\:.'FPY-LY)Q>7GP/ -+HVN@;D MD0=,'JZH[1[& 5)NKGKP*><0,-9. 1V<*EP)$ M,I>)S5P1,$&B7#UST(IE-?"?"OV.KLN=11*USTG>=M/HYY^V][1Y\$G)D$^M M*E)I\2
MJ9(D:)P2R8)*XRUELOJ4EL-1U]MJ[\4RWP5F%7=*;B@';TC(3F\Q__T.BH#+C9HOFAFFC@'EY@N3CP&("FT;'2=22/T\^WTO(] 6^GWLF$*YR[(G *A'B%(KX%X%35BB]8GGRVC
MM<=F7 /PEZ5_F"Y:3$Y\L""NEC%--]R:(6MJ=='<8#V/N.<\C"8WSS">BHY; M7%4T69O@05"C26(>2A9(&8OET%@+I:RE-$16.\AY/KP=LH4^8=KNH=J*="W] MUF_,_/L#E;%
L?9'_K_V=T*CJ$WRC"$FBY*25.(&PZDG)D;P#@3"NU%NN;61 M_?U/>H19]X^NS:Z9*AK"J9)O4OC+8 >4;IE!-)34S,O/"["7JY,S/_@F+36X[XSF35A!O. 8VK)1, M<*.
(X"\VW'C'5TU*!?S2:>BR.M 8@:17^WT3QR MKO%AZNJ:R+I!%+8%&64L.FH94:RDL)4Q>\$E1J@RV@:E X?:-0?'TO[0M./6
MRM]'Q)5K7=\7F[>^#4N&6Z%)9MR5$9V)!!HYB1CWV<139,/ZE=U3VWKYP&]S M'WBXS&\K_L$SEBY!K/V6(3 J5K9O//KXM>P/%/Y-]1T@N19O\!J.3($&;TOY
MJPX8KP#"T2(0;13G+CE/AU5)/K8"[ZA(KZN_?036HF4H1A7CZ<=57S+!$N.> M$>=U7#?(Y$P1R"SI('5I?UQYG]UX_+=IC0_5PVU*'#S]; WEH@_A #"MN@=O M
GFDQL$/51"LRSSRHMY@L>)Q\H_?TQ:-"U8 MW#6,^MH5S8MIVG)I,W\1%^//X\77&W5**E$5J-,8:&.,+3WM[8,EQG 5H^39 MVG:- NNOYQMF_2.3HZFA?UOF:Y@IN<1MTB?
[%?+Y<]:F>_X&8;\",5L8LM">T;YAP]516,=6PW(/^VE]Z7IGF?_>3Y4I( M5XAOO@<&?'(YH$1*K7&(DGCN(M&!1\&3I";<,'1;+ZGW?_(WPY\C*&;GC6/C MZ=D/+OO>_CE-
YFU;S>^3(JW3B"D6[I><,C<93AMQ!$1)XPX(,Z%>]A MM(\X0)NY%#A03324,?&2)Q(XXQC@.(U[JM?)M)V,]R0&:.^CXR$#M/>1ZE.I M6]XZ)E8"VD@0E&B?
H!S\"V*-1L%8):QW03E3NQ?D4Q^@O9=NAPS0WD?&C8:8 M;)GF.P35MSI >R^-#1N>_!!Q'X\,UA5T$(EQPA&TD8)X"(X$X5QTS&E0M?L1 M/?4!V@TXL(^4FT_ZA?I
Y7HH"8,I'4Y]F&1!(K;9&8N>INLA>HM$)_V .U# MC/^!\FUP;K%SCN\07-_J .V]=#9T' &HV0:RMP1Q)>< M)0P8_M=GE< ^:R+L/T"
["0_VD7.+B_*;HV2!,L&Y,"2$TJ%3646\YD!TSDEG MSX65M?W_ISQ ^Q#S?Y!L&U0Q;YGT.P31MS9 >R\MW3],^2$B;ORB7W1;R-HX MB:9' (_H?2IT/(%:8A&R-5:RS&J?!#W5
=J5=;Z/9)MOZEL'M0KO9,:MA] R MI5,JB<%,B)%P!2GZK,'GMG[^4Q^@7<_O/UC^#0J2!LW:'8+QKP':!^KV(4.0 M'Z*8HYN9"_\VJ:@-TX3J0$M7YE2Z,E,BO
5M5!*I\67*\QJ@W9P[^^BC10W< MU>W>JXO;O8ULNV0,BUR0+ -NPU9(XA/&6E8A6).SBC16)LN=@)[.0.U#[JOJ MR7QGAF/UP=KK9(TW;RZOVOTT_7]+/QGGKR6K.
<9N.5W,A_[>@V^Z&P&I-,+[ M"%(Z\*Z]U 1=94ML>^C5I,$KMJL H=_;M MN;)9J=9.'T_E?O][A9-)]V=)JYROMF>]'V.S4\3[\3W6N6)]
M_>Y%H0.4\UA$HIXYY[(NJ9D8_1@:$6:DI"\CSEJ#,;4K4AZ/0/>>43X-_NRC MDP:\^;7[W.^*;Z9WHWW?328_=;.2[XMF.;'$;"(*2DMB(2RQ$8-HK[WC*6)H M;6KO: ^
>;S@\GB.U;&T=KQ ='EVYF=?N_S[^.-TG,?13Q=KH>'O_=9-\/=A M?N=?OH*%'T\>%'S6>WBE@+.1- X,,DN*_AK:N[NA7;&;HG_F9:)([%C&D4I/ M7+G;CY;SI"/X&/(]ZGG
8P^I#MDH][OK6>MAS09?'>4L\67RG/2R5$IY79+5 M# V"">/#D.7M\ (\=*;:ER,U.^,U4 MU+#;7@>J5-].S5VC71P+'XX+E2*4B$BX4O? M6$]L]ISXF#Q%U,94;T1P/%[:N)-
J98O[=R#SXY0EPU$:H"J^,24N<,@ M'TN7^TBLP09\??*(2UFPF!4!Y\KDD8#FGWM)T!!Y*924GM?N/_RH,ZZ.Z[@_M6-0-DK^;-/P?LJ;_1ECM-
<)J+YH<8Q;00W3ZBVLJOT^K^7X\77EQW*$3_,;T1;TI5" M88Y;E *,MF@L@Y.H(RYZ;WV2PE$]P%O:^8 GV)2GN>ZZVH)OT,;QVF3L1(.7 M)>76%F]">A5)4-
82Y[Q*V5G(JG;IQ>;S3]KE>K"@&]18W"#U$#2-?*6GX.4\ M7#-W#X=_B%@;N"@E8[W MD6;EO?S--"U7![ %$PJ=74P^-$['G!".+!WQE>7$)N=("WVRCM74K
MW_7YQ]_)#Y%Y5UE@#;;@+?7\Z$ZPD #W&*99J=)$1)Q;(L$%:A+G*=2^=GC\ M7B='W8X/%/IM&CQX*L^]?1B&X/I6&Z#LI;.AC2\>(O!C-D!A645G7"#0%P!K M_
,9ST@R#JSW(M/J';">>@.4)CS81\Z5-_>WW0+F:0E%$1>[5#99BA")3R(B MFM(2@#M)D@C:"\YH9'+ MG[(DQ^[E/"A$N^JB:O%>(2'M@1>G11<26?^;O$) M9A\^^>F[53??
G_$C%O,WZ]K944Z4*LXBB5#X3IG&=7K1]^NQ3&<%JG85\['6 M=CQB'BN![TFSXRF]!6^[]8)N+WBYF"_\-*%.WBY7P_ARYHXJ5$36:#0R%(<0 M&(9SS&CNK-
#52[./L:Z_V'\T5E3>O#]T"S^9EQ5\ZB;X<3-8+&?3\_Z-S%TI M+B@R[?*OO_\Q'X'#78K+2'"S@U);@)Y+L XY9X%EGBSC0P[>]WGFZ3&KJ=0K
MYR#UU)Z_F<^7)8C]X[R;KN>8O2Y8K&Z(0!,X 7PYYVFHQH(.D&Z0^#YH)=3J+I[>"\Y_KFWY?98.@$_R==,5OH;*BWCLBP)0V5TD3[U+H M\S1 9X"LV
!_;/<3#O$I;WWJZH*$"Y */5VB[2KFI\1+J4F.D8+ [TT>4FJY M_=./451921^;3F$%43V92LEK>6Y)*Z>]902HEAC2X&[O([4D!>8PI,&=7]7. M&'STA.D:RKPS-7H?H3Z7U-(A:_HK-
7JOU.B]:'*,'-.'Z/BY\%>!#88KA?Z: M*VU?@!$/^+)[8ZP)Z-M14_OZ\_GP=J_4Z"='VWU46[V*[-8 Z@6*M1]=O;Y2 M!!ZEHCH1(06&.#PI$ACS)#'T/C3+.@@QP)VZ_TDGDBR]ES:
[9JIHD35]-0]Z M=K/7[D:Q \HW3*&:2FIF9.:%V4O4 MR5D_P'>3VTX!E=F4/F;E/)IC>..I2(3AET;DD*T;TO]GR+.^898T44?EJZ+U
M<.HDJO7!J+1";@B(@F*KXTPQ''56X7&X>-.$'T^G3^:N8J]F M8C%;%0!]*I63)5)(7"%G@C!C,A=>2P:UW_,GW=7Q$7AS4*O'??1WK%9^0S#]
MU>KQX6HB5*]!FN2R5"R5;#I1FJUI!)D52;2O8H%0J#, M.I6(XAKW\.3+6R =DIJ8DJ;1#J6H6<<',"N*TD<3+S+6T@9G<])7=$^]C'0@FW@ MZE]'=)$L-
P!3HY.!;7@>Z63@:%KM&JGD6'1Q45()7)+@=2SV7Q*G9"0B,FJ" MMU3YVD?JQZ/)?0<%3XHE^VBBW;G!AI/P,WK'\U$I/&!.Z %[4&(WFA-
E127Q'\]07*!S)KHYB"NE/W>Q5MPR+O)S<1CQB MS">7."-9E]FGE&5BC?"EMBDS*X7QM';UPS!DITJ:^FHD!1X&]%;6%P26[!D M@Z)$NU*:S:DCWEA)A$]".\HUA]HM?^_"W+
M&:3QXA>T?C ?E1XXI>B=)(5+ESYSXC@'HKPT%#P@YMK^ZIV 3I0@]91PM*8$ M"/D<9HNO?MIWGCLOQX+30ZXD[OG
.M<1^Z"N=!5Q\I<[7KL^]'5>_Z8>>S5@>./O(0M=*E*4@9V5ZJ M*(
[8A05//IH0%T4B4%MH'"S+G(0UQ=WS\XY_HUU1C5U>DSEW/NCXPSFKJ.%NM1X@PZ,IV%.?,\|4@^YR$55"IH!J(T)3 M&X%[%?F08L3;IE6]46S+BWCXEW.,$,G;'Z9JU5&
MD\I(4A0E15#DBJY*JN@:R;%%G?NN+>C'KU>W M.LZ;*(1:':M*C&@Q&L(@-VIN##?>"EM]H-#]L$YR^VZEE@:GF;M7OW').P!B MJ[EC]\-[I&%DM54[E#H'ZJ7!K(!1M(B?
298'N5\Z$ M@1(0UT3R#5R84B._1+_MM<@8*=+DWKZ:.#(7D9Z\!DFW2:;OCJ\"P,4='BFK/#Y>HRE2M0#Q:<9'+(2-ZG#SK^PD_=>-WQNZM7_=H#3_)@ MZ^$BK6C@+T% ?
M!LGHA>3$\&"CMUSY8?FUCZW '0= ]?6WC\ JZ^U7E-39\FP-1">OH(SU5;J, M>@=+B:72$\V]-D;$'-R@M/E[-'?MHU=#9A7/6WH@JXEJ%QTA(K,0 M0R2X+%^B?
4J<89(D0U7F2?' !DVFO4]YFP]]ALI[L,R.>>3^QQSR,,3N\JL8" MZYDT6A,F1>D($W'U&0QR622NJ$L&&J05WX'HV^'(_@IX'&/R"N9Q-N[;"+W+ M'V!V]KJDX\[+$>#KZ?
(,9GUKVY'D%E=@)+%H')'G% C:00SRF7*6^2BCJMT, MH!KX;X=T3=7:HN JQN79%7T^@U] TO5AU#^I_OG/=(\^X MS<8&DE0YH>88^UIO-=%44&M#CL[6OC&HA?
WDV/DH2FUPRKP3V%M8C%1FN,5; M2WPPKKPXJARVT.)P&DZE">CE'\L>(IZ3(U$UX33KY>P M^J/P'09+H_L?RD$KC0)Y*?3(T.(;H;S-%'\*4 M G(#8W]Q/G\S15]LI&DP&
<&PCGC982#(<%GA\&BM3Y[H,ZK 838_823TGLE M0=Y6KZE=.+&Z$(?T^S+\%\3%AV[3H1DY1F7F%HA0"JV6#)PX0P5)">6A('(M MS0"M[_W@DR)#6['?YH@].+7)GX\7?
E(:G=[,JMF$R486?1>C&24\9TDPPJ*D MC"TB@#N:SP>>\/Z.(2I>" M=].5'>RLMD@V"KABXX4E#GQ">#X0RQQ&1<%&W#6SC3?'HA[,C[L1G1P_M*BI@"S]8F]X1?:
[6_.&M(J[_^SJ=(>[ 5*D1Q"^ 2H'^.1NGH% M5,8 04:-[[(QI:"/)>7 +\9G&()ME"VA MM0Q!)2 1'/I'+DGB2]JO24&BB6.9RMK'7$-P/58J7C4.W/17:^NB10W'3HP; M&:=#,#8J+!V"
[W$J2^MK=S!]#E3-8]$(@@].:$ERHOA" 1_;12.66%[VY_;5+_7#5C;E'%KUX1;,B6I6^'H(!"2%X M$A7S.06TN6S(L?N.CS]^*%-?#UU=(5;.6;S*G!4F@,']DQA9$B>#*!WXDB69
MA:0CQ=B*U4@V??1,_MKNP\.E6#&IXV8ZYA 8IY>\OY?P=R1_/T1R#9/WJ>56 MH#DAE.:2)&0X[BG2$FH8HR'3((<-57ML!0Y*WJ^AOWT$UC1Y/P01E.5E2A_E
M&..*A&%NQEB7*<4?[#R'BRS!C'-:E]_=]ZG5TX_]AM\_\?;;O&? ML'C9G:$QBI!*0N:[_+*;+F8^+MA(""8E+T,[75)$JDB)#>C1@8L2K#:95V_@
M]4"HQ_>&VQ_EM=57@ZS_;;"O0QP9J@VG&<5@>2ZS8!VZ\TX088%RXP5GLG:S MW_M1G3YY#M#"DYC"GWY2@(ZL3Z5[!Y!L<+^3(7-BL_'$Q> "QI69N=K7 MAO=
.GV&/%3^%0.UU3' =O*.I_VAP+M>"J.DO!4BE&MOUG3--[Z#/W M5UOAV(?Q9+SX^FH)'[K-0Z,1U9IS"Y)$7AH_.,IP'8D3=+-H#)H*GXG0YLA:J=R
Y=:YXIOICN6,T&D*T;/2>%FCV8M!$%N&;43IP0LK&3-\D%49 M^L33X4@C*5?.G1^$\I+&HZQL]-GU@YMH.Q>-\9 %RFE(EO1^3_W& M./$P:5?.E"])5.^FM_".+"\S2;,@NK2FE-
&@V4H^$&-5SK0((0PAP(Z//QU- MUY!?Q>SX@;EQT5'C>$PD>(]!D Z,!*61<"'0E$/@T==.'7EJR8DM@XR*TM^9 M%5\
[,?'GKDM_CB<3/TTW.DX>D*TXX$/KI##NB[Y27N/%8Z]H(ZD%'X0@P?1G MIE&B;GDDG#FO0M"*5Q]$>0M$O?%5/Q5]X$;U&6Z)=74S&IE4G'%\+;($]&ZM M+X6
';V<9B(%C)JK#VD=CNY8F8V'L6#WQ*JJTG\JJ8UW+.K'K[_Z_^IF+R=^ M/E\W9IX_<C'.Z'VR@3?*HLVT==E5-%7G;3>3<9I]6907$E5@DP
MT8;,01#.2V]ODS+QV5MB6<98@@:7P%5(.]C^]!/=YBJ)NW*RWFU$:U(.P50Q M^F-%.* MP9&H<\8X,E"?:B<@W0GH1/>!^LIHT/=LC65-VR%@&H4OUX \3G!245$W*7"P
ME%L8B6N@0*,13"803T4YE8YEG$>0Q)8I+S%8*EGMIHI'4/D]@<*Q-+Z/<%OD M]J\F(JLD&,5%&$W5JFM6T$D2*K0)
('&G$H.ZNC[U>ILCN/^PM]1OO$0R34LO^%.ESD]GICHU6H M=]-)C]ULS_]+(U\=BX'P0C-N#:9)"7!H\EG"#/:G# : MJ%W'O
7&\2^^Z]Y6'2K9!JGX%Y!&0NCL:$AE*")Z!CY&XB*'TD!,"*6,-JYV MGY6+9S^>6A^LB!V*W4N*#5_=%_&_E^,9I%?+,NSL-YB-NS2*3J<0'!"MO2&2 MHV?@F8F$ED-
A+7)VIGJ3K3OPG([6#Y9V@\[T%]A^6\[B)S^'JUK\%^F_EO-% M'Q*,.%"OA:7$24=79SK69$N4=3)'P95O]M+?">QTN%%/_@U.2BY XH)A_''Z M62$ 3%S+EA%F7N3*6TZ ;,>5^
M=*=#E\J::- \_G*K@S),64J-MJT4FNN0<=-CZ*J*;*E-QMM8.]_DNL-PQ*2^ MHR3Y/5K2WS&3 .\XO[CRL;DQ7$FNB7-
ER#LK4UV"HC>G@#=.#,\9\6(%F4>G$;8WAI%N%=>:4HS^-H![9.@6<7LP6.R M;!]U-6#7Y4".#Q_3;M)]_%K7W$X7Q_$ T])4Q.(!8LV/3)+@E$*XYP@,.[2 M5E2?
RGFMV5CU]5#PK+Z6+O^+:, #RTP@S6$7D\T_C\S6PE'.* MR9!.Q]RFJJO*]L6;7Z7\T5W!K/W&\@N^(AN MG0C&!:)I3*4]3B16VM)OS3 GO&8ZUK8/=\
Y38+4UD.#L_8K:_6CGV\1Q;I! M;6;9JM+*V)9IH%)9W%=5)BI+%RU55%0?9# (V&G3IKYN&IS#?YCY!&7!%WBH M=$Y1'HBBGA')@D$N.R"<*ZF5AT1C[2*8FQA.G!:'2+S!J?
K=67O!SSR[^9#CF'K*:+#97,_"' +F6\UNWDM1=^:Z M/D3*S;.;=;!9:Z>(#3%@G)XI<4PSQ,BD01<(H_?:S1.>>G9S/8WO(]QFV4W?P0L_YPH59T]6ZUBQX X_2R MF_<2_J[F]
^07,/LYABHL8YFXC)U:',R(UY)(*K,>'>!6^<&G0$\M@('93?7 MT-\^ CONC<* Y)NLF2C7S80J8=:IV4(D$I.DV2G&FL"PFEHP.)(FE@07!6/==N"*YO
MBDL/5,=Q#=;/LT)IX4V3I=E:>F7 $R<5*Y-B#+&)>P)<,D<]Y8;6+IK?'^6W M1:4:JFIP0'T'XK>P&(&PB?G2HS/J2&1"G-X81A1ZA4A\QL$?;\/Z_]O[LN:V
M9D(EY>>BJ@J>VQ73]PG!E:;MV72EZ3<]OWUD^ B41(I'I+ M(46INL.F%I_S(?,#D)E(9!9$SXLT^ZJ@0?QZG:SO\WV S2Q7,S>@,BE=HA" MYEI=Z$L-.FJ:>Q,ZW=/>@R"/(JI
@E14P=9RZK53[M^ZR0B_,?V>)I^^NDGZ MS4V'4S>*;X97U[@$'IYFW_'!=5+K#QE%I73ZU:L_K+TZK/')!6,S^NN6LM*+ M,^*JP+PLI=.]CX8+
(FN;AH\CJI="O_$]O_TJ+:_&H_E1X;(>@O<\"11!](+@ MSFE0&"I2B+@H:BZ9(;3VTK,WR+X2ZBNR97LJ?0O%G$M&_:O1;!C+K,9E_%,* MUQ-44YJ^_1FNKG$NOT.!XS"_7\^6B_
#4?S:_(#%X47@5%L?(-FR@W.4A_/H M/Y2H-NJ#L$!J&U$-AW/ZLX0F/+R_YYX)'QJ$'38C6T^_Z("OT='S+FRG.8T^ M&S)T(NF1FCP%XR+1TB>6 !V=D@EJ)-C( M#$E5?
4\US]MOHF+;C$/S)$FT? M!38I(3D._RJB03G/9?/ARHV6IU(N9RH=.LQ<&;1]A+5@0]! =5:&IY MKU] MCT<_$OK-: F\27YV._0E/!U1^I)YX+$T9 Z9 MHV^>*
AI8Q::Q!@[59/>)\7[<4@7QHV:"FAR1YN&S$L!*.(2&%RS0!&NE54B+:7^-9FL;KQ(C0R^V*BBR-C01(%KA=:1?!Q2S!.\H3"9$Y M?B_BNO$FX,,G][_MUY'XN)JX&EA_-^G$\_WJ?
9X;JG.J)D*=L=*"]AF-#:W1 M+$U,@J("<4GN.:G>JVT;F.>QU]?118/#[W4\J^+7'1 UVNP?HCGQW8OCU'7?
M&Z@CZQ;W@!\BLXD0DZD'RU*IWA<2>.LSD."TUNBT&%H[&;0O[7>]AM%:^?N( MN/+F?G_-^PNWP4GY_5<>]T079H/L2(Y6:""^E,"G)H 3*H+DT2HC+,7_=]CK M=
[ZH_ZV_P4%A?9$VL ?^2FCQA/&W-,\5%H:94&(-@9?K1%&57&%52CUSEZ(F MMGY:TQT_>F]@7+&M23;>%J_2:/QM^'HSD!##)39F$&S4!KH15V*;48PD6;B
MA3=1^@,F]H977>S4/E:L#7;P_Y=*+9D47_U 7G\I_$9!X793X$[?7\^F,S>* M.(:Y1 ;2AD20UD U04$@N<''@$X.(R$88D2@M6M0[@7PM(O#T>H=]Z6;OHBT M3/9Z@/BVW//
!^41-0-:BN6*K!DXS01D0;C,,:F@:N\G!T)]!N2JK*\&H>8M M3!=%CP=&"EP94M MHIJ_J Y M63ZF,/XR&OYWBHMV1J_'T_5[2J[4@2@!&^J4 A'1@/(N$N#HE27-*8G5"^-6
M'D+%BRA5@"W.S[2SRDOT.*((NC3MCN!XM)"-M-9G)Z7IU+O\L,LJ]0;2VX66 M$_+ZD1LP)V+$N=R2601Z;\Z(_EB.GJJ@3S1_%/-_E7*GTWEV[6$E\N%1:
(#&C:);3T9(GMTU*RA_F@8BD'+FH' MRW=ANB1"5)5_BT;):90F[@KQO8K?4,[E.*#$4>Z")-2*$#F26&D)0J@,EA$. MU'@NJ??:LMJ7PCH!NR2FU-=$@]CYQS1-
^,"OB'+9HZ9(X2Y$&[E,I+0/8 PA MECW42*E!,H(/3-RIZM>".L"Z)*K4UD+%\'HY;YSG+88UMVTX&G\O*52X^*4[ M('WVAM+H@$K\0UA/P!,E0%I":'!>.W\ON7QC?
E'G%UX""=I)N$4YK-(0^C/^ M\N+:2W2N7)$LQWUY<:<:_7&#*YA2TCM-T;2N?5JR#N ERG&\7EIT%[7_[=?M[WQPO^;WJ,H(;H# MST7'+'GPYO=]4%.6_:[J/: MRDG?:#G.)L-
0TK**"?$W*F.&8IT?Q:X\#*4=M\*"%IJBQ: U&"=8N<0FN>19 M$M(EYWOWF_HWQDZOS7$S532('2WMD&4*WP.Y+?V-0;0ZT=*]@&2"\XOI")93 M 2F*Z*7/DE:OK=@-V0F27,
[H&+:!]K9RK->TET=_N'FP\QGV_GOY^'%\=97' MDS*?&R7.5,?70^I-6YE62M[9N7QO6[UO)Y3VR3#N.?AU(Y-'8^Z7HK.X1O@PN64*5.B@P-N2L$#9PE8$@)
(JEEPAMBH:B_UU<#W ME8K3,TNW9]_TJ>QSR;BY:_GKG)7/R0#:^*0DFI=F =:"D#%KB484_O"RXTV] MU%DSZ<]4-T_%3XRW.2-B@'>AX9,9:#L9E#
M$%G)7*YDQ.JU/I\,;_>*,9T=;?=1;0.ZHC>+#L$W-UHZP:ML&$&CI P%PW), M( AUX!SN+!E=*_R)LEK5ODR^!G!=@U OLV3]=;9[M-07-G M2PFOLK-
K5SKW1@I4N>'DG^[J.J$4%%/2"$BY)*]P90"_DT%:X8A. M)J!=U24!^VQ&]&PFS'F)?2\BG2*%>)L2EN/])WH<.+Q1+&DQQ?'X/"[?>OLS
M3<)P6H["EGNJTU(I+@TDKDOG!N]PV9 *9,C!FQQSN&_?GVZOV7-LSV;JG#5I M&I2Z:C_.>^O#\B?I SKQ:6!53,RX,G#T]X0IK2T"RD$1H6R4G+KZ'>5..N*7
MB72^!#LGQW^GR?I7:0E71+-<1Z+&?50)"IHJ <*5X :+&8B)JEPC8Y'6OJW? MV^!>)LU9T.;A_)"GWG[6 AN/+@-*6H/S'FU.%0P(6@K,QB @"D(#,[C7LK.9 M'?L-[65NG
%E'LX,=;X[QV)'O0EV>*5D*-Z9*D,4.A8#-.1R1X41DC01Z6Q, ML#W']C(WSH$T#R>'/M_)\6X\R6FX/E26M(XAH#Y(Z=MKB *?4H28J*-)).=]96NR.PUHGN)"EYZ2*&NF8'%BT<,
[F:36.?#;#N1GKZ4]!_^R MSCT)VFTX33OCL^:[1E$'2? H(^$2T'I"9YL3#9;(TOPQ!/3#L[&\=HV;LQG\ MRP1\$K3;,_';WT\YUN2ZGJ3I;C$0QEW@/I0\9%I"P>BSN&B
)98=U^CFYR=G MR'<:^.7/><$1W9UR;9AQIWQDWW'(P]%T M&!;+CS%,!,XRN,1-"?=0\"$[L#(3+S6U0CT=#VO+(%\FU5G1:,/$4:>H.^K&W7]^'W7?'AW3^=1MR^A,6!4X6*
[0S=:YM RVR'4A,K%)Q.RK%QX[ M&O7YU&U+SN(TXPJ4HKA-16K .A>!T>R3$-IH63W_XQG6;=N'I>WJMNVC[%/7 M;9NWIY_O(>5^\+R4#N&E;
(12O(*=9_.2DLUK($CCI,XQ*JEW++,/G_KT*['M MI=5Q%>E6OO9VBV1Y![P+ELWETW9H_!3ES(Z5]4:5'2&HULHK%^I)X!9L$*5U MB=+@+*$0HB;4.I&R[%
(FO!^E;:GEU5)G^\BG10&N9;F%^:!/%PS6U1\ MA%@;+@%+5,'+C'@"V)Q-J26/2Q/ZVD"LY$YD&IC@3U#).\HTMM+Q/M*LO!6_M8H3J5]_FGODJ_A)PO4(OOH!
<5L/A*6JHO0(F/0+T$7T1'DI] Y5$EEKY*#OL MSYU>UG^\[!AMC%N*LG(]Q#G K_Z356@5@34PL>[5!9:"#H[,B '/2!,)9CB\5 MZ-N9WH?KXA15& ZJ3MYA3"\5Z/>K0+\/37JI0'^
CI]*!7I"<5NELIQ7XA(M M#)%@LC/E_)RRI"3^UWM^X=GP=K\*].=&VWU4VZS+X2/U8[/V-J/(0*9R<8^& M4")]$A2A)BCOB=6L@V'UC,KY[J71?7+GURR-8(RF$$+4E
MCB1'6.5]ZSD4ES^$1O455KNX_*>_;QHGN%'\?MMU8WW]4T((0@0M?G J?3@U M>&TH*,F43IQ'IT67[:C+RYXQ6]HHI')]^0ZM-SQ)EB3<'Z/B./92 6.X&&H5
MF6:U*TAL@/'"F:.54[%@V6V&R^OQ:#K$A\V%LSH?DSQ8CRM>-E&"(,R7C,=2 M:9 J)X2T)'8Q7;:^X!ESH9[@6U3HFKG97!JOK]QT^C[/B;H,1CD96%8@>$:: M"B_"&I *TVH-
3J4+U-R38PS_L(I(Z.&I@MZWAN MV[$34ZS'B(YC1'$974 M-6XBZP91E@W(8O0A9,23M2I=:Q@#IU,&[8U7V6=I;>W02E_:WQ'0[TWY^XBX
MHM*GD]G@8UGSYF/*+JOHD@:JF4%3!E=5-'T3,$$R[F?H8M%.>L:GKND8O[K5 M[YT7/L]]X'"95W0W;D"L8OT=8.RST'>A0'U3J?H3P[ZOO",FUF,$K]]5% M3YW'Y8,G7ZI.&?
)W5>2N=+:*JNZM:,[M0*W+,SU];>/P$YQAE^C[9R3/#%I M)"A/(@@K)3@G<(S:"VF(#ER=S5W-2^]1>-2-Q',CRSGU*%S 7^[ITU?7LZ_C MR?"_4QP0(E(J.>8I!E>:IRNP$4?
EB1/@P?O= G9V@!&&08XISV/VG,=:A=V:S:89T?W\Z!%@TSR9@-;%!O& M.;W\5OD].J#!BJRS T6-P*VL!)]DY&BL)8H.B[7"UZ[XU.\(7V;&^1"H57^^ M!Y6/'@K;[UW)6B]K=
T5,)AZ7A5S*X8MH<+W0VD/*3!M< M,TJ)X!:F4O]#?783Z"E0Z@P[^:V:K]TTEI@O*O'<@G&E)QM+&JQC M# CNNDY[I6SUU-H^QO4\Y\@YD>5)-?#;MP&+4,Q(ITK-
1^NAI'Z@2+P')90S ME#I)Q-D4:G_I^W.JJ752VCVI'H%W!3$@6BC!O0:F2IN'6%I,,Q%!&:Z4,2X* M:Y_H]'J9/>= FHJM 4O.X'ROG)91?!U?X>,F:78]&7V?X\KC27'LAJ,OX_SG
MI[^G@X#&9+*)E6Y=Z)_);,'1&, K0D3F0D81.^1O[O/.9T.ZILIX2!I[#&D6 MX=W?I]/K$MW]^_MX],\%M/=Y?B_/_1Q^N_XVR$033A2'$)4"H3Q%@>C2_(;+ MB-"S];D#7;J]
[5D1I8$":C;;NX$X=VO#FG3&@^1Q%A2[P-8(0,H3901E.=P/FT>=XSEV9#\K$AQ M5LW@W@RG87P]FKU#52VNY'^8#$-ZGS,:*:,OQ><;&)(S8Y24 B,-)P!$K M4.**
<^J"0[_O7!C?83POK#\5.6JV@5O4D)C/RE??"LAYAYZAOYX5"\K_2LNI M.KT>X9O>?OKPX?^XJ_PKNFJP-"++=4^T!3ETKS MA[[_V3"P-R75;'?V..C??JTV@>G?*]"O1J-K=X60-9-
>2>5!95,2A67)T_<1 M2,@Y,A&<=KL:Q1S^]A=6U550DZY=Y2Y.A*^ MHMS*5=+IP/+@@W<*D4OZ$.G#*2> QX@2A^"/3I3S:8^]X-B2I M*NP-+- GZ(;V"KG^;1'V;M0/;
<;;>NB(MFMF W"CG"9IHM+DY T^$ M!6=TR;82F<7:A3J.1WT^/=&T8SKCA@\TE0Q]:DL33[0SN12>Z>!LI-4O:CS# MGFC[L+1=3[1]E'WJGF@W-8/66U<(Y1,G:"]=
```

*M7%8+G[T8\%@+GWTTT;ZK2Q;R]RR%B;,!L%:0CQ%((JD39O)%@-M9.80N6719?1I]^_X9U#GNI6.]Y%F]W>+=!M4@PDV@-DT!) 16?0":. *Z:.U*

MUR(0%2NK]L(:11RSP!^NBP;7V0X7Q"/%Q[J.Z.51Q%Z-(O:B21\5]P_1\5-I M%('+/;&)"A#&/Q#1W J*>#E9-5+RT6HO3X^!=[NU2CB[&B[CVI/T2B"62D5*

*M3Q)EE1@(%S/X(#T0DCA/S@A#NO0 >$:-(O;2Z+Z-(O911W^-(CB55FB$88LU-M*FA)V\S>@\2O/0E)*1.E!NK%-XHXE!J51-JL_=A.:3R%0)U4&7(HH7V"=+7) M$WV.Q9M%L;OMWI<>*'VX]>.*]HH8==O+>}{+'6T0'+V>)WT@FPVJ.3(7W MQE-M=?50I.66RSW8$:RCHP8U\S94\>R"Z-F6R]U+7;LKIAXBZW[*Y;H0RM%S*

*M7M2!%UGB)V0_Y"R2MC8'+LP3U?[!Y7(K*W\?$356#Y%&*Q9'"%;B-9$_!:A--58?> ^\M#^'[BBQCVO(K&*@9@YDD1>|-M"A*

X$;)E!'(JA9ME"F!5Z31*8M!4"ZYXIR;LNY2W_M(GJ+R#979.]4MO2E.L_MY?&]_?DJE<# /=?^)BKX>S7_+;6PV$DYS4$6.)Q%,H.1' V\Q\HL3P>#8U*

*M'H/ZPS#0(V3Q.Z.*N=4I7K3#\.]_]Z-TFEP%B:I.EL/L"._]&(^]0*)I?I M+DL%5PZ))V^C9TG=;X9]7G-ATZ(!>9U)):=)]5SBDI-YC4_USZGRC_V%IL_[G_MM:*

*("=TVN4>38HL)T&0TSY/YIR?&*9*\!#MG=W@Q_#&,:G>6E M=8'F.%&A') AG-8L@Y&.0+'>?>3&.]7).CZU&;0^J.SW%&_&D^O)^GPRTB//*S.O:.N.:"M=.7K_?*

*=XM=/3EC_%T^MI-)K_R M>#*OY7S+.1*B\,:.A=VA*.A"7"9R. 534GLF8.7*U?:.L(Y=-+>_8A$9Y@17 M.Y-9Z>5>RNBBLVO+.^]\EED8CI-*

&WG5B;C[K7"SVU.7%_':HI^7.YA_/;]11E M,YV^"O]U/9PNU%("G,Z%DHW.@]#8_$$QX+"DJKT](,.!L=R^\$=YI3^BJJ{$"/X_5P$L)X(8B2/(+ M/):^@J5VCO1*

*'1I8B5/MHLAK&6F(8%9I8^PO ME\+.?BV;B 9)$TND!.(HLH"/,^("%KIn,Y4Y-I5U#8C%N42;H8+,&X1P']: M4KX+KD:6PC9,IS$0:NAMNQ6.$'H#LV K/B.%B\8%$*60I,B1@;/*

*<_,EO"0 MH*FV-= O&788 7UR81]9-^# VYQ3F U_]!N)=)6RI@<1]>EZO-BJ1R/T"<7 M01AA,U@E3*FC]\$QIB%+29F-@3M;^^9W=W3]FQ.MPQB---/2S/B80AK^F&^A*

*MT5*TFA)NG!+_$*D47>;40@Y$T!P)8[DV63; N#Q6'"OK!DO{]B$/HA"..$.: M!8LK"X)WF4.AF1%I>,AY-I'^MO17!X9*DF^HKTYOP7U=N9^ADF*PUE8PX1_ MY>O9]21=3}/*

>]FLIJ&TR\)=3X4 -]&+9(O)I<&$YW*DW9XU>5HO85L&]2 M>I-R:2\2BZTSG:;9=++L\T 0JO27"@'&52X%RD$(@9,U.*=9O(!!.%<-]$+WF MRNO= 3*

OATI%Z:KBA83"_K]'D^2N2t/7]#.DZ13G@D\CU,-LDJf0.(JS\?S2 M]GKOB(S)PBO0IA_YU9$+]/MHVENG'Y;C$?IFOSZ@'(?H MVRVJRK,/BW^"D.+RMP%+06K"XS .525B5$HJS*

MN5'_*.++(UY##6WM\U@[G_+U>/0C369E)L3D9X?G4FYY4)T\RBXH^50OL'G MWS9\O26*,2FH&.850V,A"@.?#&& WQ?6R<"YK#Z_-D(?]F%9?^SB#):.BN2BD M2Z!X*N?*

*GW(-3,"V6 WKI7-*Y-}:E;H!AAI)Y436T/'#Q> XJ9Y+.]N,?X]$?-.F^.ME?'<5!#T/GE"=89 2A0BE1)-@>,X)+=*DJO3JDW^33A.E<%PM&[*E67Y34G%7<OU?*

M%1@G&!,2C65;^P),OT38L07TQ8-]Y%PY0_VO\2Q- MXW4JBECF51NO+'YW&7Q!(>(&YTSKF1KEZ@%Y2K3+F=Z#Y_T,L8U GKC*ZPFYQ;1] M,^>A7EV'(-*

*Y*JBD$;TNN;Y9@0HZ@+%HGB@I+G>\Z;>||\^8GKL(*X*N=PS=&(\ M_1GFIQ>OW??O*;YV5U=+8#*8[%@6($L5(]&) TNC!^\BD21Z&6WNJL=M+]D4 ME5818L4TK0? 5BT-*

*&!5*2044IEV,'=!5+PAAZD6A,!/3SJ)=F@=I>/2 (M@57.@UL*%2(;_^?*);,]H^H4>#C(9K3A#R.T]C*CI"Q U"'1N0"64L M58) "IK#W)[WTDO@9>N)AJ>4\A-5^HPI=N=*

*]R/9YF&MCRFF1?FK#VDR'_=% M'P$F?&O+/^*9EXWA*O.(!TP M]A(5WXSO"'+DQ^MV+.^HEYDE5F.1YPR>O.+JI^:,/OIHSIGU"KSSGC<1L0;\@?N2!K&'&N9*,#H*7@JN<((M2*

*MKDD1#HYY#K@RIB"32*IQ NPCX"Z1.+5TT3QA9 WHO(?:A\DPI,^3X9@S=A=/F.&TTB+1]F(Q#2G'Z#N7R M,7U?%*4NK?=2N)ZD6 8RD P!62I 92]1$LR#(=*

(!R5DR95BBKG;]PZP+H,I MM>7?W -_Y\+R@M;"$_1%,\@J4-#RR6D;IP6&3:CK/::A=M'X;ELL=0Q5)-M SAZN8OK]Y'-

L;E[+_1ZIZD;\/K;P/&@T)4M/3B\6AR$P?.'PE,9^.]DMZ% MVEG(NS!=(B..E'R#. ^5;\97]^H6Z2YRO1O.E!/?I]-J- EI/T!GTKX3$9M(S MJ4LQ.5\R/-!KL]HHR"19QU,2P=6NCW0DY

OG50.I-;A3?B_7.^"R=-+K@##X^ MS\?O9^CR4P>6>$(R5[A$UK90[D&X#%H<(]%$>;58ON85=]fG M=\,1+E;#T9?Y,_KCI%0'9%R G=[6-X+H.6U22^ M(8!V=

*CV+K@R_'O;VH!'jBV5"K1U&@WJ6%*D;("24ZH]5%SSVKE#.T%=(C&. ME?T&=E2H^KQ8M$]'K=%TL=&1P)-AGH(6:$$+(04:U.ABZZRMC]9F5KT9T088 ME\&*

8^6]0>=5PJ.W(=NEO9/BVL6AN:-!SHEYY6&0/#OTC5=0:]/9@O(V16LX M;,KV9M$5VV6PHDXF-E#FZ,CHV>E3LWUP,&(]&CG<MG>Z2N4X-X=M0;7]6J'4?*

CN8R:%%)VAN(<'3\|Q\HDVFI5Y2F[!T>,<")"Q!%H M!.+>"XB5>V\EH!GVG/!'26U/9"=H"Z#%G5EOX$=%6*CD^$/5TZ0_Q@Z7[!5 M#]-T0)5V!5(5!O*:.!'5 S|Z$ H\SKF'$S]8 T-*

0"Z#!(/F\0^;U A M0=^/;K\>L.0X+E3H_W)DIM!*@\7A@]9.*%*T*D]^_YU=3_?:07!P'CI'V!B(<.M'8U<%9U;>,&+(.D_)HARX!+U:,982$;RTD_+@XLE+*)4B@D'I. ^W$*M6 ?!*

*ME$NA00\9.V:!\9E#E6B3U8RK2PIUKY0BON\B+@:H=I"2D9%'C8H9$%LIRY+"(_MD"*Q6423:>,@YIZ +X5->?>EL ^..CGK>/RY>-A$?"*:(E81 TK@=*LLHN% R*

M%Z$KZZ:1KG,+]7'=S5ULZSQ>@@-M,I>D% 04-Z+]KD:*N+.#:RI$,U/?)F0FZN=?= 1W:QIH8L-K.&-.MJDW/IV,_F-SZE4:WHWODJEI@LGWN>[!{OEB351>*<4)%*J*T3'*

MP7MT.3?10AJFB:B>.,?THH-KBFYX^.),*2D%-%-P:- (6YRI ,XHC\Y4BCQK M[!6I?>%Z*YB^2E#*7T_V#J}5Y'SJ M!BS1"0@-Y=2?!DD[M=_ IZZQ*

*[^Z9<:=%Y[QG4EW8VE6'%BT8W(%8UTCK MV.?V=!+]5? 0@*OTC5=0:U]Y7DDA5DI0E2)*5>L$TH&GG,A#A MG)6)LACNY?QL#)O=?^YE6"Q'2ZQR8X;HM01"C093Q&8]?B&')>D<=;*

*[.#PNX]MK]]K8:$QW7$4]$Z M*5#»)7R&NWIW/8K3-40R(?[RJ4.@P.SQWW764M:.I]J=IJ.T*4@ZN:G/UF] M51!6BVX_&_;P^5J2@R8.&0112K2^/,M@C/?@32(A>,=LK-*

*T5;AN6R![OJD]\ M08&&C5')$NJ>++(G:!5^K=F [L)VH.5@537:@Q]%JZ&GAN(.5$MQ^5,X@9?(@ M-/-@-:YSNAQ-,.*JD]7[!IZ$)KM:AYV$)?MO0P$[-@PW4B)*32N(Q1O'X0KP*

*M7"C #9-1%A3^KS8?+GTK.5!+*4]XW#M 7?F!N5$UVC@VX3G-9G&LKAY5_1&" M;C(Y5T4V>>+)2@Vf%,,Y4(FP2BE/IZ?DDIM$Q9-5_HXMH _=[R/?!CK_F'Z.*

MKWZ4B]EWP"V='.YD]EE:< +7-^$4!Q.Y!4MM1F_*.AIK7W9\%%#_&4"ZVS< M2N -2I,^+"8O%16E'9:5Z-L*J1)8CK8.]Y$$04GD]WND7$P+C39;_U$2;MPT M9=?EH0.B9]=

*(8Q\M=6BD<8"(>V]DH22,I9;6O_M,:!MIU-7Y/I*M')E?UHI_R--1L,O7VK]>W,12\]XO]W^"/U=2X+S$WV.X?!SS. MDYN?_#Z*Z>>G?]OO:Q'P&' ?*

5(0"R8R0=:.@0?.8EX1%_$A5/MO8=UI_/UEN M\:^N?EK49W2A@M4*E,P6\1'8:?`C(_AC1WF7<.]8I&^W@&RN79UX>>:}2?Y!4#7 M:A%VP25<&\]7OI,.N#IU"$ZE9("4)E.BL@1>]Y

*R(D95.'3@;VBX`MY]>HO@D/]I%S[Q$G1Y0T$I?00.=FD<#W%2A@M4*E,P61'8:?`C(_AC1WF7<.]8I&^W@&RN79UX>>:}2?Y!4#7 M:A%VP25<&\]7OI,.N#IU"$ZE9("4)E.BL@1>]Y**

<F2@_:/R'1":74@HKE_)8+B9:6%%< MF@TA23#3MHW;>37C:L>?1CHLB5T;T MV9#5SE#P4C/@FO&DN540B;E>HD.* M!! =B8N.:5]HO?@^^^Z)+\WTFB ?[!"UZ76&%I6*

MQ7(KG7H\\25W$&,!"TM$25ROS)GSJO4>#N.5)/[UO2:ZI45QM^^^#>?AX*D; MQ=?C4:E>F1!UFAY19F'W0RO57-@3?:T"#./1E\]F\FU5K>*<6QBV-%,M:9[1 MT?(DN*

"D"#ZA[ZQ%C+$4V2+5NPUU@'6TF[3U%8NX(2&19,H4%K]G;MRW9'C M"[@$P=TTJ"2KU@+< :FWP@R5.?" $:HH^5,7.5B-Z'WI.YJLS>%%O"E8'T6I

ME4MT.9VP"=TY834NPKCV!B$,,[5#<)MPG"PF7U//X\KR;N#VW,>T##1U0=4H M,K\9T6GB\L=K; <%CA!W?V1(EJ=($!,A%CD?DT=T$L&2H)UR1M#J!<+Z),&_MF'Q?'-

A'RBTNA6Q=^`!{]=K-TI?QY-?[7#;2U6_$N21\T$R:0,#GP$ P8L#Y MT@,L2ZFX2CFSVH5$#X1ZB5M*'UIK$&39#GL+Z-4%S@ZP6]UC.PSRB:ZW]4&+ MSE2LK]->U[_'X5-

*+O/9<@EMMRT1VM+0_)!!ED)08D4*L7@7OG*BXZPK=$V+B M/JJLG9YY[:=A,OQ>]!$37X,0YK>PEz>T8IR*Y\!(=*4"!8;"^#*]7,9B(^) M1$+%O<3H(>0$1, MQ#L?*

*06>!$*4P8(U-P)14*D1K@MP5+!SC=9?/BQ9R;[!=K8;[WE\-O\P#W@-K MI4O4,5#$.1"(;RR!&CIC"5-])K7#GD^1'%.I*D3^3M2T@T2'?X>35(H#XM__MC\)X%.<"=EQZ.^/&*

[UK,D&Z]#^(_B4RN^M#X%39HU?]/Y%!]@Z"3[$ M"'"FG1 W/EIA.98;DO$![!MP*0F&V2!''+"XCZ\GLZ_K0Q#1$.N-@01OKM.K&$N3=XC\/Y*;3 >",BH]*

*M4Z5H8^GHRLLQ60VKP*H51DK';JN%HGS'WCM-<@GUN(^JZ;3U36K47US0K M(3A!$0D.PM$$)BB%*IG4.9"2KU@J9_,(N,^8=4?JIB'MCF[\^U D-WU#EZT*

M%C@7/Y^E.,@X3!+++4;"(#$2I_>.]2! 9\<1$8TBN?>%@;Y"71[&V>GI(+-,F MH?C3(C70C>(_TOC+Q'W',@SNZO=1'D^^S6?(_[.R'TFT.?T(XNT^&IQD>]

MKDX2C6)A\A^X!95,\ 5?9VV M/+$D@6BiD% -:TB6(]IH(NN8/ NL_DVCP[>778D?$WQ^BJ]SWLB6*3,,%4] MI-I0^!RP!"ELJ0";<%|;2+WLO2,+@++7E&]<@KGK+^:DJO/-*

VP#QE1@KD5$YH_E-%P#N2(7.&KX\]>/Y8 M3\??5]JRIQ&%$!MIZ$@#5 9R@&C@QA#E'-MLR:=^HSML&;7W_F4-7B4_"H=P195X8.+PSP.JRD\W#OKM0&<\FAG:73%7?30!

M@HJIE)RSGG2Q4>\\|"EKZC@)-3B[_!8XU5ZZZ:K{'-I++<-"'"('6XEN"< MMJ6'I(Q9@2")L, ZZ7?'TKK^SJ>LSZ/DM_5LKD(L8++P9P?1!T65%ZT TI\@F7#IP*

M02'@DA2>6I^R)1U6V$W/[O\HMM=#ABHB;7)8R6$@256&&/1NY6EX+5_U+IHJX<5[@M5/D^?OI(;B)5 \X4\LT%4(KA-P^JHC2K5M M?U]M&FT=\5;?*

*KCSOO*R6%B3#)3!]0N>^G+89RT8XAADIV,W.48K:K>2VXIF MZ$Z)]Y^\,N4QEL|OQ7(RJZD/0+'T80AUCF'*Y2UIG9FPF8D?64<5-+W@T.)-MQXOWU+D"6X?RVZ_?*

*TBA_>8F_YH?A2D;/8LD@Z*D=!,F%6Q.%+C$ 3GM0S+5 M^VONP'2J3{(:.M_%I&/$WZ+EZ@-|*W1+AZ@+OE8}>'=@.U$_WJH:W4F7"NHX M!6VLD91H9L*

%JDMC.5?.:QQP;GSD-EJO.]<'/0U==G?P/2E;]M%" Y9\V.LN2.)%PB"'4M&")L.!LR.QX.8.J'3W<".0$O7RKZNM^'N31 MPFX0[_@|

*<3&]"O/C(P07TO'\Y5)71X@\)#HO!0VNEB"9_R42H-+.@QW^B#Y M*S/A44 7QHAZPNIE|_GU&2_I?$UD5@5+1+H@3O.D)+*J$O+SP$9&W05J%E7_NF MYR-*

P+ML:/4CH#6HG//!PM_L-5N_..T/JR06]AG8WY>9=#]\Q\F_CR5C#:)C M4/ .=5 .-(UB3ZB!O<,S$P#U55)]MR'SDWL"VW6C9C G1] M+3)+59%RP!

*Y=&YVM4#S>SX,X**]ET[LOP(FH(M:*F;QK>,K)*J,]!+774!5 MO. ^V%4C_]!V.U\%#A5<2<.6K;MO!"1IT8+F4MW()\"L'GL@ RGKFI2EY:?*

*^2]6T]*WT>N#8N4_XE89JDTV$1%X_7W[^/); WMH$;)';ZKVO$ M^/;'O/O1X;5GMCRI4EF9+C@KY4S=>]-&&73.'CDJ:U>\V82C MKURf*GI^$!DZ5K#GDB=U?R"KR*E-*

0C+#K&;WR96Z'9Y7!>!E+Z]F22]]=' M;8%RLOHJ1ZMX!V<.$?6+8/)#6*M#V [&IT_;05UFM.G*]K;38-.7"JL'(E13VN_@.DW)WL:P\]OOO_W17UXL; M8]/X?Z_=U3#_PM]*

*]OFQID$6*4X!0 M\;&@$1!4Z<03$LJ"$[<<]REVDH*1V>EXW9'U]2(U9 M.6ZNG09&TN,H5W'I#A@,.51=\)W&WMJAWI[TH=(1R3D4DF@T+I;Z"L&"\$;-M2<1'"',$*FTQDH7:*

(\G0$VN&+G0M_]M%)][<0'LWGKR>1#B<_3&>WIQ2,EO(/>!=(%::?! M$O/G^,?<\/Y]]+A4/HZOKG ;_-M-XB!S3T.4!*RE'$3R"@S3&K*V*26=%0ZG M,I\.@-EOXD(_OEM?*

6NMEP5H'NFPW-+:^%02K[-%0@>(ABK"US.HK;=:'3] MJQE!2V#]+U+:Y;R7/?(?XJN=WM#?3)=237,I M;T19Z:?KT&.G\(9T'JRW/PPSP>

*86.S7@[O!]MRI=.*6*J9X[SD%WL^^!LG*?!BX M0*.Q@:..+H6*Y.AW0& T)F"%6$K12 ^]T):E|_;.N#\|FSK(++V'!.9WF]G%TQE M1Y6$3$CIQ)<4+K(A@+:.*2I(]<[G?2/@=RVO+<>?*

RV^4/[Z.I",_^/_P]02P.$ M% @ ;(%,6E)/C:X#&@(7$" !, !PZ$17L8L&&B'0,D)EDDDR0/;=SSO\[]_]]S[W/<^_] MSF)FLW>RUF^M!:ZW_-

Z5E=|^.^VKIFN==M+>U:JB5]UZM^K=U/3;T.;>=%HN MRZ6TG.\]$]]4U&|>"E=+N?[@:!4ZAMGY037-M-RF+0#V>|_5!=6!3_T'U?#R9Y0%+-

)G&V\Z"!E_>O]ZN++>9$KQSO5Q9Q4ZE_-EL':G MEBKE[(#.IN8;G2(>N-%/+G*=\+[Z/DF=#NJ$X7WC:!R%<;1W)T@'&4 =#.JA M/CJLG\'8#X([72B=!UZN_>Q?9/E^C-

*5^H3_MKP&=++TRL5]OUK<%]Y6(*U.,X M#NH@$(+Z:#?ZE!2I'*_WD4I=&B"_XUBY4K(HY,N"'+'5]_CN>D"OE 9T[7]H M#^?"Q,3\WSKZ+R7X/VGD(,?4OV^8 @4Q|5\V9Y-*

_YFO%',M.V.3O?C1$XJ MEI[36^O]9MQ[/O^!4%&_B:)9E2JJ?I8B%R_+0$ IUPB8VUHK,Y2JE6Y 9X8K MR95BDNO\+PTNI-2\3/UJ EM.#X00M&58?

*]CT[QE.2&5+@\TZO!>Z,*E?]>* MEXMBO#S02=L*_:R>(\10W$,0SH,%D\OFS,2>3,IE-*9O9;,*53"8K MB/E,I. C764=N!IWX#72ZJEX3";#+YOSF@"=J:6835K]YF(S=>]2-*

*]UM\C4W MUHK/9 8!@\F:M6<3D#-G<@0:#7@P82*UFRF?S6P*VLRIH-VBWA})>21-W(M_^U;LQ'F6M)K->FB6@]11SK(V!FYY5X+X#]4_E_\@D9MHKZ4*;A-UU2S,8TI*

MFTC&Y,.PVM1LICC9/$G"U#P[G\WT]^*SFV]D00,+83%EM>E!U^8D]9_K79"A MR:+-5I-+DK3X9++VVZU\U8#6E?!;MFB81#4C8:(OE8IFSI:)P02-$E&'1O1@8L M6<0?

*RN6YJ!AK 2PD)"?$28@KDW>%Q3PJY N%2JD81ZLRH\E7FSYI-?LT=?%% M,19-(1+-,DO;K&.+S>\)VNQ!QILF4!%Z*F936@#E!%&S>PC&X/=;[*&GD*S:*

M5>5L:,2<7]0"0M1S&TQP[3?RSEMJ3H;S-92+5-V9F)VA\!F67L0-A8HM:.D M\BV .H\6TTY_MNP)!!&:R.'1<"B?B-CU7$3/Y&(B*\?#^6+"H:\DH/^KZ;< M M.<.QS.*

*(4),S%>24@SELP4JFX_'I8)+++!10I5PL %4PKBF:M5DC;,TJ9C6: M4-IH,A8)(\0;36Z_!)HLKDP+()B7PKP22F'5LEO1;KHJ?!6H42 2H$2B,2# M(&)G0%T=S!:-,!\/@:D(#8-1@K^*

*5G;Q1D$&T2BHA%H FY%$1T>-.H+E2EJ#D[.%25?>6 MT5.0H!9 KT"366^)@CPRDK+GN#0HTC(D5TIVG34:L2,<;-K*9 $3'Y=TJ5C1 M&X!"V;I@ &0^86PG64#E"9+U^W*

*FH2*D%L*2&*KHHCJ!Z =1)C+U2M-<)3RSK M*X6LO,57I^!%0TS"I2B))"6K.Q=(L3*'1$N\G9 2*@::G'^730M@LX!4#KP@ M1;F*A%0#4&*KH\]+@RH,D5O5#I;P*J]$,D-*

*6)Y5,'%*THP22"D-E24BR#LI MKQ?T"E&/?>]20CE,"3=&Z,KRF%F)@T:,I^ZI1F4PE3/"KCI,)@'"5F+/%6. M)PKZ,AXMQ=*N%,1R&1=OSE$&U8_@-*

*&V+9UVL/J6W>>2*LP6Pf$#\,%4/)9Q. MPNI098MI4F>/L(+FVV$G93-E=39;RJ+4^$A5]94P5$DDNO\+PTNI-2$3% R1^R^>2 M2 MF1%]U?-5 ^J-$?IAA4@:,*5\.0#5'=IB1Q#*

<88^GD;I1B2!T,:(32!{7UR1= M+F_@S?Z]#JEXPJE:#6&(.LPR.3T0YRD&<"A!?P/0[>$L]%'2W5G;0!R:5, M2B# >!4A& _=6[?X0;8A:.828]9.(4Y^!I8SJC=]2!GK>4*

*!ZU;4*A(YC*JI8+H()ZB(@/E4'RA48:R$Z*Q&I>RIBF%KT [(L#5A M\8DE-P&:)4"&_U-0_B635=M>]M6 M@A(TGRG$;G@>R8%0E;3932F^&S8YX M#E)+(58H!(%HU0-)*

*<7O"$d:<7 P%,HD\7E9HO;5,Q<(Y7=*H"V04#+,K6P## MQ73:KB^X]M*AJFHQUB-8B8Q5"T$SRM027MPC0070),+V%.;6!)<1: G((S - MY7.20EMH-QYG_/%++*Z*28_'K)B*

0)IP>XP+Q8A ML1S'[60!*F/)-.2U;T[^Z^=@&\&[$}2V.;AMT UBP*C)<0-<+GTN4,4%00/@/3#$H8%=8HZ0">M-G)X+ARO0XD60 16JU)*BA8P>^3"#]IP\NB-JP$L%Y+*

(!].HBN5BE#KN^@R. M6L,-=8\6G<.J@6FK MZ-8,W^K?!L?#-) DLA#K-U;^WFL&M^H+1AT?)#$(2K !OY^]M@#6*FFT 7C MF4!=]7EB?D#2VTK\NLI-*

*NVK5]!M5TE72]H0E'Y7&!>U;AU?!6/*4LE%))$I& MSA<0G-9L"%>3M7!CA%5G,F(5*(?3K]N4=2:)Q68E4U80J{DH"K6.J8F$*7]*

*M34IQ%UFVY@L$#IMU;AT8S^;U=!E2BUZK3!J8&"S!#6}3X(+Z2C4G>JUQ@@7* M&3%AUF/-&EB\|"/&(VZC,8!&W$04QL1 P.&U1_5N'X!]"Q8P9+]'\1E5K*2*

*M+8"4B!.#":,QL;+DX!P1'9_$HXR.M,,.*UDSAU+Q5 1+I3)4E.RC28?> 6]"-M<"A2U:GZ'69'E]_+PF)/CW"]2C\7$8*5 E(MAI)CK FFL%PQ% M#7]WAY<=_<*

*M#H)%'O56>8K31QC\N'#*4%#%BSHNBIDEFG>B#%[%,+!]JL:P?QZ*?)AHJ*E1,F@s1i$3I08PD;YLN9 @9/M.#ARW3(4)3R M&40#CL@2$D?=>2^8#'=')0-UI%=*

[CH0((ZG(I98#0 AA@TK@KBS"%)$]DT6*N$ 5K5L$=4ZM1C:GS/)+7G$(4K/!& ^TLH3F$A5Q5M@6P2/@U M"!$V7)YBR'NH+..C$\/V-AXAG(JL;P0DR4)KL8-*

1HUWA\T)KHYMDI61%"& M$LkR5[\"7Z80KYHQFH0;]8NUPPL),.9:%E6,QABI+MC4J+O(Z2A53IHE4]!G M5%09E@C-L<5!MP6-)Q1=5/3R!1U6+|!FOTG3R;*

*(JN1LC+/F*7IZC(3K(9M2J M-9+DH;Q&'$#1#E?LNK"YP-2#V8I&BBA6YP-1&0:ADDK5<;?/Z,.Y0!HOQ0NJ M(8HF(5,C+ERM%:A+ 6PB6FR ;*>+ 4AL-*

,,@03@\"!P16^KH;CU3+E M(!TD'!IB\4)XH))\O>$$U 520"A;:"43 4,9BMAC0IFDP2FA04US,#"JI2- M P0*)VN8fJV85W0"-YG(8$)9R(D=E;M+E)%|'2IH%>R5H=X50LQXV@*

65BP?%D+#8]M3I=Q/\>8 MR4A"D)F XJ2#>;(@(>_A?3(X;);M;)F@IX. "1*V.YDBO$W15.H(.Y&%KQ.T: MY"H?7.1G-DT(1+"-)*5J- MX@&C40?(>B==4/Q*

*HL+2>1\=R&2,J8R;XUR&5$9J 4PG)*NGH# 5*AU*!PD> M4BJ>-&G*9,-)@^D:0^I.7BG#@QB/%KE?4++<7; [29FWV6P$&2O9/*F"K^05 M"9JVNUL A53<;4% I9R*A(I<&-)*

*<24*U1FP;!:G)L%RT8KY$'N. .!>)UAP^ M&Z%*C?5B!3]0IC^##V83- S9GMG:3-]7(1D6?".1MYQ4,RA"8V_(*:",HJ{9*#HP4 M19%S*

*Z(O@O5T!C0('D/$C<=PA$/JO(\YJQ(2JI:07C&]EH4C*K;<[E(?\-M8G<57!H%RT%"7>3"),'C;]"83*6%;"FK4F_=0U+Q6BE5K&KAEZ#D2WIB#FS6[TA3@I0#>=0QTM1P.0(&2-*

A2=3204<@0V8B5B2O MYF$DB/(.'R1'DKD:C^-U$U,T"@$E"J9%9PZ+B[QL{J"*QO'M*;KH!,.-12D& M:#<@H&%-UWP)/V4O!#TY'J##X7B1SX@E-5YT9H$'XRX9J9Q&:/-

*V+PH70Y*L M%Q@09A5)CSWOJ#]%@ YK^$,>2]98ID :HL9@)2"AB8!?#6A_P!)0Y$6I$(1= M="]J+P>I6BX+8\5(P(#<[38 (2 15,NF) WE4,(,$1;*V *HUOFH@XA ,HR#*

M7E2|>FDQG6S45$J:,44-8AX2EKL=\#)>,FC17W29?KBJ25M%0(A^%=4PE M0=%QIZT-2S%#;JKI9J1$A,TPQ8DS^?P56BH4M##,9.B& Q$.H>G8W"^*D44 M?<%NMG-

*Y@M0L@PW"6+X $/6@&4@A%6,D[B!.)U*+E*%6*N(>54#D$P0N8J4 M(LF"M\:E56_2KFFRI-DZ9]'(I[/{@j5XQ.>FPI!?%S;82E(A*2!AJ9..LU9#*

*MPQ\6V1C$>8RI1"&%$0PN$V:,1EOSQ22OV9Z;R8;QC-VF!?)4LPG@MYL@$L\Q<< BI "I0>=@<[!$D2%3T!#F-17)5YBR MVZ@01*A{J94$A KE1,SJH#YUL%=+\4$55AP!DF0\&*

*<5*$QD/8B&1'.9VY@MH MH,$%FE=28K%N&B?$VVIHH@-P&(^)'/1 M:*.3RUY RE'Q!%EL7IHXITKVK U ##$."NEC*

MD6"NR#9VED07YQ2,1^H&1D#0;F4*.++1A6[C6:CQFRL;I%%HAP05HTT6B? ME[4;=7&|C*6@7 V64_HXS!OD#%@*Z(!H8I,RJ>!TT2.20!9C8:,N#/(6LB2F ME{Q-*

\9K"D:)4B28AJOE:.5!J L@G-)$T6GTEOBVNQ&:4)1]BA8AJOE&@(P5$ M^<&I>@0G39(5MZ^<$,%*F:Y$BG#8X0,+CI!?3WF2"-\$;43 H#*\>M3-L=/L&-*

XBPHU+FXH>$D(!?8XQ&M12F#4C1Z;] 16)Ej!2UT&10*#OT<40G M!>4$"L,<"=K2f"L*5U\7(@;T"B#ENE"*E,.5'R1DNY"D8% MLOE&",AF:$B7 $)IB&)S>9RQN@E!,#*

(%UDM;W>DL#2#8!.XN2 W&*6B9F5/!JIB4[2Z9DQ"PJ$6.5]<0!HU)K\$,F[%+- M%:<5*Y8DT&J+E2J*D29$,\K &EDN2P:/F0B'80-@A6BJPGE\^G(AE&8#*H17 MJ6P6+\
6SD,8<@G8T7BN5U.9K-_$UM5$S!"KFYQV2\1I0Z)Z*A:*^8LFN]]E M(Y(VPI;V17(TDN4B1:L?4Z!*T (%'14P:(0@WV4E@>L@?!@(HA91\63]6+AGK="Y2M8I+2X3[:
M4"T1J!212L7&'JP$$%@ */.:#RQJ@0XTT>[FW[-1S9N(&:OF1?(%&H$A*][\ M&)+U@EX BJ 0Q^>P8CB/EO-E/5VPP45%,X0&/ZRXB@QG$7-V2\:+0*&"$XG: M5*\(^_
B&G>XHC:SKXB[724H4_C].4"=,*I0C'?'<_Z0LV(SR_%$,JR&+NS. M$;@*2F8(C*:J-"A*N%6)4$&NJ@4@.(JRB;CFFS.E8HX+>O"*4#:DC#Y?#:^Q M=2G)V0FG8(LE!2)5=>0R:F-
C/,A%LQ%!+**1)!HI>/299 9'+'HJ$LM1:(F. M9GA*2[%BT;SH1-(8'T TK;8D.<8G!LLJR3LE40SX<%_>Y8>D"UF !;:P')TF M-4<(:FI#J7@\Z<%!F:;Q1+&B8RT>H[=:)-QX I3?
BKLC9&0M5XQ*906/:T5 MBU6*I%)"S1AI/ NP.3)JE 5B=*Z, ?5(L!BC-$9:8%PR6K;J:;#Y@2$ >AE- M$RB*)@A4!EF@#FMNJ.2@>+,;C?$\H$="DKO:V$S3&*$-U;
(;,*^ON05%XBQ! MODQRLM%!^#(0%3:4=,98Q2F7PQ&KE71EW5:W.V+4LXE,Q@+;RV:J!B9,,0LO M^;*-HQU)#Y2EH%+*83"S ;KDM@5*?GL. ^+A:H
,EF4Y$98!R!1)\NXLU\RU M*U8GI.9(R"1(!$2DA40VX!1",!<)-:(>I:^S_K+7HSG8 J,&)6^(=KIB%:94 M@>L&0\W.V,U^Q>JMF9T:J0B43!X749*R$44+[#HI1U4=0
7U1TQ8P8PW8@HM MFV'U=.*@H51J9:,Y?0HUWA:D==1(I5P:=6J%!>QUERRD!<)A,3FJFK?)2I4 MK/I0-
>Q7E1)F2J9PJURV$X&:G,@:E:S&LL5\IK$H21U>]NDAI6RW,TY7G@># M0:/4O)HD%:.R=Y26<#,.. @QJ:B'FQL-F4SE*@#RQ&+4P@BB=U M 9VU9*E9!00KD
9+5P=R%,E_D55O:57&D(Y0.:VS ^JH.>$#THFZ3X]P M62&OY/U56[8\.(6KTE3@19 3G(W;Z071'^T9-,3QD(QCE3S>2P. (6:4@J' MK3HNZJ\@)MK+%G!O2<=%2D%_-N (F7
7&,0A$21HE $4CMWS.X?,Q!;W%6V,2VB)&X&:JHCD'&UC2UJA! MEJI@8S:2*-4B0;MDM[(!,)PWZ W59)(C*,F7BY>K!@RI&(,Q1C"31@:#?;$8 MDR-%TL# 9,;M*)-
>UIA%&SOM17,\["'#6FY:--4)$B7RKB>YSU$$)>B MI0IB]V,US.K'\TB2JGGKF%!3@[12T MD%@K5[P))0HLGU-YC:4:DEF#ZDYZ&\[! M58Q%Y7P4$G),C(3M!)-R!%.X8$UY?
R#.#-D"J(2MG(8=-.^8DWTZV*8(XAG M 4ISL@:3A >LWI"$$?4 G&G$E ">*>,TI,^ERVZ]%>/%NHB"+C4B0[2>BUM8 M"JY[,GR2"6A)>@FH)V7$9H=$NJS:-!YH<]"*P:C/ZH
B:38T9%C(T1IW IT4 M7P%T7MA8BC>?[I,UO7,5PTZ'N>H6'7"@6D/\-*ZW1[18DW ;^6C%!P9]=%EC M/!"6(70I"7/$&B,T(Z0NP(@V7=QAJ-2US+!@2VFJXS.7JBC(:W&$4TLO&
M^>W_\I1VR_EMC\P*O/(O9\#1EC/@QEBC^1\J_:$YF_S]/'3+(,%,GDOU!_]^ M]1]]\GCZ6>5DI?E+G6]/?7'_ZK0]O_]Y?_=/*? M3O[3R7\Z^4\G_^GD/YW\OZJ3R__^
B4GL0,ZUSH/&OC;L::K6UZD:V+?:WX- M\[>=38\UM?KOEXO^7EK_K?Q^K^5VJS_>^6^6W]YK:M>VU:9+SK1NU:[HHG:M M6K=K]=NJIK--K9HT, VYZ?
=RV>5MVEY\R:6M+VJ^V+CWMYMM+[NTS<677*[= MN^+:IJ9+6VGCNOBBJR^]M,VEK2]K:G51:ZU=N^O:W'E]V\OTG6^XL68T^: N MSVY9W'["MO#-
D5OB9GA1]::NAJU+)K[)))#Q*#:G8$EVJW3W!T*/?&!E5]F" MP_!V31KJ11=?=/"%UUYVZ1677G2%-HC6[33@-G?JKVMKNMX7[WP#U"5T6>$1
M,S,67MCUV2TW5JK8S;UO\DXIKB@9 A._TMRG+4\LQLR?O'[?WTT MP'9'3WQO?V/&9RL?LST^:^MO7S1=V5H#;M>Z7=.@IG??ZWQ1I_\/?+9+UI,[
M/QK9RW_DZ\$['@YL&/'NOEY[]\"C#_3.=8&/)Y_[[)X];R[=Q$Y)3CC5;FP% M@F[#W$<^^O:[INW?'+G:F:UMGAVVQA_;_EG_7P?WV.XXT<%ST:8O-B]=_LS. M?8=/\7-
7[MR]8#F]H+IK,#IUU0OO M,OK S&WN3QZQ7=%A9GFTVNXML.N"Q\MK[GYM[J:W4K.7+9GZV/W?4:=MRV[1 M[8!K-
[_#VL=G#PX]^=1/M[6^H]V<4:M'!97ABU\96)PW_(.)EME'2_/_5 = MTN'*)0]OWG3^^:AQ_K]JQ_/6OY4N49_:OZG!\^T6_WS[<,V'I[#;'EF=8^W MURX;?AK:/_J;SO$!XSM.?O8O#
["QH]VF3AY5^?/Y*S?G/_MB''W?X!,WMM]H M$RGBZO';@S^VWCC <,*WTC_TFWX?[)_[]MW.9.ZPY_;[*P,..K:,_?B6)$6F M[U_>:M==E8D]3]W[_]#)_V6?M=_W[_/FXL[9F]
[7GQG[B7NT?<*0M9%/V#D, M>?ZCO:^^> M6>PC^Y_ZW'EA_:'=K_K?/:KN_#M MMM2*_(I#"R_9LW_LZL3GQZ^XYXH:G?]JZ;VZ,F5U"CC^]MK^G_S6=/+,U8M^ M+)
[Q736P[<'O?OHZ?-T])1G^?6/KUJ;KWZ^>?7[)WZL]ZF, MV3U@P]JE[_9YZ8?M5+=5SR^XJ7C=?2?6WP>ON&GK [41X4>FB%G>,_N3#1^\ MWWO2B+].0=T+TMNL+G3-
F0Y=;UW3[;5)V1<_/GKDU:.7H6_8VM4&/K%X\9R[M-E[^ZL#ONHQ><=5-"]?K1&';F8'CO_;^58A=_EEEY=BEZ;;+"&QB4)P,6+]*?ZK"X!W?W_I>:$2GT,.%K]]3 MVUOF?
CVR,#V*V];MFN_<-Q@C*_V?G+B]]Q3F;OLW=]V^\JX>5[U;WGITY^;/ M]9/7+]OY\]-J\>;>_8_.ZM5M_,(/@=C]OJDW[J>;;GP^K[*L,G+ZX
MCKR*W_;Q>L&Y=1PVPAB>8NS]YJASVP_^BBP\N,=4[#KUBVL?^S4?6SPA,V'C MA$W9G[\94=H5G34@,"\P*\-K1;=NHGQ/C_'SEPNO)C/DV>?6OPO?V_'8X9<&
M-.5;/_S5$O2.90,/Y,MG^G"3'FBZ8ZBS[[G+"V=FK_=_TWWFU*YC,PM/@]]N M/M3MHIW!>;]>,7DL>DSN^7ZV\YU'KWSF_+#'EPWO_6:[]/TWC!RVV?OH8&X9
MO./*T9TW[+QS5(^/KGCK=FKZ MYH$[BFAJU$N/+WPN-6]DN,..[.BE0,_W;MRYKHOJ?!?=OY\T]8?/NP_^?4- M@4_O_'[5X^6QOYSN._F3"<$M9V#@JBFC8P3[M/?
EOVPZM7WWYKG?###M\)[8 MITX;5H5[77NV\VVC[K+\>$_QXZ3PTW5+_:O?)V_O\<.8ZKDIAT?1&/+8>NT\F5Q^+^*__KCN^U]=_>P;MAIR M(R\>_/B0#
[K8CQ0__+PV[QB\\4T'>#]S>LSHC;')F5H/^[!!S%XH-.'H/*Y\ M3;D__O/]K:>I*98SL^>X-T"ZMBS-[CKWWI-.]\;D=A]<0]F]H/OL9Q M\^J.'=Z/?IP]M7ACNU;7_F]]VO?^5%G]Q-G%?
>_H4IS0^O&WOV#F_^7C!2]G M=F*U]@=F]W$_^>3"Y_:->_G)/H;%MQ*?>MJNXWXJR:,9N_^6QGWN* M!XV MK9C5+N,23QG8AVJOS<0F7+-P]_?K?-
M#Z'.'=]5OF_S26ZI+7+]R]<;>5Y_J MN6;NBKRTX\425?=PW&#]*?N/)/8U$,U9=<.>CSXZO/8O&&WV_R/ M#\OSV:%_0:KCQW'ER-@)]XPEL>O#]TT:QZ>WK!N^??
J8FX94^LQ_Z@CH7]?F MX'I+7#I^1^<]]SSUP#7ZTXOW?]MQ&O,9_N44P+9SZ6]-?'DJ"620%VY> MNJ/WB'%=Q[3K86OWRMR.FSY]]>XK-
[WQR#F*9KL/'!BX=N7>GS'*BPSL;ZP' MOGUGSH9QK_$]3O9]=M7.4=<,_';?OA<\V8-+OEBQOLWC5U"7JO9!D[_##NQ? MW4WWNO>JQS;/C27G1H[5[AHLKC',^D
9^M2N\%3!L72$.P?WG0MM&=7MT3<> MF/.,X=,Q6Z[KW^Z^D8NR0[Y]<4'?H-?_?13VTAE^X;*BI,3EVQO-ZOSB/>> M&"<^>&;)C$?
FKKET+/[4ZLW?"%=\^I"1ZOWN;TVWKWIH^O;[YJU<\,N3J'QN MU_:]^@=[ORWO\>UR_'!KZ03^6U.'(2^ T4&]]BV:_>6JLP/7\'M?G3;Y*7[$ MVX]-HL<*W89\//IF=),
=S'<>LKW[3Q#YWW4YWLVKCMQ^#C\/?KL#*D/\=/ MW>/6#\4W#[MKVSOG[WMA\](KZFN[K1;(71YUFJ"VO:'#0+#+;<('[\0\Y'YG MJR.O/""<6SYOFG'?O7=-F5F>]5"?
6M^7=P/'[Y_J^/#>74=&JH!]5/%IYOS> MP_>_??=KJPRMOSL6?6'5@]NO?D/LL7#UL(4W!/LO?ZWU(Z?K)]:\^F!YP-:1
MTYY==&S:Q,^GGQQQ(/C0Y4LKGR*W?;ICG\VQ1%C=:Y.Z"V3D+M]_UMT^Z]99 MFXJ%F9M&#._ZXBM??_5)MU>4GNOONV[LQH^7_CW-__6]'IU\RLWS5TOG.!>
M_ZF_NJ.V\G&CDEJU?<2E#SU];LOM]SZSYZF+PWO??W;6)9>TF=CMD;GS/$,_M^^ O+]Q5>@+[#MN__)%9[TP>]9;(KRL;&I/LZT.#\-
MW[9VC^_Y7>B,!://+KC;-7SU0.DF'[EV]K-/[B(O?3AP1.KU;7SO$^&=8O]W MM@WHL[+SV?[S;UHKW,VFG8N+'W[AZ-7V2;LPH-LMQ\A?'B6GSE]7G;MBJ;IT M[U7KNGP[[UB?
6?/ON/0RZXIW%Y\<..F1988S#]S^^K<=)V ,^LF!7VR[YQVX M8>^]T,U7=AQS>D]RH^ENWQ,_8->>[+7DA3;/+OW!4%EUIS#JZ4.14P<6C7O\ M9>:(\[O+KGNN-
GW,]+1S$\NR=KN%_MK0=_'F&_N-:C?N]3]WK5"BP;/W<.GS M;6,.=QKMN#8]\]+G=AU]<]M,C$B=V$%V:/7-XN5O3MGWSB-L$5_<,+2B]IV M>M@4[9EX!?^3]>)_^L1&G/^I?
O_/?_KS?8]O^/E/T]@=.^]?X3GPX(?35OO6 MGG[[Z/R#(]L<.?#KB$$/4=<\-/S**TZ\]>7P-D>.+O^R^\E!B4_WSSE:V7G? MV@Z.'6M^N?
7!7Z=V_*WIVIMOVEMZ]]IK_HY#??'=DG3X9=?^@_X MM9,._.#K!SO=L7#)F:&3/_[EZ4$CIRW>+C[4NW!'JL>/PA^';R@E'CN'C3G? M_J';!V5?^^+7R+Z!&ZC#F_\>.+,V8??
>_>**6__:[\'M M0Q;__;J!UZ8]MFO.GN[YM^F?+FL@-['$>B/Y=_>6U9]EQR M^'E\T SJR\TKO]S7^J*?^];VM3I_MUQ;\|ZHSQ>>_>;\D.KVDZO;G2X^9)_V
M[IQA[ZZZ])*S@X^O:GVZNN?X..6.-U+?;_Z/7/[_)I?YWR@']W[[S/!W'GZO M G?NPWO(3&I.*[+NG7[I>WJ0U8/,[T:O[4H)4/ M_9C=8OWA^@_Q^==?
>>ZFE3VCLYR[P='?/W6Z3/F[C!GXD:$8_J)+:,[IMA4X M]\2)G0O7/?CW7[RYU8_SWQRS>,0[M@Q[O.D+>-(_ZRYGQ';[Y +]&/M!A]8>U*5NZ?;3"]W%D_,3"XMZ3G3O/ K4W
MIWM[CK4/NW'JC3^>B$*]ERY\SOH2DUSWS+%C M6X;/Q^X.U7UANF'3+O .Z#:LAW_K7+F[G\]%I MFVG^QNC6Y1\NWV+>M_7(V#:ADM[O#&"/KI^X?
=+G5^=3;2[>SK:SR&D^<_1=IM[;IH ML_7F-88EH[=\L;-[_@MF0_;(BT]NNGE?T[+ILZ9OV.=H&KSQP>&1ZM)=5]VR
MY//X2Y4]]B]O>:Q\]#&/_LXGPL/P5[^Z[)5'.SBNF0NT_@=]N^WZO^OMMAG_MIZO_?]S"_RERR6Y9]?^4P_KXAEU??K#CUDGV 6MWW3?TS37CXH8=O_9*SWG*
M_.25MY&/YLXMI>99BJ[Z*$WKYJKNTEZH)\5OX)TO3WB-N^34^Z=\9[_^0,+ DJ[M@PMV#9^_L/O=:_9L_GZW9=W;H_A#NT6G>?/<^XEU3P!=&?,/-ZPO=16F7WRM
MX[,VPZ/K8$OA>O[-^^^[XG'+),LDQ\QV](-CSU_SP4__6UN$>S]]_9'@Y9[Q M,P]7%F]\?O"3X[Y>PW?H.69GG\$/NN=>(3YQBZF"]+&./=]]X.EMV[%Q"[9M
MPM96NCP:^\CPUH8>H[.QR[J>;;IKZ?:)$^KGHZ"F U?TG#3X7-=2Y"-#J31U MWZT;^Y.=+GGQG>7?%O;)-_P<,"J+1M(K1NTV!0K/&-AVGBW?3EBON)^\|>Q3
M,^;M>63*_/+Y+.2R<7_NJVF/J^TN?*;TT=.V9FX=0M]ZS:."A M10?NN/Y63QMZG_5/NT:>7U;;^27TQ/_\Z9'Q';Y^_[!W?X1+IA<-'UI*' MDE,=39<=[M_JZ6/A4Q,.#7Z2^>K[[I<\^?
V'I4EO=MQS2N;/65@K^WSO,Y-? M_FC?TKWG/]K\.M_MCM+RF(1G9RR[=>/G[ZT=D1JS_),A5_<=V:G/GP>];X"\ M7^$5-/+DUYOPMC>\OY"[Y 'RH,>VS/]QH7DUYO.
M=K_JX)9C/'8.7C/UH4-=1H\D#^[ZNN>C/=?MF3FFUOUJ_]7PTL[/WS9>ZGQ M_;D]IA]Y:HIKSNO. ;T6WRW_M=^06:\O/>]ZHOBL=?NG/Q[K^MT+O^"7/Z9^ M]P
VK/C3SM>0CK%?MWGS_6J.[(_SXB>/3EXY;.&U>]___NOMW_I7REQ\|?V MQCO)@Y^.?>'NS[.CSHU#7WYMY,Q>DVXY/6QLTG-DXZ+L;6M\LGUUH2L97?+!
M#3/'M)OV]A3DB5=W//#*ME^H+<_=?=EK+US%LP]:#ZUX_BO])*ZX('6]W;P MU.Y]]!@VM+K]KP-NG[M@R6EWYPDG7&7J*T^Y\#NV'EU4F??-
M]._F=CS\YJO+;MQT9OJ96V_K4TGFZ\.E23N'9T_]U:XP'_7/[,5/J=U/[QGZ M]:2=MQX^BF&MN7&+.MQ>8,_$!KPIB^&Z92MG/;%CT?[8HU'[WM^:?*.N M/S?"=^>?#H3RN2?
N$WM]=*YOO\(MCWTWZZ\W2WO/'-CG[]KG \.LI:?[+LUL MWGUFW*N.;;M?/]YQV#53]]]\Y ED_-GSUQ_O\^(A]Y_0O2]>W>W3Q^>U7OW(MS+,
[I5/+E%T+;Y\W6UCZPKIG9RWQ_'7]J?Z3NI>FI,]<_QYZ]\2ED_+[@'>N M'+AN0G3<+8=F.D9OEE_?_6=V^[CMEP_HO_:>9-&[_?>:9TYMSO+]J,W0HZN M3+]>L7L \N)VYK9?
F=H,[W2BTTGFM5Z)J=T_;3WI[+T;#[TUL_U;,P/7.BYJ MNZ_M5XYK5\PXL6)XVX?_5SZ+OYXT]-6OKKGCN?PYQ]BTT&?L^P,W %=MW7WH MNHV'9G[P_$>]/D-
WS^[ZZI)99R9G]!UGS[G..J//\]/1^XM8=],O8SX8#Y^]'1QT_;.MVS9:;]^ MP/[WSQH6/S;PS]L[7N18/":TG&JZKK-_XB_"$,3UVE=3>XB]NO5IM^ U:M*< M&Q:ETWN>N?
O6"3O0>0\F7?D-J+GWT:D]A\:&U(?VFW'H MAL3)42_<&SCY_<>I/H<&+T "(PX/N;1;KYL]U^V?>\]375^Z^95*M^SM"S=3 M(P+CO[7R,Z NUZTFCESZZ>'7)NY]/42]
(I:=='#VM_?.?RU[[,JIT4$G38\^ MUW31BP^N.+9PZ>T?@T_[,D.?UA]_"3T]JKVN_=0!UXS<:#FTJ*X<\K]W'7EC M;/;^D?WV[:YD*]M#V/Z,TVZ
MRYN,36TZM9GN6+W\9/\U=_8=LVHL.;?K]UW'K1JKC#][Q]9S_VC OW0Q/-^K MN\"XGWGFF8__OA4ERY]9[)__E/G86-__8OII:_,G]X,/ON@O?#RC/;7KW]A M'-F^^X8/?
5QUR0V]NK8?WBVY;4$/7[]G9R[J/+C2?LJ 1X=\>_N,G5<%.I0^ M[Q!
<]>G7/99]M&;I#VN:3WH'];SR_\KVW^EUW6:_1ISYLM;\V7_7ERW/C6R=:F.^F@H>W#RFWGWUDA@"WVO3G:6-6;7BP[4AYX)T_1O-=
M1X^BGW_7YAQQRP]CCA^:UOMI_^KAG\:>:G/+O%^^*+;9MB9]>+HPL-NV3SO. M6K%+_ [^('QHU;V>_>N^'"EP*=FCQ^9WV_1[D8N-Z2,/_*0G2#^ZG>G^W9?0 MZ>QI;
[_,U(^08X9^8J]QKZ_Y (?^=)X<]=)%_/!I/\Q.3)QTQ]?&+]:]SZU8 M]L'!_)M7?]VU[\A?=ZFN%SZ3C1T[H7LL>W]DJ6?ZS_Q^__,K;EF!'ORY1]=I M8&KE9T-
WW'#N[BGK9X[Z=/OSR?>#ZA_W3OKSV^4XGYE^&%P[,GO#HE[N?VW7LB?0#Y%,KWAD[1:?\ M];89,?]QUR,W?GRHS>_*5 Q,VP]Y1JRH37<(T[_(VUYW\8/6=-XUYZ$K_RE,+
M]//E-^ *C_+%7^[9;'Q\#3>D] M]K2R[X;Y/:4[>O^IL*]?SWIHT0U?#.VQ=<[:(X']LT]^W?8 <63,G>+!SW,] MY7[;F>^ RQ]J5_[2?(UUZ?
*?)A';7/^#E[>,:H/=]GUI*5!*H46*!I<6+^Y0 MI$#0XA*D%"<$".XM[@&".T6+!"<$;;'@[NZAN%MI^]ZN/:;\YIS_)U)+C;@?ZZ62A_$_A2W [0]-. T4>S?D/%FLI?I9!AY M56_M-
_;.V9K-M-*&RXA93B$";V(?*[1H_,6AJ8WOI^VMF9Z'Z\="RZM25]4E M'HZ*.T[/ZX.#E\Y$)/W@O4CC*QF_VMCMQ#(@(M0X]<#Z6&!J94IGPC>M9@B#
MIUIX<:9\4A9]CJ>D62A)E-IX!8KVG^WZ+6Q7">F M8W\6491JVX)079ANA!G7([GW)QDGERV*V^N@+H\KPO3#7P-85>?"EDSG_M47E?0-UT1TKCO%2_OIK7#"
MUKS^<)3E0Q PD.4[/U4:D0[G?D3A *R)*J"8HA:HE1CW#.H,M9= 5!7Z&W) MNM%-S@G"+$88G@&DH+9;QMCX'/8Z[*,KGV] MKO_9LN&M;27OC'#3GA?1SZ@T_(\++P_@YL--
,AY(O;N+Y+^P(B)EE]_;WB7 MGW(WOH/_]UC*=U0=<>:J"1-T-WOC^F%\(,U&6#81.&PA"'?,5(5T#@U>4U.J MD$[4.5O0:W/[QMEGSD.RQD+NE-
0W0W)&QKN6;.F$R@*:DC?!P[.E*79-PMG' M\:@ #F,H=9^XX:HZJMEC"^_).R6?W1I!(O6]/;S(%YO(;IRK@/,**EV;.M1/
MG_XSK5K^E58TA;SC#Q*S_2T2(V"BAA&&U/=+SQ(X]S(:_N2JV?6-#(I1(&T M"Y(F?>N1I1>%>+-+J:K,GR[QC3^&[27\T-QE/B9X9$3WV89"Q(E]UK91^$+4 M.[5C5)D)'%_T[?
KBVD?'"W4PFQ3+;4#-^^J,QSP<5:?J;+3I.=-<[#85TFX M-!K>1/(5T&#VI"K7C@!D'I-1Z$*T%[E(']; M/_R5LCEYLS;8C9R9;=8<\G2K";[<4Z=$#U4(B:&+8;W/KT=YX6CY'$]>:
M!6E(_SJX%)%>CP:A2-#*QV68/0Q#4ZRT3^09,7K?!4$F>-%4.51^NZA)>WN9 MJ1%M77F2V)^*:1TA*U_6IX,*4*27YNE29GJFO87?R[:Y5GU?-VYLW;LI%*:
MT5"W+J:+SU,$\3EULPQUO;;9TC("-5YD*Y^(4-3=.B7V$/Q,(QT-FS!2V"<" M&-Z52O:9HC[C,H@Y]U]X.?6#4I=E5%%GSC4R^ M_S?W@*0);ZL\Q_NT:H?
J3G+E4"E9.6Z.&4J(&7Y[(,R=49R M2%UY:GZ#BCBU84Y'""KD4V_VKLF=QV8Q85D(IQ56*+)=IX#&@VV27OVW101^S MQ+-^$V/'8C?NL[1DXNVA7K'\LMZK!%F/SXC3'>1'N<
^L/Y)H==%L[)#PLIE MSS_\6RYZA]-2PU;27YO[U0C(7>?:._DFIP5AS1:GBX)7ZC?RRED\RM%X?DQO M*2;Q[OY7?3]RGU&;FY<=\%5.(OP!Z5@^$,#P
*U$4EEO'^CFSWT60]$V'V$X M:D=X+5-NR*D9QET$$T#C<*CQ+\/5'ZD_++&X74KUGDNW(TZ&AD-@F,MPR.<] M=V&N05>"T?QE!54[\8*N7"@2!)-$9OC'E!5%RG'K%'KH1PX
-! U+35?-^5M M+.R\<<,FOL:P6GM[H'>%.S@&+Z4W[2"#W;'7P8,+UE#%3QVK;RYH(K]839S" MJ=C[AE)BO0&J^O*4@\/_X\VR0W5BAXV+9NP[6DT&Z\=9J55\,D9]Z7,V2_PU
MQ\S^7O2?TC+CE7 NK]0J\#[4;+ ,-(K6L="M+_Z*799:0.&I+U*>?IX..+R" M+20+NCS[S-_FRM>U0(=/*XNX#@U8'<5PI![F=AI5LPA[:H5&3[EW4^S5#([9= M6Z5^)'G8?GQ%\
(JIPNFK/56QBM=Q& R29R=J1^SYD53+R(Q8L9A MR=>@>/2C$-5D\6 .F\+"I)5:!OZG')]MS!="8'_">H*%M8ZU3D:!0J%:LM6#V3A.7 MJ7>VE[G]4L@ 8ESZOE+]?
G&D=DDMHV:B)>X.D)]4HDJAN3"<-67Z;<(6M MM9V>Q>GM\82ZHNS(TE^DU,<%,>A$EQ!/';;G\19N51W,61?X+-%"%+Y>$TWO
M3=J"!_TN1,L9&.JJ_>O_/;EWR;Y<9O+_C(C".I=OU\ER(ZI8(L;G)4]7LC/K MS<:4"= IT^V+E+9G\K.R'Q)6B7]AZ:MYZ?S")IS)\OE\-4UW4E&K;[!5$C2) MGN)\|-O) FCY@\M/9=
[WF6>3@"-/^\D;6W[#)@\\L83AC:>AKA>09=-'W3-< MSG3%G";,![RYVCRT!E+K>@N-#GX0J=3W9;:T@PD+U.H#KM]9V[QGAHO)6X2[
MDX_NI2<.G@G=6(I[_I2^<'+EGS>E3G3V,D(,G()M["XVG7EX*7AV+RM?.OQV M"S"-<3?\M=HCFU)+1M1:LX=LQ>X]:?)KG[5U*[3TR/+Q);0!A_C7KD*(]O\6Q_/_GMPF1(?0IW?
[Z*-MP M_B6[.4P^^ERMDK09B1@8[3\CFS+[5?6?U1,4<\8V?V%Y8<=83)H>*, M$Z5_2P2Q$[]F]=KK9UZHLA^E0 K-3*5/Z%.>)/5SL6D\>[_Q.4U C97D
M!*K'K2(+B'GJ<=4.UU&44QO^33MDG9&VG$BOK(G*@=F>=:G^0GYUDIO7C0$5 MS%>Q]RU8=26H;'5O()=]Q^+@$/I1VV)7#)?9V69>=)L@[G6/M)*7*J,.]O4 MC> -
PK_)%/7+#B_TZWM XJ?S$@D*[JW8CA#!/NOOJ4?0>\KKI\+7TP@H&V-Q MUM7% BNQ!.VE\+W2A!WP\GF>MCU$J?#7=.]O]\&/GOS?!CAMA%Y"T>K616RH5#K#Y-7+^>
(]4S_[='%Q/P%#'R MX'!V"; S(UL#22LW.Z$S,U09>$R%#%_*L4?=R0P8BW?Y#70Z@Q;9GS(NYPB. M%D%ACV"E#_>?CV]U@DU'5HZ:%W[R[JQT#8(LC[)I=Q2W9J0Z[3:'_#SUC;
(Y M'GRW!W,0+,^>O5/=MJVD8-A9HX=Y7\3_A95Z2>1%^?.Z?R'$.6?$VKBTU=RH M>C/MS\LRR13/K@@;]GG'3$P.&(MU#,Z.GFQQF%O/>[VCV+"==.!GJ0V7']A,6[2ZM]?
#5EF_CK:,=R\/D(XX.-V M7#"L8U1)48_]!UQCD_A;\^ [2> \ZW>5K3%7^1RL"7O.0W;NO M5-NOST>E!T]J#F'X?V$5+EO.:E>PD=H4E?6/\0A$JGW1/&3RB ZMN1YV&NY
MT_+D3WD3&L0&TF@;+:U]V+[5&D;W+]Z*XF%/;ESQ0@!3O44OX/;J%N4-/#92 M\H5U%-[#R^:X8!]3TKUWJB;&2B!:%7&1"+ZMD$PE'('?8C]Z5_5_XHIL5_'> M=3YMA?Z%-
>S/QF)G $E3\->0C7*.T[,L3VGNJYA[.A[Z/;*J\D>GZ=AA"+T' MQEJXZF2E=#-@<&_47>GV];*?ML#X[#!KF:3->WV?NCPQ)_V^@Y4%(\446,"I)=],SM: 4?K%3OS!R=#>/;]1+&.-
I(6_3>I=#9QG?80USW M=HKG\H$Z]E[KW ?+;(?VC@F3 RIQW"7F*FJQ$Y\3$W"&W\G-_Q'V._TJNRD>L?OY/JU^T5Z-IR M49@ZLK4YO>?)=^*L*0/Z)$8["%LQ%2L^M^[F-!!
('1MYSZ5(S_F%_]W&:>J% MJ;43'15 2[#]!'I*^$*ZS@<+GP5+9>*]W/GGIH0^O-TD^>UJ(3R$";7%BFZ M97?FEOUFTPX+L_M\-ECY"99_\Y5#1_^,;=!MYYEW[X.LT])S1*PVF
UE#]3A MH6,T8&\,A,AYL!4J#.!+D#*K9"F($)61?79Z)G3W4KM\TMSMP*A:AV0J3W:\ NNU[^G6(:4!TW5I/%O1'.E MKRPV08(AJ\K<;C2.U]-=<2DY*2.A2^
8?"02J9V;96EKS7TW2XH9@&KTIPD[MEM(F<>A&Z#J 8.RJ?YO'#FM*@%1!-':'E84P&M%TRO[Y<30?@@QL//MIMH$(
M"PL+@*7G'!#@E]26Q@S/!,6&GHN=JW*NL,"ET%5^J^9/FW<',H8K'O2LAD21A39:]AOQ26E&R,J*+7W<. 18.Z^IP0(H MJ)O+-/.'X^SE-
*'VOT;7U%L78[P(E;P7!*2$K+/)X#L_.3B^O0FK.O4?C8N(M!T+7B\B'//M:LPX\IXKX1F,TKB;5XN9TA;6B)U;XGYNZ7-_V.BY8.1/5S.9^ M?G]")<5_RQPD;9JXPY#6,/2XH=B.
(17PJ4##R\:UL;$XFK+14"? M8#1Y<]4C4>)OP8^9,[<75DVWC@L[:E*5>2V_5T5=_D._=2-,5)%8E5XD2X, M(3TON,P$?M2=GU")85-CKJW=B,C"^.AWJUIZ
I6*H_,\G)EF>IIH>.:3A*BY M=#,T*I;X6(P?.[>L9'YOUU_@;WDPW&4;R7/^B;_7U=.GFA*QH!<%:HECXU%.7%#**[%DU98E.]A;A4!I2P=PD?I; MOEP'EJ9'HW5+)LW=8!HJ" ^^-
&BL\>D(V?5&2J-5W";GI&_&NP7J.;V"+>17 MK^L3G]?86I!C%8*#-S08]+.WO:TKQDI0[#(6GO7UU9)+96I3TMQ!40QC*'?J MOW/O:$XIB\"RQJ^J**]M-
93J[P9_AOZ^9[1%WU6';I3TG9'TJV-P2]!D&0 M\M"$?TJ^K+C%8[(]2M6?.7C;*ORURQET5#R@6Z\[1;I@K]B@@$*XYU:T?E*5 MZJ.SY*VQG1ZWX8LS*K@L:48#I*MJD%_[,B?

JD,6AISQQFW"%'RX'<<,!8F(V M+:30QMD%FZPO[D3:%Q2I9!7K/H2)^=/\=G$?U M=P)IMQ$FDCQ',T+DO"Q;A\KZ]&*] 4=X\"GJHC%TKA'<"VBA;5$&UDZ-C&/6
MJ298_QCPI(U1";% E7P7I0E;$#"NSTW[KE MNM^8 NTXT_%R;%(.Y[2:.&Z__'23[K#'';5A9,G?!60=0<:5VW,@'$[[YH_37 M[KD>((MUJ3 'Q+)6@R.>8^"/-Y_LPO@Q_\UXMN O+
(:"7OM*5Z[,S7KZ_-+H M[2501<9$A<-!@5#)G8"M&C1](@.80;[S)4:'Z3H=LU7;_+3WTG!8EV1YV];;
M$:K0)ZV$.@<;CIML[3_P:/9'O]3<>CEBZ_2^OGM)T9SK0GF^("XD*X^Y'ZQ4 MF=@7'/J,0\HL?XZC[^F9)[9PTKO2@H&=6'B[2@6L*#%_I;LV:H354X-D3%>U
M3HXY,;^_0#JLN"LO2W9!KW<\1J+559SR,9&3.-Y/B[/BX4/!]Z6BZZP_U=H M@NS+J]:E70E S,+I\Z(@J#N^9=T^$4UT(WW'>*VU/9&][":C13RX$L6-
R1D8]3+9Z>W(Y2H3T$=,_MMD2$BV8I;HRX#G>75@(S82;)0*2Z[=;1PK&5 :@/6PW/Y9L/]?T+4P16# MEFP< @DOQU&?>5KZ7:E+ D62^'W%! *YT=M?LB(C[UMF-!LBNY S-
LX>J2;)YXQ MG%V_JW-@"51 R!<'FT@JV,FGC<^6[FR2K/$#N2=UKC#UVM-?XA(9*N*])?A& MUR67C^>DU5(9]- #ES>H"'Y&+]SE!FBAW< 7[#<9,]"FWVN!T "^G?'V_)?
7TNGF:S/"S2=X'J=0)5J\ZO8RI5X^?@N8?,!_E8%5ER] M]%_@>/XRC4)4DL\,_&6< &H0DZM<1X$08K7>W@0N%^GA%3)*JD+[#,TQWT."SY>;JW8([?X?6">I3W MF?+;MR,W[?
<3C\@0>FU5%R(I;=4#+UZ^2O:^Q@$)]9UIB)0E[^^Q3RH@,[)L M[C[_.:;(KK/+$G& ^&%#86.)KBCAV:PA6'SE"C;MGTQRX>;/Q2#N-JB
M+'&4PZFCD6Q)QH+]=W3B:7F!&Q(YRSP;;C;^E[D[10S)+5,T! /!Q#U"YRUQ M(B)2+!$:UY\X-IZZH#=[OUAZO%K_+ZBI_@3GMGMD57&IO#[:Q8\&!2UBDJH2
MYX28,2L6D^@7-/:77%U0AK\T#_G,MD%$^OI\9B#-(O+WU*'TOK.-POS1,8=?A8VD,*CTIU[V MBZVS)MXBB\Z.\:CB"['\2\6+3LV(N$#X3UGT2VQ63+.C&]N'26KO+SFP0PWA
MLE3%L#+V+^Y3(ES"R8K!IK!^V&?CU:R(V2]_EB;S42'TS*CK&B>P^]]V:R.(H'MI+K:"IYV3O+?I<'S!@KJ8/]!3,_ZBUT^T6E9;$ XAX_LPRC!\25
M[<%%A([*]ER,PL/G%H<@0F3BU7+;/'S-WZ6?UHKGJ']A$S.4A=EEOSF(UN\0 M&?<0G#"2Z/JJO^PAT_?M^J4##DQS.>G/<$G[!0]L9OTYY'8#LC;/$].\]0ZY
MA(T=4T17/US2P_]GSYQ[XDQ^5-K\3'\FW3W)(!6:71;&=!'GM--ZGB91H368 M%3ZB"2+I<>8)64,+2DTZ1P0N_\XZ4WUXK4SP]C>G7B;P-(E=)? M2:5JK#
[<9%1Q;XNH,1CT]Q!*^M7N!6J6ZMBF@40G;[MSP:\T8W-V!X2DEX[R ME&B,1H"\L>22XR-D[=S%A?
X^YSK1;5E=6<.HP<.B_%8/CZOP[T,#)BV=76@G(=7.J"ZA1ZN_*EGCR]>H ML)=.2 + &$&7QD^Y=(X%585MZ1@WP(3A7UAL_CV8C^S5TIR2K7>>K$^T5_M0
MYT'.W;WL2>7PH1-%$;*CG4%C+7BIFDXU<9G5!/]D5 &2MFR!D*!!]"\L3HVE MN^8,RD=S]5@'40$,XLG1'.?1KV=/<7XYT]I$-LTU0\;6#JOS*JK:XB3(PF9O
M#UPQQO)CQ:,0L.0WDJ<7%#(QH8$F5HI"NI K^G*T/_-G,:B<[W<1&)("V=U MU27'8G.25AJV3,(M_\+B]K5KK.*PJ8I=X!>O.SXHK^JXLN65TB:S M0\[OE0WU56[^U*TZX.
(7QD?*@S8UZSG.,X[(8=>K$J]3U2EDGX?EM:B^)$%. MZ-(4U[T@CXW[34 :> $8O?3\F+I34@***D6(NK1!KKI+H@ MR-_OOW)\SVJQVG@O(BS@7G<^G?DL-I)TCI@M-I?
_UBP@-_\4(V*%K@3U_AXZ M7E+04/!]:Y1_J%737CA)Q^EWB1/>PS6>0>DT4U.QHEX(L0S^VLM)?SJE#TO@,S O,=ZIOS UW8!U[VF):MA@5S
M]Y7G)F"JVIHHM5.]9)K\W(JON]5[2QH:'DK88%DE?+)!P7.GZR6QS&[H3#+1 M$[%@0VRE[%_+*T>0=E]T@"WB6&T.3L+T!\I79ZGO7X,4@<3H"95P>^-$_;/6-
*L(EO3#F#%6_E7IN64>UD6:0"D[/134NAR0?5E#5.7_ M3MVX:B)SYM2_Y9TI3>DQE2.8Z:SK6D!TGNGZY'_341"I_3F;8 M&V_(<@Q'@D[85PZ*H3CUX4V8XSIW4H0-
'6VX:V@BOE68:[85:69_Q/%+92=B M90,EF9,-N0(LMG,+VD4TVR'J.0>]D&RBGLT1V99DOAMGNE2!Q>BU,+"\8';V M C-3],*U#&9U(M-\<-19:LJM^?/DAO4#.)>_!L">^5?4\7>
[MV_;3!9OK>W+ MTY\\]0TA*PV*_W"9(KI#",*/ ZF^-24I*>\0]Q"L)>H@X%*(G:#*.))[W"BE M\'+ ZEPL9H'?"!Q552<@478^> -D7MES6U7-#K!*L9KW%Z;7M+3H?@^!'-:2
M'^Y%/V:VXE.5?A0 &IE^,#A"@,5D1]Q/6SW8" M*@E%&=2Z*<2)Q7\;RK0DQF\\^-;XC3RQA_? !",J%1J!_4[IX>.S)W[MTNVJ M](E,,2'^L/:79&?
U>L'G[6TYM#J#VL8AL%TW9!6!Z>T7 M[CPC%\:"KJ5=\.4GVE7AR><:<\2Q5EBF" 6$ F4ZMGC69X[;3;5'=WWF5WO E6SU1=/)2\ M\RP$R
M+;P)I85^=D=O[NTUC%8B(:/"6EH;+)I8ET,$=WW,G)W=02_ (>F[@KOW]LV+ MT:I*R#P[=6,!T2Q;>?A@-[)TJ MRNW]Y,:XY4;%1:8ZDD4-.T@!H:W%B %\$%&>_7:Q8IB8
M!LU*;4N\C5O!ZFD60L!UZ[@I#D+] \JG(AJY:[=H$VW!@F%Y:_)FS;>"!7> M1T\1M?:%SQ]("(NLU1Y[NVU5/Y#D8:!"F'D+:R1\7_9OE@=:!&[&,13]@QZ*
M=R.#)4Z%7T5;T<;&2D'A;5E&QB43$_TXOB!@[C0!1Q.+C->G<3]-LV_4!.H, M(SFH,UG)O20X5IV(X;(DA8,R?>GX!^&'DKF_Q?8=$A!7$_H*.:R\J'!;LR[/ M*+\R$&
[5"KDJ^),'/6$\N:;+JL54+E$PZ7HG2*R5HTK5U8X/7Q:RS*5R']48 M[K"TMPWM0@ZZ8H]GGKW>-[&X'A[?) L1S%/_(GC]3.^#3:<#IZ$S'P7AGK]V M@UB1-_'FG. 9>%%^?
ATPAX>E_[98R*EX?.$@0*N(UXGO[M[@ZJTD#[>?9J0T MD65$W>TJ8(!:U6Q.,,$Q:T.D+)=U]"/[EIF-G@WA4(6J2P4/25%7]QVNK%VX MRI-W[%SB] !^>J^@-]IY>I\J;DT:NT36?
Q0IY?%=J+I(]IEL#80C& M][NT..ZMRL0L^C2EP3[C)F1Q+,#8RU-J3=X)&D**VL9]*R3/=&=;L75$[\9*R7PS;>]3ZY3XS.V MTR;A&[I;R945.HG65@>VA\SR3S_WK0C63<5H.#?
Y8K]SLJE$3AJ[2E)I?2:GE9=32V;&2F?CCR'(-<'L_L*;M795N<&QVI"QSHXZXQ7J> MPNB&Q*/*"&@HXXY?](F$+NN)%'*U;83Y \!57$]DHZ].'6;)9G MQ:,LF7-(KLA.[=0J
T^GCOD:@U9NE&,S(0XWBCA531)R1^WQ7\& N/9BD+[" MG^K\%U9Y4([VU_B'ZZOA>>$8&*<]!#9X"AFA1;XXVL&ERXD:C0[B]T'F1B- M=.:-'KZQ"
[H'Q+6[P=DG@%_TWO*QWQX9-1. 2^2UD]% MI?AB(O!*N8X<7\\>[443>&<\Y6L:[]\"&ZX!\S>]9K>]1PA!QY) (4(;UX_A+>C=?)]YP"K1S1S-)@YD@6[/
M\GUJ'I7&>JCKL>PS6&6RX^\7+&D:'I,E,?1"Z>M.3+JJ., F'+=Z6\1P!X!< MTILZY32&:JWE+$1N%]@W-#(2%GZ=2\T"U1''9"V5M=@.JG5O@]Z, M.?@@-
EQP;94HH7$7[@I[OI3,&74/2W@D&I%'UT%M*Z87"4N&BUVTN!P4\=(8 MKWOATV6-+@5NN-P$,\-!2JU'VP!!(2.027DRN6BZ.%-; :P_J3T<(Z\=A2^' MKW*=&_KV.C)TP(X!"\A"9-
LWUQ7R\],KDTV"*"PL34;C9P;4>>=P@^\?# MO,!7*NC=EOH7\N@?TYPK,<^KX\HI/*O/XEE.% N([F ;05B19*OR*1,%]X10YTP\#W=8(5;Z+=G3Q,LF1/!RN-
N3ZHER=DZ5,%%TW,4_H5\KC7E42JAG58@T0$ZL" M&+$X;4VP.!6FGSP4#9Z4'?$\<6G4GP43<+L5\J@C?=$:)=1Z\?9D<"JC=RSA M^B0#E,H5ZK+@$!/ND\V(I%O;%!,0GE@?
8HD>_7,#$?+^>XEL6_5! MDV@PDUQN==)A0)PVHEKX C*9>G;$XV5[Y9[YD=T(6J>OJHKP:BF2\]N/1Y5? M'"=^R=]&UPZ[M3-Y7GP5MT318I-
7=A'CVM"E5Q\.5!PYV6N+S8P/R=W[!"*R M::-8^*PN_!EJ3J0TTI8"4,(JMMF7JH*3[;6]9(XX8_[Q4$*P\0/6GD]X0B!S MB5^J3LU!7@#53M)#: ?["E,3TU#62\YSNK?VG,)Y\
<^''%NXA/77#AN=3*XU M@8^65%WY%@V<:+F4\I@ M4E/]?V91\>_M=V*F6G*28!F;HJ*BE965;V)BFC;_:P9B^8&/L@S3+HP:O,'2 MI>=G,SIG>/ ;S7E+-
,1@<[G1ZJ".RTX[=00UXS,=A_.'_#OPK MBMNVH>H7CTO)$J1I=._" J5DGY:0!G1B5^P-/.9)I7M0V2($9PJ4[."-#>^< MV%9*HXW2,K=1,^)J9!),/_[_9RY+10U="BYF+Q4V;
(8!=16FRS*H*(+;BR. M5K9R%Q :SH!QNYD\YF88#W[V7'9==O-)\RN;< RY":B]#M3_MU=^8E7@,&,, M2O>Y[*/G=DK/.[K_\W=^*&%/OYS+ "0 :>WHZ,>;3@"[Q\"4-
Y[YW"52756PD07S6[:T4$(2UFW;&6LAYHX M6E\EVUH;S@M3\DP5,OANL_"3Q*MA^V0:M6?#978.GA:V5"/E=R5R)20EDPW% M6A9):D>L2>6NW_T\%T#J^1-'D /J(^O 6:#?
2^QQ.U7N0I??&M0)RBQ 1K^# MJ7&:7^H!(>7_\"%Y@.?GAGD_(S)F=\K5Z8^H(\1N;MT4P/5ZZ[@0066JN%@T5N5HJK6)1DP&N M1)F :BV9V>*OY8ZKJ_#\"VBKC].R-/O,PTV-
#&? FO+NTQ=XD78I1TR5Z73Z MK?4RPI@U>TUF@58#IVDQ] 1ZE@?%-^R%K>1/DU4%YP#>AN4)5_+.47! MM)5FT4K:5MZG<%L@0]F#SK87Y4?
ZO4>S8PN/&XK3Q6Q?"X,6REBG.S('WC!; MG$63]U'ELQ:O3J;QJE8]TJ?MN_ZYD/!&1PR/N70GO5;9;ORG)'4'D'L A_@ M$<[.W(!APA53T!&T/71SXF.K_<)EBU[92=]8Z9EY'L?
SQ4YF'6R4YDWXO%- M!FCFNSM4[CI3RJ O@*9F1:D"<3U$_,J3^:G_4E62?L MR0)D\2*9(SEFS+)^6Z?!)3TQA-GSQ:/66Y'$QLT!-Z1K(]#0+)>#"_+)0M;6 M#U,EZ;-%<"VR%.'?
9>Q 2,O'XWC+CRTK:D*X>9%QA,F): 8\ J/;YNN^;Z^C M.U8;6(,FQN]81R^)%^C=/JX%QHAKZJL18388[3)&I6>NJG&5O#E[^@F96XO? M)-<9![E0#G
1ZVGH_J_N3LOH@.!*'?'#M/LKDW67^37PQW;:!??8"B0ET']' M9F/SV:2$#,J,HXT HLOR3[VV_M_OBFS:U,\M. MD3I:W5:<,&IOL:06V%?X7A$#/]WM+<*#56(7H)BY\'NE!%1>IU:
M96H:65GP^C/K9='TM5,VVYG7\%?7M2.K[:TG)?GSA'^:D2.3ZTT23 M/HRAO,STTFY>O3XR M,\M5FY2:I0O15>VK:@^%@%* M>>B"Y#"CE)7'596K;(QO
M0CO)=P'ZT2"8:",)#>11J9D'$-)0YJ"BV="UX=H2P^D#JFQ?YDM)&G/!IEKJEKFDU#_L'R=_WS5Z=&(E';0#&VA MR6,^4!J6;R2+JA!VGC9Z4OQJ7,8S8,/6:Y?E%V\Q+31^,)L-
(^+O]9$XT61N\R.\]FOF' MO)#\RC1/MUN M=;+')V]DT:SX6K M62'/E$FC+'-+8Q!KG*0]:628^X&X^G5ZZ>PC787NI^^HS8RC==3%7Z%]8AZTV2_#VP".' MQQ76#C=OX\$1>,,
<"TYV/I'>O<2;DE/,*&GR%-TUT3F7X^XMHYI%[<#LE$/' M/*YK.KXE:G$"<1CC'&Z2FB@Q]@?[?=C&AD&1D4-)Z'\J8T29/%BO3EQ]FPV\
M#20[PJ5_-3PD/4JD(1%=5I1!W&JVO]G?^%7VRPB+QX0U0ZJBJK:[#+;^J!BC&!?S]:]W$6\,MX=:9R&NUV(N=&EH%<]:^!DY?01J^,^$E& M%("SG).T;:BIX?2Z"C"Q0Z?
@\S3N2(@.'/$"#)*X\#K"#3JO:[D;FQ&/R^'9 MR^G0"W4"!&0I-J]Z XP#]H&6WI_/*;WQE:JK@W1P6:U-*#T::Y@;20@#_&TL M.L->A)(ZHJ-
(Q&D^2'J"@*ROY(#L3..1"GY965E#$2NKRG=.15"WU1L*J5&V MXE&W*!Z6,Q8X4&=_='2,%DP+DWZU7AL6E-A'8XSFBR,#&Z+_)NI]D(^%AT7Q MVI^"]=]MY,;$[MYV!TK-
937_UA@;RXE?0W3M^>EG>&3JJ@J;.)4U:9W?.M,X ML RFHR;4@8))X=7N5W2[)X$K1ZRE&>4GH#NMD7W8*#70XZ4X\7/F(8O/#XUB MH22/G_&L(W_/'IIM'?]:2RNJ-
+UCK]Z#GSOTVM.RO[-FN(N'R/+)+;!B!1O2 M],K&)TI_]N\=>2M!U[OF%E.#CWOQI+2OI/6NVX/0"GEM)<9I'_NV-8UG!U# MS%?(S2DHKOE=Y458Z\K2,=UV%)12"4"7% #:>7-
Q0OIZ6GMSVQT5C$\4S0BP M(IF+>O6D 9%[A.?D.=R;/BIHZP$6-V%#O;_Q-GL%=G;TS20P>>!8E\'R".]U MKS9Y4&11<<%(A_CI3I]D&RX-
>MSO2+ZI5JT2UAEZ5=9;H;K%>^A5QF'?-/&@ M480^,,H5A!"IJF"LNPYQ.A'1=*E=%)XK0]Z0>I@HKVTC"J]WX6TA(0\3=1#SEX'K B>%I,H<[/U-NBGZ?
ON8CYV27(SAD9>'MIK>P MC:X)H8#%U6P=?;;24IQ0K!-=I$0+>@LA'N3[/KRX2^@WVZDCW7'5%G>,&QY+ M-0(X[XPQZS>T%.
(]:#R@*:1.U74?]J&SZ\N#=LB\O_%OG5PF7F8RAS;%<8\ MB++LB:G4'N!/(9XI>W[LL":WN:QE"&&EZD15^LP"^)E!?@,]=ILD!=U7UU'= M3FR)[1-WL[-=YSRY^5)?BAZ)LV?
\%,VE/ENWG]QO2/ DFCG6^+PH%1"W3/MZ MWYKO(L*=5%&=-,AJ'#BVB8D:C4.G.!N [*X;8O+/E%Y^:!OJ$XU_:>'VQ$DL
M?:JO,;A0D.:,5JLLYDG9@&P9MY&.8=TA\!6S5'Q=P[ZOPZM2PSU)=/CT38NF MY!@ONZ58W.\((L?$%,R (8CY60Q@LET:@FF=NL\JJ&VY4!W";/![CJ1DMZ1[
M(Y6+'N:K/HWSUV[:M[(,4^>HHT3KV_S??+_U]Z;QLD@FA6AR;>0L@K].!KZM M6M,OVGCGE"@"2A2.>&DE6L'I=B\Z-P%R=?>\8<5/'^J!Z]2U?*.[$@Y*NYV_ML<6C6)O]G+
6#N,-3>AW>@Q8(8B,PH2FKU"Q\+\ TXO@N9!\N" Y%"[)^WW0 MSF_R(?NBBS.!X)B;6I-M65#<>^G=A K%A7/B[PNXKT_Y#(3:7E$[0_N!M0
M2:O:/TFB[SNP638%S;>EGX+!G(7-'(X+SM4*R![O(W85F093<9BG ,W'C/[. MJ%YY5K0*1K^7S)%6TS^>$0%^@S%1?N#1G#W*J?G!R6UA*!+A,NLB;8])[*SM
M)8/P^JUN#2#L6,K+?$YVI=:2,S[4.DJKI_#B;9&J?;=?62%1M+"EU1"YVTA\ MRUU%C. 0_!:Y5[%!);7/TG$0FA5\--6T1%C0_;0#4JM9?;QUNZ?4L&0W\JQ5 M[MA$;(39'B.Q\ B-
3MJ=:AT]Y&^]_Z*1-Z69.^?@R'J_2JHO?JX_[;IEZY?^^.Y/MQ!D$7+GWXC!G8/N>L3+J1Y>RW))H4X>>%ZC32FZ6B+ MF9GL?MA).$O,QA>.AU:>QC?";:-
A%T9"N8SJ8;9/6./<4<@7U\26(T'29.'% M75E/0,J!7"AX.B@6&,,:08)T!G;OZW.C&:+K"Y[C M&V$1J[+':AQA"'[\Z+GL"X.^OTE'P?\F";46A/B[\G4>^M%AI_^-X=$8!3?
$N!J2[DK5)&3S5A(6)'R(5SBU;H0Z;B42P:(%! ME5W?]T--@M:#3UW[NDJ4%<49W6$@ M,G5_V(LRPOQ-N;DE! H%*5D:1F[LHN8MN6D9; V F=KR#$%%(4IC H511<$/
MO%]^XDC)#LO9SL[+MC8)2QLUA:FFFQF:@P:U4^UNRT[*UB)BPQ V/93JU$:P M";I90PAAJ4)1I#E1YM1\.VOIX>4L.1\Y!WHE ;WZ8N]]J4YDL=F6@=3R\ODN
M'4LU3\N0/N8*4]$/Y@:R9XG!6^&;MM13Y4JDD^/ O;C@V+B0$&:PX2+NIS:7 MXUG!_Z.O.J*3C'*EC'D1430(O]#:4H1-KB8RR0^I.M9T-RRM][,!FD#6?
Y\1_)A8A7V9=NY3H8&;97ZNSE"BY,LL![:CUK>Z&GD 4N9 M:GGGHHZ(1DLR5W)>O!Z8A_B^*B,Q(98F;@4Y\]VI55*W3RP+HI1FATDWWMA@ MG:A\H_O<_[-$1 R.
[MPB79=7GYM_6[CG0HNMNG3H2 (XK#O3>Y:3&#CP^9$/ M9@%&CRLG^\3I%F_*$AU((.IYSE>XPS7))[R[J\143[(J" 0*5JX6]_JQPO1I M-%E2NZL$V,"X;Y&*+1G?
3/N.LSR:'DD/2E0/4+Z<]B%_.]$\L@-TXMP%:G6. M$%EIGD49IXY=2]7Z:7SH'[&\^ZBK)']BQ#"0V0>3>F?L?M^@ZX(3[\::RR^5 MT:;_%Q8QB3(+J[Y.S)9$.
MQHE_P^&%E4E:VHSEN*Q43&+ M]=+DV/AZ"5_K6&P6BBY?DD[(90G55NZA-*8EJOJ,ESP$L;#V,@I.IX%0=SP M?
$DK=35?"LK$_A!)7YYIF]I+&H!S0JL4(OO_T/:647%UZ;9P10@D! @$ M"0[!/;A#<'>GD.!2%% 0W!+7O?$USTF72\YEC0P-)>7'2K58>>(MG3J@7"KM&MTW-SM*:Y
8LW2+]\@#WL.7C@HF7^EQS8H>*))-Y1\I)AI(\VIR MG4;.8NZ?YT9R).SX[9[] M$-#=R252U]:9F]/7EJ]KJ$H'@XS(^]0.#C9[,XWXU/H1!\FQ5#P'R6S$*GMY M9;*J4?/&;PV6EC;*-
]IZAYBZ+D:8H3(DV[W7)+8>"+FT]349RJ)E,Q.S<%@4 M:40@@P>*-B$1I*JJNSOR6:G)9Y"NP(O/+W[92^$[1&-JRTU@?&_[5%_MPKS4 M?
FCZ4+1PR^W64O'S%T.&X<"5[4>@89KF:[TNJZ,F_/K0^^<+_-3S(P?E@8F& MFQ2[0Q96&Y,>\E7AF)3!2;=W,L_,]^-U/YFOG!OALJOYD M9]?
U8C*X]EKZ1EEP$IZ\O),6)PX.QLU\SV[#II M*><7G+4.KGE8<7X"'P%)$,P ^UT;#;@^X&25F_W];?XO]R[Z5^.HJCET'[.7
M]JS4MEM!4B1B06M)55=,!T[?.%T,5/LB;V1VS=P3UZYI:**Z/VKOD#3P=HK M'2,NI,;$-MM3M7M5LY670/LJ9L=1!LDY27Y:3=$OTPFZK/W'T"+>:@^A66WCWNB$
KDBSWJH+"$81CE96_97B,(_)CDY MPU_L8KKAZ.T7JHW19YU0-X" C&%B2TQE'SE:1!94)@L H8S]">"-UQ966>;? M<%P280FZJ9OKOC'$K_I8
PMO9);HPI4:&@DP7A:"PB8J3N%1TR"B2PB M3E+P=!KYZ].FW4#1V8SOP&6"&G\B*9X!&.>1[UN_WK_ MN!9IF$<$4ZX@\TW0I8B)B#;]_G^WIW&\6LQX;]4J/F42[>1GMJO
>L@L"HVZ M,'DA@LF8K/16E.*1M9>*;;R=^&6H-[,#._F].MPF'O9,I]?WF=%1Z^6O:VH* M-PE1]2$,;@^\+SZ^5(ZB5^GD58L:MFI&;^I?JU-[S[)T%6$K1D:@A)\+2K9" M;? JIZ
\LBK1W_YYA&[LN_JEOT#YGU\)KZ*=YS> 9Z-DFC5#J-.!N)QSIB2H ?3%:PL MO_/T.%U,T%LW$"@)\PYLLMMR,75[948[Z4^^Z7DWT/P(4N7"+!? "L&>U(T5 M-T:Q?
75YI+G5N[57FC;2\UX%A->YP-WI*4=+ C3 B.NCXGJ9V/7*@#F:V! M+K@(E@1^@HD]A)?Q*@]?+7O*:4D2BTP1/:<-6=_TK=.SSFOY9_QV+;V..5%D MR?:@WB
JC\7*M8!X@@>GUSW%BF0J5K](7N?-#:G*J5<1PPT,+U5-"*?X>N0L MPX$UNG5/"Z3A=E.#)TLY(_E<#[PDGOB$>N>]&!KXU:W"A*=[(1J#4$34DXD9!-\=5"13
M1(H991Q%OC.F7"/#5'"@,%7T9@Q"J/*U0G_V.&/+AQL#YIS_80]X*[J;U1RI MKWF5BPLC 7O]@I"-31\X5"GD'@C-8S"P-UV+6M$2W_)-;7PB\>+&4R ?IHA-
MMB5X$0"TORJ,&#@7J!%N38TSG\-I58N>I8W4;T%L;P]":"=3S)B%:IV->V0. MK>*P=*T(J%[+2@=_)A8I/)^O8*!V5%W2,S3+%T+4"(ZXO8A&ZAPKVYCFBK!<
M&45&,B+P4%CA2*!FQ$VN@5=UB@H&9YN8?*%)#;;$<8S"$YSZ<\-RK6#CTUC\ M(PV8OI_Z!% [7G.L$;G["ZE'R=X.F[!&]/$]B&:#A1V.W0B*^<^AN:*16X$R
MB71E[M9>%I#BR.G%*7BNXCN6>"LW/]O70I MHXFIIK+D[+J)!$$W:_8?_K)",/T-0/3M1Y;'P$!IQ$8#ZBXIT\$9GPS)FES& M=7W#,41 +FU-
AB:$NB2)ER'\;^#X/]\,\U^.%N=GJ0:G=78A9Z]8*58=WG*3 M%_71DPB5Q9.N1,Y%/PUVFVO<3^'3 MXR)DI[LQ>;E^*ZNZL'-T0"2YJ;NP^B9,J+@']!;UH7F8[8PP27]U!K7CI_TI
MJ&C*@/=BDG@39,/[ADQ'N/I,$Z?ZX1_H_P"84FO$45]HE[(.4JAL\37^#Q: MEHB2!%M)3QB%W!!M>/" B,A=D_P&AVU!VWB#BMP]:A$Y).]%(Y&8P5C/7 S, M TU!=\6Z16F'V"
($H8 3-L/#KF>@VUDG@>SG!FK6B;Q_;H\VV\<$0JM:=7S6/_1M2'7&;HXO8442OH M]9I,LE^T9M.YB6U):8U;>EIOWW79@4^I_G.FLS"FQH8E2\XFN(X:ZWP"E1**D+:+
(ADO,7T%4U3J0#3HF?-MX M/KX^ES"GY_5QD.1=R5.!6BL?^O'>>/Z8- M!M:*.>!5^_9DV_"+1:7Z'DAEJ@_D>B-\=Q#1??RMY\V3HDD0MV N83L:03M3 M"+-3![[AF*EL^O\V)?
[GH<,_?C\TPZL:R1W57/#5[DR22=?"UU!'*$]NF%5W M6GZQ))%J$W^P[S0IF)A;B?_+6,O1%$J>F]OH$G?US:Z5]CAJS\QG^Z98>OJ MERLP,XFK]'24W\LC@=:W:B3?)?O>
(ZTZXRS*7;_&DI#H):WV$7Y':.&$!\N MZTHNL0KVK"[J5CK2E(,@6^^V.S@BDWZAX"3^X\0S%U\=U1#D-/0>Y7&_2B4M
MKFJJ2]G=F>3K+XQ2RJ2;$$1)C<()*).Z"G9DG<9ST_/_T/0*GZ7Q,C,-$W MC1@9(/+K=]'O5!QF"Y/K[(9T\3E-';>")R;J:NFLU=UU Y."I_/=N?KEU/!V
MLSG2,P+&ZA?)C<3LHF"1S%ETTR<,C/[VZXP!9_Q![1 #S6LQ_0UN?OMSOM\ M.A6G^+8$^W'09O>VZ@<1ROM/HA0!S4K5O[I,GB4PHOWC7-ALH[BZ;"A%AX7_
M!A!!NIIN]H^P\%*6*:L0K+E8?1@\4Y?9G[J*M<1:IE$-G%1P M<,-?+)9^*WN-AW51I[I<;%:?HG(9:E;/,-84>3KB5[\].&Y'KDLA1=()09+O M/KE*'(TGT9^/:,X_S C\
R51G#6]ZM)55)WNS.]H1,(V>H+'+I!I'FR='R0M\]Q*5(MZ MM^61O"XZCHQO]Y-G(,JU.*04%'$R:/IQ8FDIJ1U7^3Z\/61.R)DJ#JA+;T] MTYK_[//IW9J[PNF>9&/SO*;-
[=PQWE/4T1\Q?L_,7RLGKEWD)'ZQ6X&E5-=! M!]G&^(%E,6IREZBQVT(8Y@W2,_1J&\\-RV1,/W<+K,NO<+M+^,1[)$ PKBF6
MSY&1/YVL^>4B+V)8C/Y)Y1=AQN9D[MVA9AM1F1A4S6),=RAO8ZHK3[+DA?4M5F]0=;-8$N=I[Y]B[U.LV\ M3QG)1X7:RV+)MJ3*U@N!\>\$OO?
I;-.;8K%EB/67LPW,49>9+\APO\?/8_!I MGQ&S2?FN@?3F/NDTQ1@.2IYY6\(?^ MOK\#%TZH($<]$I%5I^S&_:SDM-& 0G=EN%V.U+Z]=K_NZ.M?YB>>'6F1KTSG*+[YV$
M=M%,B]>\LPJF3RG"4XU7!D:,%+-![7W[;X7U78DU<#P-264>''H # MW=2L?$7JG;1JA<05$$&R8@4DML@[U9RP>@A_KDVROR^-V,+Z3!657&'WSI7G
M>4O!6$UW/=/"Q@++XR%EUR$OR_ZB&27C-E/IF8//+YT+=Q_98 M?"4]17W]&P ..OQ>17K,G_GSJ.V'TN+M(L9]PLAO &O54[J3ZB.+P%+X*6P$ MO:M2A(KF%).7-
$RY+_E>628S132F0=A"\^)>TB09PWGA!0/?,\!:3>I]4)1&&[,H+Q+EQK0>E MO49)T-SQOF'"Z68UEW7U0FL%& MTFO&1;A;DTSS:L':YA.$X[E<8?;Z;T"7(^],4$%
["7*_""BSCO.H5=!?>9 MJG%URLJSGI S0AIZR 4Z];< WS-&]D^=)+1SYG10XS/LLA"3CS]@N:Y3QR3C MUOV,9BDPD8L)@Z"KP/9N"_OD.K=ZT "POF@8WR3.)S[2_E0WDS/?
B3HUL7=2 M^W[_=4B!PB#6S[T[.@8"3XQ;O!3B'SO_WL#KL(RU)>/$G6Q9=6@ZJ&\&X6[0 M-F2)E9,^80TE,ANO28)E55) U<%JZ5\G?LBM+S!Q"FIHI]:&@7/X!)LC7T#
MFAV&J[T3WN7*+MN#/!&AAY0AAYSI@12?GPC9' XZ^X#94LV\R+F34']QUM,\ M!7D:G'7[/2Q.T'CT9I&<_)(]92"VE0C%7%1RTL30X0:N3PC5O^C M=2N2*:^QJ-

((ZXNN^KP%MK(-J$#R:QPBV-&HM2Y=-'@<1MM[]^&7B^33-5Z= M;AA-9/R)*5.EUED7Q6O0.I1?QJ"GJB/8D>A%BM2[SPP6!Y$LQ*E+$>0!@R+$ MP]3GZL99&?@Q25
UXO'23_$&B3V6W.(0%4&22@R?6G4^X;ES7AT13#+@DV M'^^FOK-4SAOUMFZ#T#\"AF3Q26)WY.>7)WKO+1+JWP#T!ZF[]W(WA?_PG-)< M$-PGQMWQY(-P:&/1$NI-P)?
5QM^_J#3[^8AJD#1'C_;2^.)D5VR[6' M2Z9B"XHCT[W?4I/YA521@[]F*Z+5Z#> H2-"4*.@R.E:O\!YV?4W@ U,Z(^> M)QCLF:UT;NR(Y'J>Y^7YO"?
A*3GC/3"K3X]YRG$!RU^F<.@6Z_F"K#[-V[[MLP[?O6G=W,EU!LV)'5-321VF1*>F2].]\-WX^"*;A#HEY #>5.]*9#[D9P;> MG!UL@J'.M5 S]"0;K%' CETU:XR8H2_S0[721[T>
I*7RIA^U5%22GA'A$[: M5V+]L_XY% ?8\J'0M88W'+EA+;C;1/&\&YBY(^(#-I?L^_G^0&3,I:=#[?JW MZ74D5Z0DA68AVSM\=/,_O<-M-
_NLTWX#AG(J&ZAY9T&+8A'U=QEA2=3A)*2O M8X%\4A@$KU-<,SBR"+(SW&DW3V6N;P923P?*7.@%;1W#YTRL+4-HXZ<.2'/"(T[*QEJAYHO7#QB<"Y+1;QT
MGUKF;,W])J3_NKBTO!F(9W]LH"LE2;Y)-*F3.;ZC*H1&AA-E!4OG+B18\-]_AG4VVJ54,9S>0(]5K73SHL,>L M8/'0])5$A6U$#^Z
ZZG*EOHTOSG__A:3H/@[G7<>W]%W7E%>^R# =3_!&CM^H .?>K#)LZ=&* +V7Z6*7OR*>Z7%S<]V4%P[6P9/KNX6'3 M5%3"UQ5-]#:[$R1ZR8Y4?6YR[N)%JD2J"
(BYM>ZDN;FY\?9A6=G!X7H-S.0C M+"3"Y,-/@FG6+,XRD,0+W5' 7RV:48>=-C>7)(_T AZJ%;P$(J$R)&O;?10(MO>N68:IAQ[2_W!.44 6MMUZ)^/]75-XS/(]PTYD;
PF9A+6Z&MHS>8=AXB&J M3F1^U?W2_67Q8&B2"A1J;36)F:(N*SJ@7AA!;>KE#7P?,;S._&DN6 <2UA@R M)D?8I7LE@-M0L.,WJ!SYQ?>9?ATR?]($?
HF^1,$1)6QH3K$O*X5=JH?1%MUD MWC74E_>="!$*670YVFI47)R!QLFC\Y>Q#K^T,4]!4DJ3F/!Q#5X"?$YJ3RXB
MW25ZQH"$2'DJ@@09YO57M3P=@70,7EQAY#5W\WH4=QL3US@)W2X^=$C>+X*S MSHTHI6BS*FK(+&TB#&*;C)<12O9 *O)SJ M8CXS7 ZE:,HN7RI20/T7?P..*Y(X: ',UA
LH*((SJ?4*P4RI+\M7BD662= MKS2)VPM^D2T<98EN%D&4_Q0=#3VG@T&,\""1,!6]#7@=LW/)+N2N88;K/'UT MI!:]KB&$G;
(A&U2+HK+#P\N8SXUF^I!@L(8J_U6T(L$*']N&)%%PL\SR$HIG M$=2^Y80NR2B4"6ML'9#?DT)J5DJQPLB.D9P1[)FEP;I>F^)>'YW;COEM8'#] M_2;VX,
<:P:\SGF_':?."&:7@+>?^ML9#GT+O*<\%_G'RAZ:'NWOP2S^3F@T M>5W[*59==3$"G!ED86'!E%8%7='JW2=V^3UAS=00QL1@AEB'^EW9*,J-FK!H M\H)KJ@Z')GS:L5-
+0;BJY$!H\$5=<'#3GF"_.BD"?1?N:' Y7W=A;#\L;%FU MYQ_3'Y59-(-1>/-9>A;A$_O\FX[WI+-@I8>N2:LSQ[83*N!^FV;,_D7#-+]! MPGR/6%?DIU9S '**@LRR\P(X871"6DR!P[]N
9Q'"ZX;A(Q8UJ8_*OTY&@GC*JE^&F-IC=+TPL 0!: !$ 8] %_'NV?2._N?- MA9M^*])GH+*&<_SK]#X ,R%/1=7!LLN M76YC!#I_(1M[%/]BZ76'TCS?@M7%:._S$>O+\0[R\)A.,6-
FW$>5\$I2_OL M4,EH^?#919PJ]\!#.+"A%(@1# 55XS#^#/&"\[;B-'N&=>J.#>KPA3NYTB. M#:F46VF)GV+9TZDLT+=0CC [AXUFIV3+S6RMZR]ACB8B$0H
A&+NH";^EZ@B M2K6C=7,7&LY"0T@CENEBH817V+3,^YR7IS;V+:4VC!63XMULS;X-:'7MA_GO M%:N7011=<$4"#V>E2,W>SRN[-"89N[D%4P,4RXIFQB+?RGS_8RF;>BJM-
!B(MG!NP^M'!Y0A#:WK/W2*.E=J--3 ^E;P*F?08[(5[;7WY5#UC,@ZM82I21J2B MU9X?36_,6?D2W^('+;$8,!S,=^J:XA")Y4%,WPJKWNJNT;X9OW]LM >CSRU;
M!R8\Z49[M,2B"38U^/F;!WVW8<)(7]]+?I^"IH=3_K$KXA6CI7).#181%WX8 M%J/SZ*#K6$Y=@G9DAP)4>8(1YBNK"OTH*QT<S.2T<; ? M09D:"/2E)_]_6Z=G9;^F+>F.?
5.5WQ'M9RLN8\-)S7Z8')-"8K115J!L;M"% M&7W7(3]7N?ATL@[;TTTKKOB11;ZSMOW1F\!:/!Y'U@_QU331=0#XRTG">+\ MZ2LHSJ2YT?;*4V73//-A:U6/#\EO8RWR&,WO-
L+Q%)WD.,S;EKHX*EE&MB6(ME0W+;'3<;-06C0&!>VJY#3_3=+^3,Y]8*S<\ABA[28-[DD>7+\V"_ICOPL=R M#Z7#??L]K'=MN<2UNO[* A^]^ !"R,YR@K/]K26_!+LR23
M7=;;R'A=P52V<-\SNHX@TU-*N+/U.4'O*?UR]&K&]'SB&PI3<>#&O;S<8O-Q MQO2:IK:M+0?0]S.WL[[BE\L^,$4ZV8O4=*)JTK(0K:=#S]GKZ6BYN#G/7TU,
M+\/>)HI1N43):\5PQO#VQ (YWL&\U)_H\1I0(VJ6:/NVC=*B0A:-YC@AB9WJ MBQUZ6G'C<;FUS(2M%T""6*W\['$MCUN@LJU>"I\%]-%$XT]
[TE^P5XZJZ>)%T]JI$0_)$+EO253@E!4PMN&8GR(!NG:79^C/9 9]QZ/UW! MH##3B,DKJHCAB/4P(BF<-63O*O5_F8+]T3N1*,L3LCE-"/PHTU.P,=]4SE>-
MJ#E,2^7"M(M\W.D=AR_U[9+WB#;2T46788BI:N![-(R+J=O47D[*[[5T#N'L M"PJRQA(A/ &^.B12'[5YU)]31WV9O]C)6*]*4!/.(4R'9Q*RD!"KPA3 '5W# MC;X??
JU\CD%82G/U8,^W8/PM\2MT1-NP&&PW?D1\^YX9ZS>@6FF&LBW9UGO? MIN1\F^XW ..==\S<8_NIQ@K0.IOR?_R(3 'UN]&;Q8OKCN5S#&*"?5=A]92"
M"T>J1UDS>)/7H]=.U/@#]U..37DSK9$[]+\1N<21)RS7XXVO;G9;-^*RI74B M3 IGZ"3!LU?FB(!F K-7+G^IKT2D[YR555]?W:0@>4%H!7="1MI#VSJ[X]E>C9#LFKF^ZE22JJA3
MB8 #V[1IGWD=L57;/Y:]S'15 MR3E^I8?_V_I1C3T6*2G=+^AW@X26,A;U(826&3"V2CY59=9G.=5YYOUQ]*<0 M<(H2AA>
<6))\=;MJY%M&1D'G=1TGB:AF_B="OM[YR$+V5ZRS'Z:]IE -#H(45.+KJZ753M1+A\^!YA:PY4F8 MW;**3BQO%"$KT[[KG]_TU)H7_=J)8/MO3E!F,GI+-]X-=*6-
GD\;B!RHBW%/VJ[F6AR]EU)5V-H[8M[?LA+_S;.ZW3* N_QYJ&"!1O%R9TP!8JPG,UP)X2"+&%8XO>M?D]+Z;?A M6'(?36TH+R9O8Y:]UD;L\C<-00?
+ZO;]Q_3CRR5%=7601+=W'&>%+UNU "]C M^QB_E^UGS9Q6XV;\E_V@DV]Z>FP=M[0(F%G72F=80ORM0VA&;2@A>%3[==C0GJ6@9*0\ULEQ.5?,\SX[=:VKF0I]]H!:RT$=P
M[TC9] ";9JYG+[62%A[DQJ0BUMY+I9][VWF7H2Q)4D6,KB$5UR$A!![/C&P$T ;/]6Y<@P,JH@BTOJVJG<1!)S(Y M6T/@:'QP#3,[C"E4?I"',GGP?UC=!R*D*M"Y.J:0])D!!";R2<-
'9KWK:V"Y AM&8_=F^I\.MA*P' ^M'8 OJ7# "$IOV; MQY87RP.)5<*"8\ B%$;^9Z(6EW("-4F=LT:6D.ZIX7E&HZ>!PSW;18?Z^RV@:R]
M%%Z,/G^0O6@Y\15#-2LGC$'J.ER@9Z%T^+$,LA[/F4UN@/7VM-!Q9&Q-C8XH M8(BQ' @NV%TX(+?QS!$(Y4WSG&!@D*1J-@4)H1-)$42BGD-FE:QKQ$VBY%MI
M4CQL^LSD@MZY(B\+-KL1P$ZHXS@H2);N)%R#;!7C/6UENH:&%C0D4K']+#3[MD.8?-@M[H1[JP# WEB6AQH*L/LCC[K%&S*O-FY)&'WZ0[&D%Z4=I[Z W]I>G MVK;
K;7#CH]$C'-IE32),5Y3$^UI@GN$&7J/Q:?;';XSS4UC_*^A\14OMO7R MXTU!:C9FL_&*BHFH5L[S>HT@1O$YP0WW>OF&T3N*
OW$@.,)0YG$^.+GUJB[7V3AA\:*!5%RK!B+YGM3\H.&P7:&Y\3XEX_K"(*1K>7E1[X9 MI0+BX!%@Z%C=-O=T+?YI:4F$&?&RC\>?V"-CUI:"#E9OYTBLY) M\3YB0L1Z4Y>_
37E"GGJNY9'??*FX0. M=F(*J9.UBJ21K"M8H5?958F#_SZ8NT6!DTHQ(E@/\P-__W(0]KDIWY!2$M[M+!!,!_6;UIX\EQYK#=E6&1/Y2B7N1JU@8BW;#&%?P-2%D;-Q1-3\0)
MH$,KW@HXI.K0+.1D>F,ZJ="\U6CG>971XP)CO$&^8.=',J]..CD[(D C6.^\ M5<,(BX-DD;_@L<*B'ZOM6I6^< LM:$B:QLKKC2]3V2X)@4O2Z*_JLO#+%F6R
M.5\VY+.M]!D"0U4,U$TOXFZIA4UPET*?JI&FF$H7N\X:VA"=%,-^1CRQGK/ MUIH#LI[ZU46CSWCN$0H/-\UQ2D$48(:U!.XWO%#)M9FJCI^U/_WV4<>':9@B
M1HS+:ERMUK'E E?^)J!HCE[D;9O,. MB>]/35TF(?8/7#TLE5:U^!S.#>E%,U+6HIP?]8*=ZG_HB223=,H+8BRIH H< MR,G]0?SDJ3.8VPQ\L,Y(X*%)^ZZ/Y-LVXIT7-
:N!B&KF\/9>W0N @.F3A^R4GSX=\L'EGKCJK-1()2FHXV! MC\@ABJ\R2][8901BWC@5CCH8 Q'8/NEU\V$2/VH;HF@,"D>MB=U:[W7@@O9[M C!DVOXH)[_CL)2HHJ\0)S?
Q&_Q!!6$]^-.,IMNW?X#2=+N^[Y,IFV>6RTI1-"[B5-%<*,07;@ MJU7#V^GX&(2X4[6@(K\&>N[(CT:G (+K5K"(SXP%7'NVE&GHJ[>!F$L-NQESUVM895EMFB0-6 M7F?
8QYW)^7 E!K]?6(GM^.[)BH7'XBJ5"HYHYE;\!IV)/G#A]GIN_@02X6* MA:&J'F^YT0\>;S4*I-'//H),H6GA$P1#[&T!C%$N?RA42.GIOW11N1VD8G8Y MZL*MV-]:!]'G^]SK-H?
F(PVYCRB\EL+J"GEKIS2KN=CIW4$L"7KF.YG W&U- MR \<&SH@KRG#K^[HP2E&HKD2?D>?4H)$LRW2XV=2(0[X^.>)2SID$>[-ZX[MZBM)EV&$1@D97+2M(!:Q#GCVS-
JP#?GD(/ED]4=B(3QWM2K7.X>4\?[J]>7^ M*C2?!L2]]R7%93 I[/DI%XCEYY@O/!,_$)44BVG+7^4MMP=JN44@1Y_EFQ"N MXF>],3S<]DS-R2!"
<^'VTNL%N.:4&9G$X%:X:9'W*?DH?> M,#K\[,@%G%I0^T,.D9?8NCO]_GHSS]R?>S\/_++RC6J^)F>Z'L'U.1=J[>+@ MH>1>T@%$:VFS<./%,4._&"OD+BE=#7NKEDR"
(G=W;6>NUUIYU/KSWS1 U7'^ M;P"@(N3&M*;D1KS;8D#BU6-G8P3E].H@K-:XMI*,U51T5JM#ATJ'R%!E\L(M9Q]?:^*=3[1D:GB:-#/9F71["AF2JB7.0EXTN<0+XG-
1C<>J*B=6.*XZ.L6[VQ6/OR/Q,]_MVT$ I]<3]2[CYC?@Z7G(XYUK3NN:C_Y\['E8VZCQ1<||RPUH;#D%_UH&%Q'! MG&O]C_+[9X:HZUR7D+Q1Y.I#LBBB]E-
B6L^9ZVMS+K5013?.+]V*BMF$)WK6N6B;F]<[-+Y+%I.)&L_XM>8+ "+ M=9$I3^XAZS11Z-0$FO=%)\/C11K%B%@U"'3T%D+,@8YM;8LT5<[.;_!Q32_-#,M/<]35SR,7: MS3)V-
>C;/*K,ORHYO/P@J6'DN^4:::>:(U%.'#MJIA%&1:#]>&R5,Y5E@I/ M/<6T0V;_"EDMLV/!F@CGZ/F%YO#=.,A->#"%6_+X<09GV4I?Q"WW4HA;PR2" M[B1^U5X9/UY3N2
M/^[7,2CO\.^E,OGW>4]G:DR.@A0FL5JYH\22UF8PR<8EC"GJHD>B M/A_59/#1LH^A.\5%&]IO0.$"0\6;#P:Y_^#N\S25BF+F/S7[-)A4K>,LD#1. M(#:V(>7V!KQ%:M99!-
=QJOVK[6B>##L%$_(1G6F@Y!!J6E_2RE^EX^-H(B\A M+TG((LDJTD8["%$/CS[,,6U8@5)6B&8XVR-!*=8H9-$BV!3?_QA$LHO+H.ZW
MVH[+K]1XIE]N!.4Y,+]__:JN,G&S3P8>8U(5':O*BK?D.49-[ZY18KWP&R"A M&HLUXJ%WI.NE0PETK&?W*^P0LRG/_+GX"A[.SG/> -" DG_+W/I 9CG"5WS M<]2-
0A2:%I2L@;FHB(>(,"2)L(PC/*XA(HG4M#VY=ZO6[GHC+8A5.U1C9_JV M?ZF#-(4O@$,SH [/BIZC9L4*M(TW#X%\:+KE F^7(EA33&.SP5^V5_29/;, M01 ?
2XUEK_I7<_MI7+DFE@L'H%6:GZW3!C^\HR0&P4)94\[+G$_%SF(VE^B1 M,8N*W>8F]985N#U> $NP .&63O_J+K-#7-X^2M2?6YURD4UV^3+VZ;5E0=<*9E/
MQS6LB$V]CG8YWQ>'9<2*X.^Y>K(3FLF&R+\|D40J*ZG4I?\MK6NXC'=V?),UC#J"8HX[=L)\.B'KMGGT]YF+_O!0UWP'V:W M?X35A+%^Y+!6_0K-I3TPZX&VA\>?E--
D=RKT';/;7L3F]EB]$A9, DNIVYX= MS'NYO.0=G_A.(FX7T9XS;*5V;N%M.X28B0ACJL>2RH.=[[A36Z1'>[B=U()2 M9D%=N8@!HE(.EZ9FQV1;G(O-4V!
#):>)U*D:%\.5+TT)U912(MR2:DYT5A% M$#]TM M8 AA>S7/-\VSR@[69',.<]TH$GZ%RHZW7(')1@G1"K !)BX9,3"7/U3UK],+ M+$6%92BAO;MFD*_EE% %&9H0R@S*V,
[8(=F;'Z$HJ2_10.0F8KK3W_[_L\ M(L"+;R^^$3V_BVJ_^P?P7!VI^ YZHP#._>"L,:&CYQ9-TVUN2@=!,!$9R^N@ M0(+F=+YRE%''WE,*7(>*I$MLJJ\K" M,R8_+L+MO4N*%UP_&:
[2C>:>FHF!RQB$,G+_#_,\&_MZE6K!_ M\!/+/[+,=X7_JDZ7[V,I(C& OE**&6U2<"ZKH!9)=69^NDJF&H4 MH-'5'&Z[\|=*0V"=.;>4XT\T(414 $ M^3MRL,";6XSQVW]?@%_IDLL2-
P OJCX-8J]12^"0'^KC*;J5Y>3]&.:^:3H+ M)5$-X+HHP5'Q?3L#\#]7@K35^X<>F^^F4O M]5!((A_T;=]&,F"<)S7F%@Z_G6/TO$948_B?0JE]!R*JWDA8 ME/?#V,,[H=!SX))!"5];
UC+[4^">X(O MW#_":5&JA8D@&+1GET6JIY$OXK9Q7*R+TPFS[8E_9HC9!R&?Z'%>ZF]DGC, M3=2UNW,/-U$'Z5/*'W\#= TM3F]FBQDEY[FO3B)\+_L]?'MKK]+ /UP7C8X
MDA0[,_#O-&6#QS]K7\+KG=WO'2 CT5-XPJXP\;)6KS<<@R>PB859##64D1), M%X["JP8=:Y(V2V3P72BD4SH.UJ;D5$@;S]EL>L,;Z\B?FHZC)-?\#CG0 KHU M]Z,SW!> &&
(IXVB=?N,S;!AJ\=\/@X92Z]TZB*]V-YD^.5,'3$\O"T$4,.>SZ$WC!;T"8'O%)K"7/%JX&M',V=Q,1"#:[-KUW)Z 2B^+U M-[D8CW;?V?B@HK<_)4GNW70DY>+RHOQMI*J<@-
K^=6T\^$?VU@RO_Q"#4IA9 M@LB>)GOM8_H!^N2MBW8XI<[;@Z]"MS%Y&X]BL;,S,&#[ZLH.6<@25','#3OW M[K]*>V=9C:$-#P_N_7,-J+
()!4I*C?;V^J"\5#XS')7F))KTOL7<7>UH[D^^ MOO%X"SDV[Y#4A1%A59Q\/Z2C%^C6?5.T8(W*-8I,?L]D3HU.]*L\U"A%T\ M)!:&NFP:] 6Z5VI-BH^Y7F$XQR^?7?
VL_=84818TX*/"XAH7&3L(<,6<5;@=IT$_T@_RJ6(>:J2M?<_?5;[R#9)0K%-@:Q&[!GX!AZ MQL6W(0TU<&JTR6B0RPPS1:L#W6]J5 /!@NM@PBG\"U;67'S"*SPVI*(H7DT
M%UB#85]C^V#/"X0X-^O4U<1W U8YD6[??.Y V3'1FWF4LJ)#[],=XJ4N;]4Q MN*]<(=^66ZNB^;&A'^5>HKZJ R^)S/GVYA.@B^KI9IC0*G5[9=M(P^KX6OC M:WQ7Y/)
[#IY'(E1><29.2AQK^VE.?.]M-]YC3V);>HPK%;534$_EGQQN@_(6 MO8:J?XT0IA<XL7Q??G,-F6.52UK]6W57L 7V06_K.JB/D$#? M0 ,G?
4C$62>F*"4\HN[IC1$^'1VXLP6&,*MA&JCRJ/""N9\M\Q&=?TMO)]P) MPJ1JBL(+O.E[)F2C%T)6G5W-5[70P^43=S,-;0Z!50SEB=;G1)SPU"
M6;U*U6TJY55+;J6"F2=N:GP"+@HIH3V.^X.CY>1D=)+J 8]55T5)BFN09P_@UYTOA/18[W2,_T7 M1%:+_L20S:98>/>LE/:JU>?SH=)MHE]D.+94;QZM!K,UXM=B-E5XSP2
MRA3TY;L(79#];-.7TJ4B3,2T#V*W 0[/#\L: >C8V$G*Z ![(KS\C DG]EH7 M6P)A5HJP#5L2?BV><^9*CP,]F:(BZMG)6%77#,JR2@*(]->7GR5P,BK;U.>7
M\Q#\9]1Z5+\!IIGE,CYLB,?I.:WM8;4G$K)'BIK[@+62GW53HO\CW0P3.Y2F><$W"68C$L"+>[>I@HY9[@MI2;'GN''5_/RGZSVXW!7%Q'!:%*!#:UTL4V M-34U.08[0BPJ !?
OF(M/K[MFYR4;M=%HIB6[$$H-ZSVP$,/Q5%O_,]C(B]]:8LVM_$BREV[1I)Q\?4&_7Y5 MI"KJ]Z@N<>NQ=QT:>E$I'P3A[F4D1\Q6/N 4@;CUP0G+.C3-XLS;\,=QVX/#
MH7+GW:&G46"F\]VR*P*CN)EHLSG&_P)YZ9(N M=/K1\;C.NHD*N+AC(/Z>WZ*M154/TM3HBGW'U>K[Y-Q8SV;BQ'7O_7.$_,E&
MO&9CA'P[S'^6E%5W$]P10NPH1L;+FB240EYTZ;0->61P-144PL:<\#V^@[MX ME!O']VA_7L1..)\!3M"%WO2*EFL@_LY(&%]O+/.IN6ZV)\,9@%3);'1DV/*V
M15.'_(/58V:HI,6R,N)[RQDL76A$K\^<&L5769=A5P,8-9RWVA_"X(MC?K9LZL2UQ[U<7?Z#Z@Z!N@Q@Q932(4N"\ZLJ32U#?KMO8&M'MKN3#^H,[P0
M!3^66&1>B1*3@^6,3*/R/F@P5\N'[C/WLK"50KL56D6@0&T#_7EYG0;Z[NEI M8(W%H)?%M6)OW%V"CXG:[JA!-PN^44#WPNHIA(L(7,H82CM/.RU%*/9A5!#-
M$L#RB;=Y6DUER_;RE:T%8LNNG#+#S<#ZEBI^\TRP9WR;)_9"2Y9WH.3?A=E4 MWZ^Y%"BQWGY29BNA9 F_23\7ZQNRRQ+8> CE*JBO+$9B9I^A58G!ZQ;8<'T) MK.,
[#U:C(8#'-BQBU J9?YP,+Z\&2S6VG^"CMMT5%:YB_@9 +3U[@M0^S" 7 MQ2_TF'DDMV8H9K4B(\$C@,_(8++Q'D0C(+E2JLMO&:GTF MF.C]NJ C&-)-CJ_S<8S"04V^#D[UF,
[9\+[_R&T YEFUS@ MM,XI)1Y8&NI8!/UX5'%?#4,O8?QCG*I&)SV5:08=/2F3^L@VB)"1G!8X%VS' M#_1C3<9XIHGFS"A[];X.>3%)$)]VY?2;-!O!;90SS *F:"PD\X&K_P+Y<=/<
M:%;:GMVRXZHC2$D'3+#K(QI-RXK>?V?!T&8/+KG0!J2+@<9-B!?=H(J2EEJ-,DG$!(SL ZAN5]M2M"5 8+N[Z\OBQ;UW.6/G0[#G<2L74FS1G4$>!))\=#*J?/:-&--
#P7'1RY!%;*RV^8 M_QV?9['H<3N2ZVJ8INM-\IRHZ*M7/1K%94L&A!G"Y5U3TE[$U*[K7>$2?=\'5R%NWH+O]'MI-/:
MR[RG!CC]LSDI$UL<@[/89DS,PEJF$Y&BC;D)N3&46ZH+W=X,^1*UQT\/G6WP"I+:GE.O8$)U5?R7?$V&5/;ZL:H-R=R,JG2.ZA\T.=OXZZ
ME]>N495([^$TUI2[U.6AG^5HOF]XZ;WG/.4YH_*/?(D3UTU6_>R%HD;2/<< MV+81QC$AK1;)LP8-7 "_YF0"Z89#_:4JEF.KBRBT+" M"EQ;:VKP1*S2=*[B/9,^Z%I3C71XM-
]'|H_W8J,XL95WI+(Z\YOEX-)39US[MGV8IFA+OQ54X?:NEMV#V=B$&*F<*D_S)Y=5XLPP,@X%V#-$-#>\6VF_S(1D6 MLE;83(XA)3>!==]2F*Y6VV26:=PH?
VB;QQ3>.))ZICHIF8V'#E [L T&S^"] MSW60.^B3TM>IBM%MS1P7Y=N//.-*E7-:^)()2>OC^I$PM/.-QY5O37E4U[L1 M5Q&[:4$XM<>;LRW1HY@"-
L%C,7H(#S8R"3$"/O6,&1_:C:8,/P;\%T.#^U. MZ::KN^VU48IXXY9 (&_>E/3 1KHW6\A+7Y%B+BK9?606AZBVZ?"/S_Q'WUE%M?FO:<%HJ4 H4 M=[.>]: M\[W?
9.U_L_)D/_>]]RW7==V8HC%KT&0%N9>J0:G$^8&Q"R1ZWM480 6^&Y\$ ME@JM&$PA(9]70=2$7-H*.>;'UV0]0Y=>:!B&K.-BVF1^;#Z#66MG(#47C. ?
M.T.NGC&B%C;&$9]5!8#(6%0MT9>Q?(TQ%%]&6_.^Z>?_:PHN.V_J*K0Z($X+ MZ57TU%P^5I?+=J04$AFA0J'BE &-VKL6^.(B-<)X;K H@"
[*!.V%@K&/X%2!FAXE;@P^('/JD9V*YOUZ MOL/=6*TLG++V&S^W<,Q.).C]="-(V M%&QG"*RM.*PB'6IN6'-"><[_:$MZB8OWP&:3H'[^R'/&SO6*)W0CS6FN_9XU
MQAU\KIK^E&KNJ'&*^.JFYFEHR&7)W#JG9'P2YS%%,!7BTFE#8T%)*%XZX MZLNKR' M%]X6,G:K\A-GH6+:;+E@?7M!>1G1LKS$L-W_N;=_NO@KN7OM^\D: MZ"[%)
<=/WH2JD$*<::YG[9TOJ^YP&B4;_O4P_2CK>/ "\P/\1^-93QGP]K"1E.7@?Y]P8A6R6GL29OQ>V, MW4_N4D@LM(5*YCAYT(!QUU4A!R$=N70UHOJ_#@IU Q8P-
C5^4%.0JNC6TWP; MDXY8TL=?LT%NZ4GOA7F+KG;@J7RCQ_G\IUIJ%7 '*Z'ZJ%MC#V_SI.N:G[>/ M5 G!-D[/+9.2Z9VI"&XT4"W:E5[UF;/?:>3%7RIFU7(M3X.O<6U$3P_2[>K
M&+K2_01SWD Z;&VNP%M9YL-KG4I[MQSL L^>\Z$/...ON2KSNQ1YND)4GLBJ M+?[/97I&!SMH/_\Y8@'@&8'A0G_\7!K(E)ZV:'DA2?
A0IK5PJ%E>1B+G+=/4B1&_F#XC]T[N'FN-R)#:T7 MS><$+17;\K_M6=!C$5/9R>]4L.^,Z(]!2.USVG #J3FQYRQ3*A9AHRI?L46YFQUD\25*TG@U^9Q
MRJ<)PIG]SWA50BUVN2YR?IJWHE:[NS?)-L9*>Z/_MJE5FA73\8<6>K7*W_&X M/9!W2G.L)ZK&2%T"D6"/IY@DY'1,=LW7->+TV*/^NW.)7";6[*XAI1?J$#O$ M')]?%ZQ/
6*:ME*:9Y:E3)/?0+O$8.6U20;[XB@B5Q"0%>:U7,&/.6_%B3.- M4O(V9:MPLL[4PHB'AX[2KLF7;SVX5Z!WR;<(8L'?-E).)DXT_+:?Z:)682%@_30MJ:]:]O
MQBZ3/['W!?]5XX_!=\G:>@5 B:"K[L*-Z-]R=C3^"CG5WZ@NLGW?A4M.!X:= M2M=&_Z49IPAX7-Y-@7^CN38CK$Z6N5Y()*AD4X"[_^WI,O=GC!(L-[!:*!VW MEQHX(AT-
1]Y.)HPXO2YZ/0JIX/87;N^W6!9+FNNGJ_]V;-J$K(1"R<*;UO<\ MXRBC5X6O7AF3*_J-7+2>!JPV5+K/[?D:1U&7BZ93]^2D X'*/YX=9=IOD3V* MBJFT*!70PYF6X5&$S
/SBO^J;EWL_;Y=$E4:."_JW0T4#S2F789<'@ M1+Z_C#&"[I3N"EQY_W\'H__WY;C/LJ(KGJYI\XP\VRQ:.+(Z9-53#TJFQ2%9' 0:#]2W-;6X.KZ:Z.XNQ0',H_I[W6T__C5=$ M]4K\"055-
>]&=H[TN.[+SRHC)CSVI@FPJ0Y!HA6=3=&_3>"FACM2!8GCO>?> M;"H"<<#[7E^UZNV.CE/6=JQ"6N/:+$&D=69.:]5 ![$Z$$F'TFJ9]6Y:%#=? M?
G:$+;\G@\SW0@_[]VC4\>MPP!EOTQ< X.=EPEL!XD!R%^;HP\3-FU=]+C40 M3$*"!B'Y:(Z*F.>$PF0@-J=-/_BD$Q*8I9QJ_\5=T@N;[@V!&I9T,O&627\, M=5$]C4BH1O&2\86>G)
[59A:H"*2" \[GXIK0^JS:QV.70W__*)F,S@P!*\M>4#RGQ%MQ)G26EF\3++K"&C#_\/ S2)4XYR7A=6*":Y'[F-"8(031" MAEO>M52M30$NOT/LVKIG#U.XWG14H=NQ"\D(4"#M-
CQNFO4^TDVTCD3[$K!H M73?P9_L7\B8NG#=K_E/+YNTQ'UOCJ@B?,_5HR-HBNL\WKJMF$8N?,?I4X- MT3C3TDDD0<#$VB*.?2L,XM*
(7DH[1:'9#$5F&EUKKFU3/YEQ)M,@#3AV8:6C MHU@0AOB-E&])$$L:I9W ;I T =1;9_6=@!,20X =-_#8@=1)W[#?<_E)#X=W M%YU'@0F>^L0#@* 0&UM4=-
MISO\':&=R>F(M4JRX@'/96E2_W,UON7,W*V;S MW=%WQ,"UD,W*-Z0$Z;8-P/(G.L'8#8K$P7W8>CMV1-]'6T7F>2W:L,HX8G02 MKJ4RF>H#J-73H,
MIC/U%O29"9VK3H#8(0)-31"M>6WV$VXI!Q-<[URZ.!NBWEA[EP4)G>>%\83, M [V7C![DH4+$]NQ%CC:T,;%@&>B)#=&H'M(7*22OX]"QNDYVZ8@ V[OK)J@
M7PJC'CQY,4;!"M/D@.\.$33/4:TOH6*7I58$37VU%&NYJT1\1G(DXX"Y;/\L MOQVAPW??C#Z(*ID(PM4S>C2R_2CQ%2E3#45IRUH)XW30S,V@>1.N@^M&2LE4 M"F:?
MBD#9Q=9M264OG*/_F>0_BN4,(5V',U,IAX+ZOJ4ZO\.0?LO:/>:U#_9 M=WW6'@!7+Q@O=Y"QMQ'W'M;*PVP/ /$H!*5EYVJ-C+^EQ2*=KC-/2T+I/T"H
M\42MOX9N.85A.',1*P>0#E<[3N>*6Z[V#I6J.X\;S$_:-OQZY8.ADVCM"FO@ MQ]+>FG'WF[H$BXF6]M8-$$VHW25SSF\1HS*MJPI&>_$ M6$_%"?4!>1.S!,^6YM-#_*B$^D(\>:"?

WIWJ[*(+?OCZ)T!WSU*D)ODOELW* M "_*0<'D6M-M:96UYN"/W7A76)S$0&9+=C8]DJ+RGGQE09WE;[MAI_ZU0Z@ MLQ^K9$[4SE6SKKP6KDE^KJM/W$T3L_,
[G"M1=%H.B?.^]O2Z6,2OH35T7Q>(M=-K$FT(EJ2+_7XY;NCHDC(=.L%!.*?!.T>*]&$G,DQ->Y4\WF1Z^$57G>J_# M4J;OFNJ7H%AZ/F>YXL4L$75NH/&G"\2!
MLGBA[\MU_7>'K[*\U0BVT*H=7L9ZDSXO/]]@&EKE#@4Y#<3MB]&;VV>!ARG/ M]&S9\F+ESL+MLKO&!^#-N65=ERS:M5*%PRXX_(5W-;M;_S8 M>,Y(*)B7D$FIA7\?
VYB9[650$ P-CO?2V:N#0@UXQ<9991;XQJR<"Y,4_)-2 M$NGI!RMF.9%T@S,EX3?8UMS]K'IUD]5M2U"7:6* :ZPA15FDZA51: HMN0T MS(^Z0>?
(W0.=O%'8(7V!M0043&A"5V42\Z1>+7_IQ17QEJL3RHJA.B@KE08Z M>,*R7T^=L9'\2]'%(EY_1@C$R#"OI^C]XX?.>) <3AG..E!:4E*J^K,.^EZ/ M":MCVJ M'Q^R).1++AI(X/UZ?
M-,^Z-H\,B M:(X$_%3A$D0+%U ?<>(A>^K)%N\RK?$'ZPY';3?'"#;+2DY1,9KAQ=M/9.EG MY-=75-2;%:3Y$(8FIYI4Q/2R-X(XB6EZV4W67/BU6BS3:[DD?;OT1V+*'0
M"9(@I+">:*79R<"I=&/!7=&P$W6EB?A?9QUZ^'/J\0PU%9L8*:O"L^S"Z;G0 M&V,RCE[F+>@Q7:)T8XPE.U@FI8Z/=\0GHQ<,5%^E_)2F&7G&:II:]BGE5+^;
M#G]3"_+J3,0,AUC5= TJWC%@*A$(\6O>0 MWJ3>6DP)XYH0+!2:ZRO+&XK]# '%T$,W5V W'VV#4&>*A?Z[-/IUQ2D"41P% M(X*(%'3'[SD-VT8CP%74&8AGJ8G:QG'N]
F[*BS.=0S]G)4OX^2Z+.P;'Q/LM']#KZ7]/ %1*X$SHI-.WM[TX?63KNF$DWV M%(O&3PX7M1=E,]UQ)H$N>M-_#>ZI+G6>?O3' ,3'0&#$X:I5K.N:D-"W8'E5&U]# M1J-
H;]992@^R?L=:F'KQM1@2PG6#51 -+W80N2H-T?,:;2.)LT,H"T!BM".UM M"OE\/P3LF7O9)DDE.D9,QW: SVNZ"!@2DD!22)YW_P = *5$1>=STP3KQBPG M%XJZDQI&
M+^R_WKJQHI^(V;8BRYK)CR>9K'_QNGC#P&?CEVV.BQ>[<&L_J<3B52.F6+C M@4^F.[WZS($SC6J78^:E8C>'4F64>IE,61;.M&X%5#C9[4@(P>3B^6T70B,! M7!/I8%OBF-
&RZBKE+KU7BT"60(+F_%KG60S=Q@0J=!E3SEK>C]]&/!<".5'[MCN"OC1N.BQ5]>0]P6KV]&>CYY/%(Y\%(16\NO<8G&W2/VB>/O]?+R+A^N1\KF!2\4J8C .]?MR
M!Z9>*$++W-A!I6_S(_L;7;Q1.#'O T!W'9(C*A&'R8=#,%.._R^Y^O]<\5@O M[%MGV5'< V#E=>YR2:3P(>/Y8MD;@=;[9^P*?OD/@-!V\NN\7-<$.]CXKO0_ MU,1?SYT;%2F6A*;
[KEDI40BF&FF"=+3X0/]C7%RAOD5\HO>&>1>QJ[_XNPT-_+G\RN*5-7 M*0^S81=O/@::5-5$JJ/(\FXTGZ<*'91.3&QI^D;1)6WE H<"0YP,E3;A^;>0
M:Q]BVI?.@.T%5*K(OZ::B:#2IGW@;PAR2W'G+7?,4??=<50.R_.=(]00*MN1XROZ%?FI&\BP'RC&G$U)+4H3&PR, M)V\[V5FMZFA$!0JBA__7F[M)&=&HS C'?,9'*E$A
MY@EEOD4U6HP8(AJ']H M\QU6F 6KCF>C>X-!DT*'0.R%&>.9;$DZ.O[%C^LL?4M&7S8%<-\J!_+F%;W, MVX?"EK;.(B+RAB]WH+A*SX;7!:;"HG15GXKFHUBSJ#@Z@>3'_T:0?
LUYGKW9 MJ#GJU 28&%2E[(S?HMW$X%NEEE'6VB^WECMK3R:*:>HO_PB_PMR3Y[CL*.O(-2:' M\GG]U35JQO$6O>>CDNYN0XP"LD?(68;+"%0JP)XGK&S#D--T-^O/E1RG.)-
+ M+[,#,S1ORA>PRJ1UN48I,3@H7W^,MP>X3# "XE96/DJ74>6J&C+RM23NS?_;E MJ][Q'?H4F6>7FLB9M[FZ#5EQ:G><5_*:2YG&D)U.J-U]_]$SUYDU?6!'<'W\;=OS
M3^D_"I8L4+)BGUS;\K[Z>A9G-RZX%"8L=Z"+/G^81BS29=2R2/998NGP[2[! M/H]'LZ[2<1G%-9 %">J78^>.@;N@,^.:FC_XD#"4[N)OB+&S2TM/GU.J)$7
M:]U;CC@^5R&5L#LQ([?&*YSJF,/1/;G9+K2JB?<_2QE/LT\O+*@6^7$0!DV' MK-%21$R.IUH*E[5'D('XN-KN.)3OB0_7N 4Y$H5?^T[U&Y+ON<S"^ M_4;0\^K)
L_H9'U9RVFB&'F M'NY+))&0-Y?T>EFEV-:U#TV"(N "B7+@?'IZ25.S4HAG4:SE/ ^;S:J/1,9? MR(,/KV0>HR)15]
[EE>5E+%G,+W".C9#^!0ZDYL>Z=$,6ECES;XP>=7.K;.^3].H0BY917]RIH!](N(K4)6X)W MS2[Z#),&D5]3[&&;U57[Q_M7JB.T-#&=4B<$#TL=S7K#5+97K$()RFZ6$0N,4PC -
T6 MN@<=MZ'3P-@C%C.;DEJ'O#W8X!BGU9:\EB[/@>-- M__Q3Y7!\&F7/S+&13\<24<+)7 M-R94Z/,!=V K*:Y/&9.=,&:QPD+Z."VP ML$&72TZIV)*6:Q[7+=67-"(-
JVGL0D/+1^T]G<>R!\JH1*&-$44&JTU, M[D'[7W88!8A>X?9OL'4WC#U+?5QEJ(YP=Q!,[[9@N[353,IZ5!E-Y?M/6YD8 M)SE?RB=YP=$?/6^Q9$H*JMZ-
8:*KTLMF4V4>5DUK-..:">Q%Z20U0I%)!=S< MG*]XGWV!6U=VWP2_7P!YI#<[NM9UA(P +4ULWCXEF6K\ @!8 EX\-1)2 ^W M,4JJ&HK!#:%=2K-?(40T3[@XMEID5 O!>I?-
AW3@+0$PB-Z[%E$9\E^MWU^C M@2<$BAR?MRN2=^HIC?],_<1:9ZJ1F)Y)3EZ->UOR#9N+UOAE/-%3D @)9WQ MV],;&[W+9QPX)Y8)$@DD(*N"KB))7;GC'P3$7P]^\O(--
I>9O,!0(GGLS1? MU"QL8>@K0;0N-E\VAQ1C_GWKF>NJK&NYCDC\ MI7H"V<];V;RN3NB$)].[[S7 -Q8HHFKZ'P!@CNJ\RZA?I94U0ETO':Q6Z&BS MSN9S^BY:06<&NY?
P4BXX?F%CT*APMJX#:52NDJ0B3Z7CVD;P@+!]C?V)O*"' M-GY/U?W0)<;.U+0&SH'MIDB-3=W6L->U*MF;NJ+*(4F1%#7&]/9^C1HSAM
M4\5&ALS@WP;4NV3YF8*+*;@)HW_,]$5WS8M;Q40TF+[OA>4;G7'Q/6LLF "@ M5Y#AC[R52A2P 1\(>"1]]53&KXL7>O.K*&8'6(2X8R_J (U]6N85Y-+
M()J\5_4P_,JMV#*5VNI5S9F!H$ OZ5OD>S>'&(J>3)0RQ.(C%./R%2K_F@T; MXQ..R7/.8*3Z?<+QQ48+)9]LX/ER(?H&TFMASR/L\)M^+G12CM3J!?#T6#19 MQ)E.JK QFS ?T?-
>19:0;+GX?'HZF&%O]@11MF90PT0: MD^15U PQJS(%JV=IZ4TJ?Y0!HJ?Z:?%G_*T15:O]CL01_9W*,^F7/=%'H1J4 MS[^.CMZKZ7\?@W]Z L&EB#=7!3## M7Y_Z I*<5PW];A\
JR0VO^I]?H740; R^GX[QE3 N8C'(CM^\%.;BOC_N<+@ M5F2N#B5I1\Z5SR_CM0)]A^>[B1]^Q9IVEBE +ATZ:]]Q;PQ#'P 3=LG3(2_9 M5?\!8!
<93LQ2]29AN:,KIJUKVKVZ[E1>/D8(D9BK:\^'?#FZ9D\%&_GIJ6= M",M;4*.D8)L3?&0;TQ3]2@J5.O"5.!)5Y,>)3!98L%X3W+VRG>W&].25^#.9 MOT2Q:,-I/Z$7DIU/_E?
<"G#U;#'\;IE/@"EMAQX:95NM$SZ1E,")$E M'AT.QRZHA+47F^6Y<7[Q*<@0X"-\WR$AG68W?[;L9=O[$@>1IF$RW7 JC9: M#A-
!,J@5/3WSUXC9.'(OVCA*"1U%$2],YF6:),W"ORF4?!@Y-4GM'#YB]++@ MCV%!;L_#EGJ.U?.6]LU,!")QX]0'P@[H9* *3T=X4I76&RD;>C;WV2)_?3O@
M(WW$(L3U;$)/[_'K([&MM4*;=@:Q6@Q_"$<;S$.^F7*I^,X:J/XDQYS.H&5J M-%CCMBJ-X%@T)Q2^D1GIYUHMQJ(NO:QR_<=X0YME?/I'K^S:%G/4?
T<3TWMTBW+@+8K]*!ENE(M1DS..S"L\3,K2#0S$X(C$^T^C%'J.EY;3T6U6X_W+XK8?[&7?WN! MYL^RECY&+ZF>\=F*,* MD7/C'UKO.[,:0P)O;%A7Y$<2[%KGO(+E-
&SM+N'-'4)9=6O:(S&(%,S-63K" MU+>>V!@5T<_#.&ZA"P*/YZ; QCT4"1T<*T4DYJYM-:G5)!+67H(8!6D7O,>* MZ2R=.,&$>FB%XTGZVNG&@D6$4MCQD=Y]
[>2S$Z*.5L<6(75TB/YHQ3>@GZZ(ML+K.'[%$68)!>-OSRYFIQF>YJ2X5F#*JIAG/-=OD[Z\PRB*=>?2EI7E&:#9
MA8Y4(;0"RF0K9'8:D4IB/VIM&8I>VSU'(,ES"4=;O'I>3\B6=6AL7Q; #_"5 I>@' MS&_P#_M*U$X:U8>L77FT,3??@Z(H2(@ZM]3D0C]<$4'W.V3QX1QCS?X3.I!W MW?
\C\I"F^KJ$;DOKD)I<,;.2VTKTJ87@$QO::S-69W_DI*1=Q6)T5_FE5;(5D#85)'V7CCZ4R,Q$LU)FU;S]7ZO6)FX3V'&M$ M^Z20-5S@@ M4R"
<+S0I'[C]*F42H^'U/A>#;8_EKR=/2Q\XAU]NS M/J!7#'1A^)(-NE,*2>>N=BQ^NP>]<+!;-DH?7"6_V-R@K0TJK?(QAD]^"2%76'GE MB8
';X>9W4G&B%83!>M^ZA#.:X[SX=706;V:IKS0BDNP?FK]*%0LI;/D^_AU MW%E;V7Q3*WYCIE'O&Q#2;A9L^0"P3O*ZE!S_'+&QZ^IG (P:C!O]UGAF;=;T M_M]V7'8YF,(&MO+;)-
;BEQ/XPVM8/YQRH^8D<@,:,NJ.YMX9DRXDQ"FX7@Z' MSRE::F>%RB[PZR9PM!H?*ME5M-G'3E;[M@:X\$I<-5]PM=VJUN8731V)F$?D M?
YFR_!Z@2Q_:/GX!Q]R;%=;>>58'[&H,#]=649=J_@/5%)NET#E:_74O@.2^<)J0:$/PM9 93!_G?P\?^OQ5* M^_> XDM.*1;7=/#"Z'PL-3KXB)2;G%D%)\=+I#985LTNX7Z\/WS/(.3^
'] M)]I6^9BCY3O<##2;I\=B>=="!XUBY?%B$2\H+W=8G2Y*RHDN 5NM1%/!YS(G MC<&EHHQ%U6>XJZ4OV7S\AKY4RPC;! ^FNV\!=O#43/MUAD&?D8J3"[R6PR,
MY)K)@JA&[8KP*^B)2Z.C$7D4)47>'J?"I"9%![)B)AN=CF@2\ MO1RK&NXFI^K>,%;5B%-\ "D>6Y/ZWZ_*9Q\4Y#.OJL&;)_VCN2]$]=[3PG-7-; ME4"?
^,_M07:6['6[U2MILU21PKPL77R8,[]&W22J/3C?+&,B?_1<3@UOZ 'P MQ8/$AV!_R;_OQ3?Y(W;JP$=(LX3:N+.4-Q4NM@@=3<;2#2J9N+Z%!;#7HR?L M28EG&:4YHB_8Z;?
_T%@J3!P/"C^X&^S:1ZO3_GB5XN==1((A/2;;1V\B^D-C M_6)H,@'';4P?OSC;[773$M];;5NS\UJ>R]9Y@>;3G>QZQ/1%!B*,^>H]_"AS M!,=9%+[&#BC]VF?*6,6B5&$Q-
YV+=9&A&2>D%B-5%2)<\Q>O(DKO#KI!NYI+ MZA45/^-;H#UAG,+A='E)3*HM)FMG(C#8#08.X_G,>QXRT>=EO/)3-3BVO4\= MI]6WS\%2@"VU@H[2KL.*45E$UB:U"GS$?]
(YBL0F'7(;DM?.W,M7(@.DSB%< ML@>+VRW-155E9SGIFS'=+SZ@=+O@U1*VM+7_T6.8J,ZFCT7:(C;IS+3=C.60 M_JS^^%.R$\41CG6V$7+\3D-
O^^7H.HFWT@5=$(W=9'S";#C^](VHK8MBQ]FU M8\^Q0U(+M#;FMK\ >5Q?G61L3:Q@I:*5BIG<]4X/.*HYU"XM29\=:DV0Q&)Q M._#,=)O.-@'V M0V=3]+-
@M4W8JTWH8]3U=ZNF3E/$OKY7E86<"R;VQKZJ/;02Z73./(W[/LJ_MCR;ZZN>?GD7F^-MY]KWIZ7!HZ2IHHM_'NP$>.7?CE^L8A\|N
M$'!=%HE\P9.T!XKOI5I"!QAXQ2[EWE0'R";O3%F_]IU"Y MG))G=1^G(.8AI;1NI4M_WPA(0-0=QTEPFA)WFLS+378-.1Y2S>LG>!^)=F>Y M14^(6@>R2VJR$$R@C$BN)
<>SN:0R:9"H8H7'M)6KK_W]3S!8GT61]O"$%:P M@@92\VLNYM*?\H M7+$G9S:G4.;>F)#7PP^*;E_*(T:R>:A$)>]%:V0DEH!GX+*$E3?^SM=/SFX; M*^-6W>!,W]X\O_YKU"
<.$Z3?Q&?/1@3\|+A[M2OJ(]2!0Y09)%"#D.]6 EYI MO]F8O@YS(;2ZVTKCS>>_8Z--31CG(3UBO_T1GBGS20:EZ+^JD M9'V0\ % ;S3B43*:4=/R +@\.V?ZWG0??;'V1:3Y
4#S2Z>_[PZB*N$Q^WN[#Z\F?-$UE.;"?2)XA=^RR MO7Q5J=*XIM2F=/14 \-!UDL'7I=UEYQ+2ODLI)[R&+/FVO',G6(FYU4I->1K MM$J"9&\?Z?.\2B,,RW, H9' 8,:?
[#O8PDI7_K%B44\T209,\;)8:W8P[O$3 MZ28P 44QQ!H]O04,;O/L? M.5=6.CAK*M3V20![SHJC8_D$C[RVI&N_-/=-/&*1$'29B.NSYV?B<*H M57%
M<[>CA852OZ&V0X*8*/%3E!C*%V-7*2_B7WP;]\.@HQGN/**U=/70KR;QB.IX]_R2%3D77*KSZS_L8U85.4MAG9MY>&^,(;5_Q6'*2 M@)_MYE+'4ZE+-
N^4:S18"$,G=J)N]P36)2D#YX>LH038'CVAO8:FZ5QAW;YG-5E5V"/4'Y*Q^)WJY]N$\&E IYBSW1;P\8J M-^>7!MS#9%SU=PF42[G@>;LMH@3?NWH@M?'C".1@V
)_W&CQI_F%!5,^U4.' M]L:X%:+PW!C4S;SP(#-[FU)T7#&WGAA2Y50F;5*6J3VRU@)H!>##(O(M"": M_L2UF4]APN%9^Q']L%@=2'6$/*;O(VM!+])NM;%/9
QW\|E)^)ALIQWLGPA !C/4FQ--Z';C#0.\6V-"' MM,[#N8D)LAB]&^=2*9 OETCE;@)==*OW>#S>OYS$DYBMS6KNT_)446_/XU9Z
M2:*WJ,K5GJ%.\H1$TFNI8]Z5XDPWC3WMA=2020A* MUBS)4]KD0"CQX8H#IX ,#/689HV8]D-Z%)QN?<5+:+8"-GK-J*FB)>^X:LI*
M!QM*1>M+4MRVIR[@!NGD3'E@0'QJ7SH:LY/:E68M6_>NAQ^BM$FZB1)BD'T/ M&:%N8+?!JF/V<6MU6;@OS "=IBBU(&(\ZOULR8'-#I_P=6+?8'],JGDR]= M^AK.]4JN3Y
SN:1C"?LU9D,) MJQYZU+MY6E[LIKQMW?:#\I3[9.1B0/OCGR\@??ANG&*Q!?C08S+EW,&XB)(7 MX5BG<5O$D0=#:X.E=RG. PM8N*,,K6+/
GV^TDVV6;+T%4U:$>R6DO^IU_$ MN*YQK!S%U>_4/]AD(TUT)(GU8Y>GS">#@=<8U5E86F:?_L$?/NQZ?8:RO8[M,$_",]5^/MTW[Y;V &#L^7E#K\0G)UE/)8M#6QQV_I3
MHPEOQ)OUHW7V4%MK)JGP7"]T#I-/*0,-9*YD#/[QU72\X!=\HZ_+ $1,4!RL M8I.73D9PU,D%/.,C?$PNLVAF*,H"AXP*AFT'[J7D%BBKUH]DG"J3ML,GO LA MM3,K:Y J =
[I5(5XIY_T$&64WFR)9!N3[YJ1!W_]+O?-B#-_OZ=+-+27^[Y9 M>].)FSIK#O](&!2LX3Y-ODZX4'<^K(PQD;[3[-3B@\?(_['%.TB6]RMY4Q?V(PN^)*A[4#'=PP=*%Z'A'4RTP
M]2;GG6#'W_RX"BM?BI+^$/NGF^-K>7EM6T-584D(3>\HO.4J)K.N9&9& MUI[NM4J&M-<"L\6_^]8\X*>$2<,RV.ZIRXUN-!G);T=&%V> MP[@JR6X4)&SVZ[WX*4Y= M+Q_?
J@_K'V+&]]@0_Y*;XI($E@1GH8&5KV7:3E@030ZD;V)G#DI[+74UOFX0 MO\JXT7@ /U8=.PI#0D:/KTT"/\834%5%4_2;+_^KXMJOY<.[2[YFJZ_]-6M
M)UP$)1G6YAR17OVXF$1N4RD!DZUHEZ':M&)6%2>85Z17I9>BQO;6K0JG2ST M(->-'$*::'^[(\33^QXR=5(<8Z)W% $5L7R)0]+<3?)N)Q#?31)T)&R2WNXC MZ$'!1:\-
B'V9%LY)(<%)PG[MVNB3QOV;=^R@KR?=*CE8W-H/TG=\&,39Q M=,![:SA[$;#]5&W=MO9BHM2M>^P'5EF[O9632+"NJC(3=L@:31C7M_ 7WG,
M,SI%Y^0+P9RNHJ.N(>&U@J.)E+7>"SNNR@ M&KC?>Y\.Z2.;D+2@B,.WOSX;&#UG*&I^>>.FZFU#QFOA)2Q8TI+?/>B5UN8 M .8!8SN:[5_2EERI0
S?,QMM*V=V0O5UM,7<7_KG]K5\SIP/O&X)"'[Z!>KH M$6XZ'#8E\P*62NS-];/GD73J@%Y$AC/9YD75W"X#M=',7K$5<%]L#C__]92 MHS"5)!=?#J$&\H-
%M]1W^+DE[(7)FK!RIFP%^A9=NF")/[GF"/*5R(_'5!>9 M&!O-Y>.;^8C"QOO+ABF]Q0XM]EE=[\R-S@I&3U?@3Q?&\!Q33#FI]ZZ>3@H! MB]6L-7NJ'T[-QWR^HD<#*DZ)3?-
SE@^ P]:-.=.H,5EZG_&X)>#24CZG]>+" M MQE8E$ML[,%XN>=?RI2BN%U?X0:BT7B&)>**6>]+1HT&U.[[1^&*P@A>T@ MWB0QM.
5B=U"N19RWAXG':^-1(Z8Z%6U_9.$1>/:<&B97,"S4+K?"Q,R=R*V MGL,91N*>"W8C]JM^ IFM?$3\P6, M58E=YW3JK!)S=A^=CTL+.B$)SD=%(4<4R#/%D*X1AZB
>X;3(RVF&$:-T&A>![NV. X=9_1SJLO]!((,YK2"RGB= MDD4O=\6S-_9%A2S3[=?6\K]:%5MZNN*:>!\C]Z]/$3%D,SJZ+^TWOF^NMMV+ M,!P&[N,JK-VP\].RB+U;>9_I\]9NI>9%
(T) R$MW).H?;.W0&\)K0LCT\GZ M R#=6I?,>AI.Y26JA,8GYF.@)*F?WW>*/BL>8*Y=&EEJ8+?H2)1:<.I3EA.+KBDB=8?C4%?B>,_
MH7CRRO.5#$=30>B]1%LXTE6JHJ[=)+$V_(:JG!N18&S>)910QL$%R;:_;P3C M@&R+A+F$0>[DVJVHLM/B?BGZN2(X\!J' YY0A3E[K9$K"5*Y;AA[SQJ M&VX*\J?
5T+,P00MWQUNZ;KC?^'Z;RR.D/@_'5\]F<3N_F5\'.P:M51QV+E>] MQQ3B)VS>;Y'Z=MPMH)\8H5Y+OB1-E\2#M7I3515M;^CS!LIR?PT@R"&?7 SJ M?WNH?
+6_!"GB0JW5B;+A<]6/K9\ZX)YF45$?&[]8#R:[#=.Q7$T]>Q>;'?S2 M8Q5V_I+Z.?/K&;B,F8=Q@H- -0V8^'E-OG3CQ!G)^ROV=\)NB']&MOY_4^,#
MB#5F@;LNVEBZ5>BL[WW)@N./"G#"QT$-7ED>A(ZPEJ+N9#-(8<"DCO(#P"[> MG;2H,'9$M(K!H6>0CN]]Z[T6MQY6WG'* T !7]E02*PI4B\T=3[*XLZ64_4
MGO17(QS2*)8O4M%9N/(!.^JE^NL_H?AAOZ)X=DV"F@T> ,OS%H-O&($:LTTM M<5A]#!4VICF[A,7O=)/,K50L)26M-!H=EMVV$QV_7AWB1V%L.O->S:?/CR2+
M,0:2R9"J42X.%81% M$K;VH-V),N=T;7M;6)5R755]IN+V7K9?QX!!-)1XW%&&QN*HP:Y_^/I5!>UKV)E_*GIQ](0,[-*J M9)A]GQ3QCHOO?.(?4J^F[*K28AU76KL<6?
FVHVNK^U+45A/\.F6S<:[(!0J@:E? [PF2ZS*JIW!Y5(ML_]^$MGEV '3#4^QM"\V5)8WJG4N#P#2[7+2ZP$WIV&'DAZQ"3DA[%1#/Q, MV7EK4>2F)0\|XUQ3?
X:G'!%=\2>V%E[U#H#+.WPD7W-2Z[9RU@9,SE:L, QX MHPL,HWC>;V(.??*A3FN%SN=MA5ADJN;0OZ[W_=LE^MZR[<4Q31AS"QS[1UHC M_/Y\
(_NNCRLH.W&BEF_*YG3)NI6X-96?J.ISUPG^C%6:)4-B(_T8$\)M73AR MR3>6XB5N_72\B=W!6D@^9C@=,"8OL,,S8W8)"=AU*1*5+CSEC9G)&1-VZ;9&
MKU):!,8U#^DO#CJ>NFWJOYL>N)1=):\|\JM4L,GR)H&]-?I"1L+4>.ZF[AI/ MJSX^]:VT,G26%Z>EFLS["EM'>:&1A$QZ+K;+[(G*0%#V,/+(Q[JMG%7I^Q^
MJBDF(WCD=-8\3)>X1R^K^](OE'DL[4[OU;R6Y&L8TL0D)GATBN-9@W?@(Y<^ M8I=_GCFKGPYT4K<%P:[YP5='7.M1&^_SG:H1S?&J@(%)E%^,AT6:W8+JD]L MAVK 14F$]-
X5E\L-I58?YBA(J)C;=]]KK1]6A;0Q+JZX4*1W648SU"(\=<53.GKF%C(CPMJ&9QE"P&^* M05%W^63(<6KLII#7#3 9>KH_$6C^_3+.[W6^JWE1;[V'V5]SK.NN$-,JXK[D MQW-
F5?U9M:)0QL=!C18X1TR<<"OC$#)!O,COO9"2T]Y2"^-/2CGI((R[&FLN MSBD?<[UN%PVYQ>NDB'8"$3?-UM*@[\)-ZIUXS!M_Q*$3V
M!BFXRM<)U8%>IL]V#SZ3&Y+]^287W%M58G%_^IW M;"50D4Q[)T-^@LF4:OD9NB_G$QXWV_,NL?T-N5():6-@ 8AX^Q28*[$S*K?(M"&W!U9?:LGK9&"H1(F^<'IM0D-
N$+UE[_[RV2!*NVT1R*0Y?WR.3^O4F!J4X MY""B+[66XQF3P%7M(3I]--SXOTI%A:.6RHD2L%/_J=U2+;%B."9]P#XB:=\ MA.@AO\2].9S(S=+_%4Q8+#86T&40>S>[S%57)
<=$51@_Y'515L[.9U#>8 M%+8D'Y@0C&"9_I;:' M3BLD4T%ZRH!']*H/@$$Q9Q]8M?\ZFXJR'QX$$J(=WNV;$M+5M9TAI2&6_+6C MMA >0E34;]M(-P ^#/4?
\V[E;3H^B%TP<8W8X?_9M:D'=<)L3DIGR*-$JW)I M@PCW\G%Z?3ZD==M8REX9VEN=XO0@I%#/)'^O;0' U@U"_-2[X!].:/M6T"*A4*^,N&8[*]<#?W,J]
M;7EI;H@&6$\QT]ZQX!:GR[]W%1$EHP MA <_P76ARH\I0L]^JI(T\:O2.&WJX8B:<+\%#^'P@P> M- @/IV+O;L2(5_O M\JQ'/$(C(:
M00;;6[219F;;66=RU>P$Y@^I'[:B5#)2&HG3=S]N5@'M*NU,ZNIB$K2[2+5) MB5!T>CF>-599_K:HP+^8Z$^W-&YN3AE]^.1I61/7V>A]ZV"7A&(@.B>?I4N2 M5,%#^F$G.C!
(1/.)W_2?B!OXHR*\;_1.SZ/)V(/?$*NP(HT=V6I,H&#Y(5-M MZZ6!HP(Q;^PJF$;JTE=I_^X&27W4$'R'E$J2:??ZEB#^L+F.^^-WJ[NVZ=M M;!2!VTB;7U$1FYHEU;.NU/-
^(>,WJN9$1P4]?2('M'-V\%6WQ2[]'=84C[XS MDN=4!'",]TUUORVCV# S/:B^!BAX<[?TX3,_[#)MW6*BSC$K) 38QO4X0YL8 M7)#%_.PVX$XT__0""Y7G8FBGS=+2)I:-
:8%)3FBW2;GT[%S!N]W-P,2G9*)$ MPP.WDOMISP%Q\T'&[E1E'1;('5\,])L2VML2&UIRA>0+ &V6K(1W; ?/C];FIMG8^7:6\+\PYZ+R5:W^5X&F_;;D'D M?N'Z*!I8W!=
MI;N8H7T$ICJR>F&:EB9G0DM9J]\?R 2[3AR2"2:WK_IA.YI$4.PGZYIHK2_L MD!ZFI.QG#A=W)#.!
<$NS49!TT489[YZBZ_2F$CX;?:3]Q79"SEUZZ%AO+C9!S/HR4FSS@XHW4.R)4Z%1VR'FWS0.9 M9G)P\!P1WXV68**4MJ1CW*ZHWQ]4JU>QE18;A0KMX3LY63
6NL(LPOU>6\04 M; .QL9WD"O]%\@7*ZL.IHYFP(%WU[GQ(0> MXP:?,DFOH<+$/!\T(8=%XD6""\OJ\"H7G.6U&<")0V"+,4JB;U^NI\W;%11& M(Y2PP$+?J?8*6_^FO8P]#/Q0\?
5K8-&EQX".73]*'!K7T53TF@_MG=IKJQCTU*OA'WFG#)L5"+9PP*;UG>O!_\9NC2Y 6U MI]F<89_Y&/]HA8W*9N:2\L5W=)NA3]VR1X1>M-_O!D+5^GP38O5GVF(VXMJ9
MU(F%T)CH!5M)H9+HR7G9KFKA9G;6^@1F$PJ*6&T^9E"XC6NL^?#F\8\.<8]D M9X$/]T>O3;LQI;Z'=(3AOSR?&K(/G6\>GB+2'=3ER_#YYI!IZSGJ=XSF2Y5C
M7+3Z*R4DLW=(Y_O_'RV;(.4/R_Q[F160X[!(MHQT8T$+K#0NYF9F-=Y:8FW2 M+#\<-099;]<^54/^F7IYUL+5&O5F:@PM"TL?%-<]F(>%UC<32+2;B7%"FP%2 MP$"P)-
O$YI972F]M"Q)CJ^0G=WF_J)[(RL9'ZF"?"5PO*>!TP85*]N8(;(JV MO8RC\ME >VG$-UR1RTT;^,CT1:_RX9=P#/$V[[C_0]Q71L79;6D6
M%H('#QX\>'"'X!0:)+@$I_#"-22X%5*X!]>"X X)[NX6J,+=-23SW>].3_?, M?'WG=O?J-6<]_VJM>FO5>\[9>S_[V7LSS,S1;.OG@S;[&L=O/?'5D1<_HZ<3 M,4-T2SXNU&].9W?8_A3-
G.':8@.MK_/;GU*(#D299)?_A;HX,1$=%:O+Q[LK*27PALA:LW7V'F %Y77-S.H<HQGX,1Y\C7"JYF\&718Z*'-P#],;S MRS]/9+J,,1HFC4
!]0&=@2X*6EB+)VU8S)^EK9/#4GEJ5L77T=\)"=>I$F9N M=S;X_:\LO8O2EG=]?\XP@'O^H>*Y +8ZON6^]=>[$4^A ;W^I3*9T@1U9,I\O
ML*3RL+S=YZ@T"]F=A#*21S*7WS890#J75\>++7JX"NK==78'UID+W\0+YX2W M*[Y]2!&:!2BN&S6>?1&TX:<5_@72_#<&V!]@V QBATYBGR0F,C6 MASP&%'OG[;5+_!+
[8W6N M<=G",>E77_*^1;FH?D/SC4>Y>OS>=:(;BP\?-K744)+5ITR4W'ST+ULJ1M<6 M'E6W9^NZ(%EENZQ""D33C%;MCVL(LKMO]"[>E MM">(O%(B-
(%RP=@L/!*A%A\F?/YP^2E#1X8QF._?"0[MH<0HDN464@NP0@KBU^:@BK7L0DOG\;]6QJXK@#/5%QXAC1A:N>IF) MM>VU?ND3P\(YM_?-\TJ./$N-KZZ6 MX'IN"'5Q/4!U.R?

H_#]PHD;*|[,UR(_VF"T%5+5ZM2_MEU';+HT]HGH0FS+X5$Y;V5!\T M,2QRR7%F57H!A,UX/5?0HJ9'V_B3R8T2]6Y2T5CM;>GYUJF.OW2+|W>XFE#C M4#:P>9FK3AAB,6=9?Z Z"%$UO!05?3Y.8TS]$27$9#8A @+SNYF9=_*H^MRS M:M*NC7%*_2]V$]>]^QZJ.+/GM^%5B/;&3V'L-Z"TFGP$]GUT94G>5H7$09!@
MH]J0YWS]:HXN^7Q%4%;19+8X85%L@0=?QRM7!YBPJMY;O#7A\PPZ,5+>$""RHY5J"\'89=UJZ^N Y#T6P%%?9I3LI6K/-ML@_)D.BR
B;8/VV9H@$"G0P@7(+3#UJF_^RX)U4OW9)U1ACT=EZ- MI"Z^-A^N?F>;6)Z<#3 U4$8N3S6I2G'9^>'"CK4ZO);H<7?5HK<*LX|@3"$/ M&@=.L+,H/;X4%V .X%O75%;IW)0[-J18*)QPO*9TN\]+J MW: =.9(H[I.A0'T#9\BN!#QK6GUPRIQ>![C? ^IQ97$3#-#LI?SL0OZT4;(T M%9)DY2/8B(_ZH51*?B];,L--FI=5E>Y-9(?TM!7C
X#-9^P'.2#F&5WF!,K6 ME.3,'YW1'CM9/?8KUH2,R2/'S*\"&5W$!K-.9?09U&PEC86HZ5)H+@,/K9?L
M5.8_M7KC_S#DN0"H7S3NCJ3#KEH5BRP&'Q8QSOB#:G3+9_X!Y_,OM,\^E]&R M#
2FVKP,;5R5AF!)3UH6#++ZQTX50OPH>Q8=CKH[37]X,_F+05K0=-9K@;CZ08]/;PKV1COW^NL&: MZC!..$/J-;7F.@Y9@7#1 XBJ?3C$A,W!-[=P6A:K-E9DMS(RXJ:L243(Y-$2*
M_65CDI&[*;PO_G6!Y^9-;IUH$$. +)W|SYBX?M|(17NLIV9#Y@MHA:7P+.V]M) M=S;NV.[5R]%P7]]..D!0A54Y9 2^.2%.NF^.]2K?AH%BVR=RB1RHR>
(P3""PU*6*8PS'*M<)))5?I"&-"RS[.D9\7/?*O M4;=BDTEG<++)?O,E1LU]6-IK9D'I5"O:S\H&T07OHL;^:RL(7!NB-AEYNCE7_ MK9.&F!0@=(PRN>^_L>(KNG_7*#((#$&-
*8F_./+#'J0 V.BXNHE@W7'V]9J4 MV+62#NTSA6<% AK)F*E=1F09%2:],OQ4#]CT$YSH59:,?FSE#@O1N\X= MYVMUV7=*&-BOA!"QS4WK&!FL>G]# MI:T% ;9Y$RX
.1:H[[WV;:=",@/CM! 4R, ^0PP#UAJKS=*$\=/U5U-QA@A&E.M.G[I+X@.8Z2*M4JV6"Q$EE;U$V[!;1>)*$Q*>#U;\-'M5W]6+6=LBEO[SD$N9;(X(XDX,B#I?P.80L!-^=@6\$!
R4PI/0U>5= M7QWR<84_]ENZK2-&6WI;>A^&&*KUYG4\%P]?@V\<\)>^$]);*##50'#L%4KY M *1_J0L_W]25(CA5!)L+ZNQ1&I*\<*.?9X<)S%/C3)FMVJ10H%E+S*28DN# MM
<9[6"YQ\L#P,%)U_CV%7<[NW\G-R4FYFSRNN4/BA8)/=5V^<{(*Q_2LGUQ=VHVX,')C@"6#/^ QL$]6Y.5 M;T&8Y]HXRWI0Q$0:S=N+
W\V.1K_FD/N7NWG"5CA=X\L6Z)&&2M,/Q@\LMC(.MN5J9MA6!IG[ETODGMX-QHIN!$>]^%Z9:Q1"O@,|T__NG!I 13 M3V<,T@0'"9G+(HN:Q%L=398Z4IO]\'S'>9+:VNA\/E-
SQZ,T8>P>RQ#2R$C# MB<%.OP%>F8CV!F6L-GY7W66FN{(Y0^\ R9Y<)QVR M4_#OI(S9GOGRGBD=EKJ=TI[D'072@HU\@IL/L%,O[;/Q*UT/|;"OI1$3S=8, MLNSUFD;5
1)]'K#0^R9LHRUPF\V'AP$'\N6QA<(<'S9>!:>-<-IA_T!DF MB.TOT"MZF]'S(QED>M8"#,_MW|R=[7T'GZFCZ$+5"$/O1A7LB!KI\A10'UWXI.7_*WSPQS5[_PD<:ET$=8
M%1N<]NW@)01[93((Y=<;H8MS*%Z9[$D=5551:&U5](:IY7D M=^&<]DO1=:"7.]$U]"=Y)*JMB61DJUXR79J&1S0K/X:T[URP,D?A@F5.J\=> M-IU;_0FS]_6ND7[EVJK>
[=D;@UR/\))#HT41;-AYX7AB7!P2T"=?%+P$09GB M)$0'<4IER?5-WK.T=K94Y<)J1+N_-G*KXS*U#EK\:?[/-3LZ49;>?LW+2_X. MJJK.WPX O',U_2.+.E*-
W"+F)<M$V!@(,)>1]7"3%(<'S9>!:><-IA_T!DF MB.TOT"MZF]'S(<4N3+CE9VW?)!A3VUSS$ Q%K'T']_'G|#5>9Y?G1D_J^B/
M&4\9,G_.2:KW&&&+Q'#_M2,)]9XAI^IM\!Z]2DFT@;/? M0I@R%74TXH8A^HQ;18[?.J-LOPY4ZL@G\LIB-2>L:9!$:.1)8RLO[!]"UBM"M M@!M_]CR3WRE.NO=+,#$V-GUT'69
\M1"\AK151DMO=?!.J-5H\.\T|&IHT M2 0=W2'/0L]$:E,EQ5W?WI.SO<- -#59BC3&86]347YQ>D?/$*9*!3_9\ETO' MO+GX-
GX+F&!"QX\O2BVC)%W/RZ'X#NTZ>9WGQL'QIU/4P[KN #W5V-^&%]<_M+&](78?N*74_S#!;X"IURX^8@0D9(<=W7+'RX34]LSOQ"J55 'B5P3!J<_LW
M&&L7WM)&.;@!NM++0P%F8?@H39I&SBC:D4W^V1]DXXK\ UQX=!/2GC6#MF7]P'Z31(<7O&;5U-&@'>)T MQ"(<3M:<&es;,#U4]00V\VMS#3A%.%II_#GBOFGG
M<0RLSX1'P BPCLF%@645%;3)!4O?4#&E^)B!;*AO; Z_C&-"$]&83> Z7T1]S64*(V @L(].CQ%"#A168_CI.DU")Q2)'8 PKX\YDE\,6& MG!2]RZO85[&HKY79-;^SY:5768Z"[3,V9#
(V;/\VX^WLU3GZ9U.-1U.^_VO6&]WOWXRM^ MW:/CCA],%Y++F$PC8[J.QY\+% /Z-;Z!\;E=)>%?O.[0[II]->E!O/]=-$'YH. MF_.9F],CZNU8^].M7Q#)0'6\P ALK+.6'Q'H__HU)
<<>*Z8CE1+0T_D!S>_MH7=6;'"S7[Y]*772NJU4GAKFXW-D"2B#U5^2OG.M'62O1:^E:E(.BMK^4 IS M2=A^:,8\LQS0AG=/PZL]HY_>.(W>APUK2,)K^M
M0NG1<90FCY$OE*LH:=T'[V\]V4LJ&Q:D9JGC9TPQDV=,O&:6.Q+8/Y9;.,&4 MXBI:.52+ -;T2:1G$EQ*."?!>LN7,GW_:(WRMT_Y€]RB?@OK&F#_S45\R-I^5$*
I(I02/O'\!AB<"$>$ M1R-O4B[?CQ5KK(YL,H,GM8[S"-1F:ZU%\199V.F6K0A- C7FV5 MG6RYW*^-CM[1MHPM8BTH+ WGFY!"N'R2.*!CX&6A;.9G,PB'+:D]0#S1QPTM
M#>;3@.7 <4 #884>@VT!WZ6/7KW8[C<&A83!79;-[E #VCA$N M.]-4TO2I(ENQ;[<9ORTIHS,L[SNFH-.9E/DGW0K, %%KT]+ YZXE.&O$ML?+]A6&?0Q: M3:';T?%
?(V?@*:&TV.)5;B9O&T\\?,"[Y"_1?0:OM52NE+Y4TC&)F[VI.RA M2[G9:TNE6?G7D*01])=5RR.LMGHBJ^2GF-2#@LTM5[_N9\?RD+_0J@9&6=ZF-MR6M
=M)Z3U,LFR%/$NIQ^OY\PEU<[5!]XNRU1#>.Z$<^_T3?^OIK[>M-KVW$2D>G%Q,DV<*,'$;&$9;FGE^0]9I>4TO;,,$Y+7&5T
M(A//A,'U9P)M(>EL&!D(G;.#!\U{4I5D5'^L;9B..@W^>TX@56.,FLJ6'7-M#]2T RA?CLC7NR++LMJ!$R=@%#^$W*=_6*8(S+EHG X]H0!%)X.YS-7/X*]5
MY4<=1DS^VI8'+51E):.!:4C4X6-5%(V92+!/409?M@0D7S2B'R!6?/=9UW5)C ML%-UMV2DJK^.Z,7-<'_K5BB%BH'>QYWXMU]D//"F3PPZF6NILUR+4].\VIK3 MR&9!KX
)DY3W$WD,2)H;\MU,&A- ::%Z1U53%HH>Q>G?P^LQ2?6_TX>KTU'1 M4VX$<,+4>91Z7 ,&3F\^"# MN/^HG]QQ+]RFGF!9*U@V_O0TESRRUL>Q0-
1Y^):ME[4V4!V6)8VC9[P7I MWOPZ=:\?K6RO5Z8D0TA'M,$BSY^?!B@W3/HXBZJQLU+G9CXL?Y#U>#@;2)U! MO(PA49\2H6F$, 4RIU;+B/+/_/N^Q:V8S4
Z%_ON71R%V=FX)S\]7;J@PD;. M,\-5*SO6QW==+?Y5*\$?P#?TSG&R*CB0 M9,3TE G;,.R:K8/$LJV#3M WE'LV8AM*; :.-9*XF.0-E\,,Z7O+$MRFUBP2 MF9?#8W^DQ'W-&?
B% ^=D,&Y',/>Y)>YS MR8KAMNZ^QVS<"Q9X6087OT_<7Q%]7.LQVD,I6S:TQLW!!J!FUVDV@]HBVA:=
M^UB*FO7[U]"9(I*.+0+LF/GDTL$1T"&FZ'[GF^,P7NH9&0E706HQ98O&EM^2 MB _,(/_&VZL*^OL::DCS>OOX>WC^BLKP]V^3$O8KK-3ED]01ZY.O?8.SY$2\ MEUS>:
[:/_H5C\X]AXL4T!T]^S:M4>;&<<2"$fL^A*DE]P\1+ MJHKFS"\%4)>S. M7!?H29Z30V*Y"OD"+,//74R!F>M_$NY&@S"F0T\D]W5@^WT\XG?PBNG;:WM M[<.DN=A:2[_,!-
W7$9W?"\ )7TH09[AA6P9B MTG--5],Q\SE;M:V5R](.&2QO.AA?Z]8AT5+S!2'0??H->*9!.H42-6FB>&VZ M'3V32 AY$Y.(:+++)T>A0117(/4C!090$M%)KT)+NB9I-7?
$D*OSRM#9"-PO/ MJ3D=,-D6.;XRX1D@=K!#A:8:CXNAA,J^\L)X O[)_Q^=;1N*CMH#]M4KK]Q MV'2[2@XC]L6*J!O#I4AEAILN%87DD&:[@;_>4FEH"'X^G)H[CS<1%8G;2/
MJ0KUD],I+O_9;T!?#(M-@6>FH^?!)]LCCM"8;UIC#F:7\6)&8&C:CD[\ "_2.>^^O X?]WD0U?+ R\X6M_KW M>GR+]2JZTQ_G DUK4K\\VET]+B;<*@E" M7C-
EJ&F83/0US"&0_&!HH-"^6EGT>:TV\BL4WY6[P\'[G MQ-VHQYDQ@3, ^)48*YTF3QV#SV/M]RQ:&^86)C14\DKH$<$U^!]++.NA?XH)4 MT[F*>5YH'/&VY!^VRO[?
L2I)X3^_W45E)5<9R>^32G6K=9Y&]7-@@8"-59]E M 1Q-3'C!W1)F&!-9WX)OIU'63P(CTJ2P?DQ<6)$29?^2M.4>KMMD(;IJ,&7" MM*P.FC_=_9XW10#T5_-
X'ILM2+PPYD(K[.YPL(C3KTF (6<&J&&O^IU<2^.=M^7<2^9E@"7.4^JJ*?,_8URE G_>#VR1A_]<>JZ =<(&S4](:0$9@^J9:9CSO MZ_Q.F9.AIB=0L;QLQU9A\?)-M0^?
P"E<(O6^M)9D.5IS;"\$OC/MT#8V0?JZ&8(KAWVEUQ[^[!5A_!.H42]>RC/C1.63#\R/TL,/W>?;Y@ M#"2,S.]=,CJ,U- V66QL\GINYIN>ZUJ=AT]27OGOH2&M?@9H-'V?
U:2FGH]HALY1XU#^R,!= M(_O@3NH7B^P9\|\ #D<|9IWU01J;CE)!7[:1; D=$)N M[HK%.V<]Y_:;VY!6(3WAB5BA5%NUYE@%S9@NO4@Z?XZ'B%81ERG]PNJA]O45
MB<3E>ED14R1S5PV1!Y*;XV80)W\ZHU4KI+!=0 M72TV\Z]4N"G,65\Z3?>G++02&7,P!0G@,^,')#,^8>7C]BW'CZ@.Y^[3FC1N MO33XJZH)^R>BP$N%3,EO0K\!C]TU**
(7OP%GL2B7,3_ F.,?!0_ VCL.CIZ7E[QYO&MZ>FYTG2T/QF0M(8"WS), MNAD<#TH8W&WWHS[ZV'# '<=CY=6T-4;=V%IE6C,T1^;T>G0NS84.KAXO*(!^
MVI,9*@VXL!]C.5/B*A.[!V@SPGU88[/?'K!UNG7K$Z\WO[@Q8"8WU\-M-=LC625!_2VE-F-IPT&V2-^Q\8_^Y#]\0-E-9ZZB M+<;6A)2IA<-@^LLMO\ @!(9$ H+E*GSLJ?
Q4A'F!K$WT94L:C#Y@~.EAAB%'MUL'K+(;)=+?3R:^0_YGWOBPK+?P>U:,G:X69G24$W&,nQYT=)-1' I&^ M8;PO%.5?'&.,XI\+N?
>;!Q]VI@TN7S[*2E-XX6G! W%1AB#!.%^E(3U>?ZAMJ!IB2=@8."?;1IW 9/ MV__M95<)]G?=NWT*#*HQ'7R'GL]!]ANP\5-W9\6TF=MG<+]K%_(1[?6QI:% M!C*Z_C]SWA;4%O
LFTPA!#/" 5;]2S_AK1;[N&/Q6JJR[5#BG&]RUDXD2X/:.MNW!- Z@1G,HV&(S'(.UYC2":6CB >^-2!G]B M]ZK=1M&RO6(!' M!@[3[?&Y41C0SY(;,1^P+A=9=<@2\G3)HO/LA-
7)39SVSU_. M7/HA-OI>%%MSZ,%X 6:0K;13KR_+Nj(K'N0I"WH!#02+J;C*OGD[U$!+/L] M!M]P)/%0WZ;/W3U09P1J@&#"2X&3"L;8R3AE1?A"34_PXIG>S:S0"]M6'6B
M^INZ;O42?KE"P6;#L*ES15;\O@&Z6(ME[YHC#C]E(P-N?<1_J*7N2\O,-G% MF/F$A*]Y^F* 0]BUYKD"RMBM6]'8-JT-+.EC/-],F#KL^/+$8,E"2UP-3FOM
MMY(A;VGT,P:)PS6K)+P;NL44X_'%A8UEI=XHY8H8G,A5,1V?UXBN5VWL]E%5(P M97Y!_9_6]K:Q^D:S!ZU?A650S N2>KZQ8ZU)++#*'K*Q<,@$XP1I%#%=I:O3 M8M#S<
S3]G5V-/0OJ29T^IG7-D5>*-ZZ6KR" F&"?V(8IN=*>T^C^"O*WJ3 M*"- 6NW\=8B#0CHB*<1@B]<*R)"K?>M^\%H=? T9W["O+*YI0:OJ;O-,G!E+ MP.1Y/G3.W;VX9$J=4:UE*-
Z4XJ?1^%*U08[##>R)WT>_\@TH6L$X^L4;PXF& MO?IL,\@:6Y(V>C1=U*1;S:M.6:IP]JZ'@(<%*\B?) MU:,#173[\]T]"0G$5/K$22-MG2=DE-
X<))WA@,C//?]D@>FA6K=&V%VM M>JH!13MS*X>;@<\ A55F9 S__&5Y.2R_ E98'$O2FY^#*E)>OJB2+\;ZL'QW MW!O\C,%SB*.&A$%'<\462* 9DD
J353AX^,1WY;RZT%AQ$\L%JK0GB\ZA>= M^^Z14C7D9:6EQG=(8VB"'"' GCY*($R!@ER(O]6Q_9O M-0(3E%:C?
\9_93F>L_F'O7BOS"HS^>H&4CQ[U3*&1/=,HGV7$IL00BVP>18 M)ZJ^3ONEJQWMZR(?GRSQS#<QO%)HNTW[@JYH30#_6YUS.EVUK*O7%0^;?\5?
0I1IUV35+JB\QAVZ'!84QFE MB^535C #.K5JISC/-A7T9S0\Y]6A^*786B4.5A:2R/=_Q"S8G4H6F8&3&)A*CZ+-8A#BI.;$: M+"1.[P+LWC)\'M.SU?%MJ?\/A)[OUZK9VNO?3!
H05<@UU\>7#OBKXH[_@!S MO4M":VE/V=0%^4@YIW0H%*[=4%8%GVG2XF&(BC@UU+9#=U]<&S!FAC$7S3(MJ2 <.CGV6S3.?2G3WMF$C
%VUJ#BY\MO=AITK\IVFOQ>9AQ;IVL2&-]*??4A M;IVR7XP?!HARGXWS*]Q>M)"Z"-./B(_T_ZO7.3F:!$Y[V]6]0# SE,,U3D MH\+XR84?A?GI(0Q)K555[1VM90I52KS<>WXR
UM[E6+&:EVJG)/O^ZOX@KAU M:0A\$N&Z66->S-FP2YZA@V]PSKY*#X=N(Q\'$ 8:4.(RY,G-.KOC^5@OE3O M+>]B?%.X]"E(T)5|_M(U-
6*E6=%*D)O/5;G9HS=4:%K"5$*](@VP7>Q@[N0PT MU62]G%#=0A5+^2Q(R%(H:*2&\W'NQ?L+=,7=AR=@-|<^; MMF_.V7!NU-6B$$N'.]+$)^2?
T&J:!3Z'<'24]A\;*Q9.F!LK["S,>]H4(W&BA9!W:L0^!%'&_X\31/IC?@ZX@,/0\/MW*+ MD8XR&C07+RW(?*&HOBI6KQ!DOWB3(5P%@C^7'W-X18J0KW:Y)/(DR^(I-X)7
MF3LD*%,$I]-3LB[PWQQ,@+=^7JCZ/R7H_P!N;)4.K.RT]G.JJ88@0TZQ MA\.7!%21 MB+L7EW=;3#9HY=Y"HV*TJ3].^3DO'}R,APY;*WUR5.V!XQ+,-N MR.COMBRBJ0>^AO,?
N2ERN"FB5;&^D)-&F.@O6SHR?NV*$CZR@4P-44+P+!;/-M#';$]"J[#,4_S8W40JS-P?GOH4PNP(;KJ97-$?GFOVN6:#*0"?&^186-+!;
MF2^P_*Y?)8K~^0\!.N!K#P;7EW0*]4WYRLTKC>/!;9C9)74@TW/UNFG'Y[5 M_A+ Y7F#^6R5#W/L!O>7RAK\!.*%78)VA(QAD)^WY;X?UH]JO2C<"+.?NO$
MTR_%^977UU^D5IF*T0'P+NN:!G4]F2QZW"@2+D Q<D&ASX4 MSS!Q:OY(X-GD>F1X4B-D%K+"?XC_);?T"_ MXL.W>2%*!3DO1!7,?
OS$9V0#KYYDRWBKQ/:9"@7)N=\6U^Q>,C)V$VG?@.E MUB2S33J, &YDQC6WNME?U3I4. Y3.+\L!",+K41&,,,WSISE'(ET2"X?H.6 M1O)32T_Y\Q1+51SN 1"0SA-
S*KYQ]*'Z)E0.3AL7ZE$'U'?^+-2&1&;3XC!! MU//+SU^=*>ZZH\/>"+5*P8 CS2T!*8;UPZXL'#S18K';#BFQJAD.M,_5RI7Q M5T A-(Z%^)HFVTZ<7]:H#,$5'H2_]I*N^EXP##AC
;F_OQ!+6X:J{{^V7(@N M^Y@D>CK;UA#YYFQ0E@EY6O:*Y\-]R%]XC%3#5OFW4 LRT,:.4$S9 I=K9- MU"!?2.IXYMSH%4S50A[X2A$9>RTFRTZAQH.P^7-_EM!,?)Z[\>Y
5N>$W:B6 M3'15 ,;S:*_*WX$OV$AMD;Y1C%^90GS/M,-*#]LI_<\=>O?S%G+1=VXE.W%^+ MG0$B5]Q$7,T+\C3H'TOYB!N#. \;W#FS53Q:V,?
]HLL53G>O;J$#@E=0]1B#6^)\CV]0*>^3H94R"UR:@C&+'YW6&>9L,FC:RE[N(C MROA&'F+OQ)" ^OFR5ID=_#=_W/K=ZWA9WU09?M+5!(A&Y@FSY1G2^E/!^;1P M)\F)Q]
(#RJA(.UO@-V$Y'HF(/^6L3PZD&D?NUW5'I)"]@%PE?LQH^4DEC," MV% CPE?D7MOR8^]WY+=+&]$A8BV4_8@W=U<4HK?2?LLL!W$0*0AC\(,: MY
W2[;|_^*THQQU8,ZUPQ2?IA,8/$%EGE>\7.WRBP8MBP)Q%^39O7(@).ITW M+%8YWD$AQBC1LFQ\0GUF4HYDV EN9OW#))RRDNCXI.B1+%%F=OX7H-.D[[
M9IZY'$DT46F*V";QVWLX)A&VDMG9"=G>[#<5EY1<9C_L,.!:9\XT3N:BKZYV MVCV,@A70)#XE/=AO,%!GW,/X?C+6VE,9^KC^*(\=`Q>U\PVI& _,P557AN-(*
M59LW6T_H#0O\%]"D^EX/[X&$L4,\+?0@WNO!*.B(F[QCSL'E@$1 -!#'PG M;NWB9Z,D6(8K8NY.DL^:<'#S1R4KY@NIT^\|'FUF-HL?*>)'AJ?.
MJIV+X1^;:R>7Y8%7),Z_ 6B.810(R3@C?T:RN~-=)QDE'VO>3N$ M8J!/,8"WQH^W0-FTV+WQV?1F(3X:.VQT52AJ?$?$0J.W_4YXA'YI/=0V*8&1 MA>
[O:S(BHA4?QOU;Z*8!@##G0M2H,)YX%\6"OTIT!&=-?=S\V_;FE!F2->5 M_?Z%!03F9!P@_(QP795T[^CC:[%>3BQ+9T&O7F;5/$?>3Q7_9ITVK/GR*$V1
MO^R6PHLF3_H75.RY0)3QK?5-7,/QX?!;^3[@WRM4S> ?57H2$!F1S^>X-'(-@ M0.RP^E\Y*BUX-/*^U&@ALM#8U8CF;'ZRFUO:@*;TXI"9TO7EI%'! Y4&8#K-
M(O=>)K"'L3.YWW"4A9?[YMAEP]80"XF8^%F(-SF7D&^K[0F_M2:<4,]R<+6E M)*+4?>+5Y&14,)RUPWN01.Q?-+_R8M_.2H@NI&&K*2&;YC\[#'$X=*SM'$'5
M@X@^Z4JJ,%;'(ZA\?"\R"\+3D.+ 4#=5MYW$U1A^_.5-%U0EV< RZTL0FK M(R).R"=]/[3BP!5F:S|@)[@0^5N,;*8V.>YX/7+[KW+JCG:N#&TQ&?H&,I9E M*6C?
%*TB/91T*;,,%7&WT>UB'T>;,$DEV=;QUO&3DJ0IA9#,/PR0^X'XDHET!%_ZYT*VB\U]1H^0#."^?OIK6&SJX 8TBDFAN8) M^G7"!Y1L'2^%!FTRZ&OKLG.9?_L^LH4%CU?
4\H8%S?J:6&29F12%);H M >OSNLV+R0%P=&OHN3+A@!8#Y/B/>!SOS0X4L^XT,/W=_#U'_WZF&/S;EK\& MX-IM,JPZ?8Q.#R'(4B;++>1 ,_6]/%(.?A:+CO+IV41-EF\F:5^>
(SY5+2^M> MM-[BLX$ +&]D.)YT MWP9,^R6V#807,^G!1QK(0I'.C"Y\9/TC\EE!ZS}H[?//@',Y+ KQNKVXO^;@ M7F!A":T04\F@V?9$N:,:A/FF6]8X[WAJ]=5'4&
<(0,]B@6^]R(8S%+B_A7Z6D MTQ/;&'HQ0@\A'T2_-81>_92S+.D%A&]6W7WA@[4Y*2K5J><]$'/TUCO&9,W M$_JGX+L=WPOFWX_Z*Y]?E/0[X?9Z#Y/)?SPOQKT4:HK-2?
6!U3FT>>S)6@A$):.!-6M@3R?[\E!D15WNUNUKR3[M*X\]BO?/7 2.QNNA_P8,NA7C*Q*\(A4 ML;S%H':(*\%$VV!K.LX<<-"91=1S-,E_W0449Y8;Z'# ?_[7OEOIL;E)?.],
P9B52^T1"_,GQ>Q%@\]KD:/+(539[_'_VG*R3EP>$WN2*R_!{^N5P[*U M;DI[%M)3/!!3T(*0O117=S/L M&)$;M&ZL*?)IA
5I6@@7QT*OWY=E435D*KMKKQ\4P#DAR,BE?.IL,LG6R5:]E<:]OV+/N.]G\[:-M48VUKG6-]fB&'_"/, M\XA.'#]@OD'=HZ..>NO ,/K+CD756MR@U,?AZ^^\#$1_!:!H7B?-[_=
<79Q M?1BM8CTDY1\KR_2AXR+>1@E9XLD)Z1^NPM 2>,)YE$'SHS#ZOCJC2"OT M.9D#?YWNMJ6?=8G3^,/-%]1BLV-D/L.E@?
44GD@L:F0<&G/WZ.C(Y^'$[.R7=:OWDPJ]*N:8O@?O[#TYW\D]MGGV4 @,@\Y[7QA%!MOH'S"NT/QC)/2_8%-R#.Y& G]_^;2+NR*K$4F<%N+#'QZ>6;4.377//7H(Z!P MQ.
LUYRWE#6U'#@1^L$.B7IE3!\!P+5,?(M>F7P'E9>C*$H^ZY\$,L<#M!,/-MD(PQL>4WI,.1DCE4NJ.IZ97#9@S;1DRHTP^L4
M]S74J<^LI= _A^7.3>PM;5F.B*O$RT&CB_K;238=+)> KGM*R&A>_5LB9_78J_%6!6&PVO>MOA_(3VK.&R"EG#OCX..0,!)ZCOBBE%P|>!F7-.MS>>,|>
[QS&MUDA5X"0Q11!N)F^?#7#8V%9"ET+P0#<9*_S5I0,X$,! O1QGB MHS[(7[P,)#QL_EAN+Z_LUAIN7%[0*[Q"*.P\\4!L3?H5 \R)!#9O#]VVB#@G5SB{DP[@ITXIG
MYV)@_F2"M;B^KTW1&A3(I_@!+\0F7*Y"G?^E2NZ_TV%R_A'Q,3>K9AMU41[[MWO(/W^E%WE6YI\"=X\3"Y]TIT-JIM@+@Y2EQC(EOK9TLIC4'CO-&!F/ *F-YM+XYNG
M<[/ZF2E=>(V;U!|?UM1ERSB4(R^SU<6W@F98Z-:Y[.M,_62YZM$Q7-3)O*]# MI+\UMU&90_,%.5OEA1V'H?MA]((V=_;2%(E,_FN+,ORO 8)^C^INZ\]0*T?KZ3W5C.D:
Ms!6*$HB1VM+GX*2EI0D7J.1M_M67B7!+\4CTBG-<&]S=@L_\U&F7R05)7$ M->T,UB7W#D*7AE/I+&9X_.NX:[57$^GA6<"Y}A^2F$FU1_[HNO-?GQOB=@/FI&'N9#TV-
9DBP?9J7YNX-)3^+V/]3D61C=""V,:Q&'}PQNJX\5;4-2G%X:=WFBKX\|_-^#- P(C2%]8EX,*]3UE9*A=TV4 8ES MA*Q?5:PY(BL"?9*VH6P?/UQ,P_CXFPN
^/BVLK(&/=PM;=&EK+P^JQVS3CM+ MG+MNPEK!(@^_JT]3)@SGC$X=XK6/,H4/QL57GWX"]$KJNGIZ0GNE'YMI>R. M5ATM+HIUW"VGS/"V2&YQTX#DP:J&G(<3-
C;=5*,Q>KUOPJGBWY$T*O'$_+7V M0\("P'C+1/Z]K^3^0N=\X%]3 M7FI[X^!/0Q_O-/^? ?8BW+XK"W0^_s9WH&MJ907VX>J+)QLG
M]B<,YG)7[N$WKCG-"D;Lj%.P'#T:V6\.3/69MYI2W]/+6KO.[=\;O5^=V^P9 M:4JXONG(H9(0$QCHY#\0'PZ33U$XFB5*"^D*A M^>+8<^"X5TPMXR-'2@ECA3E=XW-

B5]98H(C]IGQ'Q[K;W M0@9]&%D,+D\FS-(^YW:O87-9];/(ZD!9[#3+F9X;WZ#@/;[R:#.ZGK>HG MGKZ746FJ8#^;UG6K3/E6_R:QIPI=02E5&$K\IC&Q?
6Q@9:WFH!NU^'A2T5)"L06U%8K9K,GE18-,TLD4AE>]/X&&MBY11(@^4_F"@Y&3QFD.[*SH^@&)2_!(USW;+ZYC.:8R9,R.RLM*ZV=T%EHO M_209?
28;.H'_DCH3:_OIA%VF54+M6J7*!RE/0U# M&2*/; Q[4$E@7^RH_^3 MS[M89RT2=G%=UO^*>6+!/,/KC@YD<>NU)%,1GA12QLF9OEBQS*PA3ESB22FL
M"YX:5@+:)7/@"K2A9_!H"RDO^%+[2NS-K'K^7'(DR19:E4$DFIK*R]7[4VV] MF2L^T+G8!Z%*+V@KO[[CA$ UK3P#E]<5 AM<1FW@*525_2HX6]V5MV6&"@+]
MZ+&,IVA5S7Z*;[[9SRY9AC5V5U96%<&J2TJ#<:N*B[&5AEN'[T9[/AL;(X7! MNX.?,;@+].J!Z?E2EATQE%Z$0!4C(D*%UM:,3=> 7[T.^T9"A) :OCNWR:5
M^*T".=VR@&Y_F^C';Q+.[N!0X_D&P?UUP#FV*3)!CL@1.U8(86M!;T&.HM?/ M]ZP!!N#_ @!@90D=)OV+LNN_5,;PC\@%'[CSRY;=S*J":? $F14II_YCZ9D MHVL!?F,J-
7)VPUJ=M&O<63N2.'$JUDB#$7_N:G$K->9%N M, M-=8?I.PX1>@)D2/_:KI*H##9E!/KY/15.:\F:S--O>Q=I*Q)?^.@%!?50#5_
M!T]14DRR328PT.#B\VC"RAMU^A^TO7547.V2+]P)"81@ 0($=P@>W"&$X!8D M$&@DP:%Q"0X)[M)8*!-X^X6W!J'AL9I:!R".]R<,VO=[SLS[SEW9NZ=O>K_M7?
MYRJOVK\08\5,XZ8;#C)OKG5M*/Q;-<1+:(>-Q ESU=OU7[,WL?^LOFT_A MKY)Z_SPB%(SXV&A##9O//F6/W5%92**4@:9,G"/0XZ*^=T51]7V[F<"CYS7Y
M%AX";/FVP5F9*QM$)B;D.!N&2X\C&T',JU))QF=.KJ0L%]VE(*U<,23/D(WY M]Q59>L]TV:M&V2 9(]Z'CL[I:TKI:]8*S&$,1PQ'S&':HD]>Z'4,@C/AZ'_;5@T
O!;B:K@J+_IO%MG^"4V/\E4'_@ET(BE^.:E]S=1$,?\U@_2OO.-XH^2;%WAM3O..2#Q M)PUX1!]I99Y?_U61W:8^Y"5K_VWNRO5I_8+0U9G*^6)>*6$$X9Q(^MA4UE[\
M!VOXGE59R!YY5KV-[K!]\(^:Q_DIGR"W9/4,ET['Q3OY[L=ZF@U[A5TVAH4M M3-\O4S[?LB9UN)^<0'?+0_A!V5X[?_NM20;"HH3>1PL>L3QBF,YC(P*ZI9Y M4&8H"RO]6/]=
[B4JY#$^-DQ0HLZF]X *P6)MT&Q:6F5^9=6AQM[[@N^\!Q61D:/.\N(X>['1=4I^L" M'"(.%DVNV/B.U5H^N73H(Y$,XISU/FHD0KT,CN6]CQ4T-.U$*Y;$F["K;1\ M&S;T
I#OVDAD%R@\YG F@@NCGVJB26D)Q:@#AHR3!9;#"[2NA>LR=M0U+YH MF-(F7N).HLV+>STPF:@! 5;*J20&'LNNDR.YZ6 WU/ %V,.##.XFL;R)YFRM ML-
KY*971UB.S@6P&'AGX6,M]HT'5Y-N\J'3:&OPR<4@DM=B)-66: /:D-.]$ M>>1+HB2E[Y1(%*PD,HK)U-28WN)T)GNB_J!G!TC>C!WAT>=(N.8C3B.&6Y"% M\;PFFB:V
#=KZMI9VV0^<9+D/ 4;U*A@S\9DYO.D(MEO]42F<4("SAAWV\A#'P 6?R%MX>P=HKRF2ZOL,BNF+*/S"NP#'S$KS.D^%) MD"27O<4+JYB! YW+C_1&X,6'Y'5-LM'VWZ?-
NOUNY?7/\:1H+MDQ7&K$"]9M MSX$R!J=W=Y:H7N1 ?!T8./ Z,J(:[E^2]\#C-FL>0#0WZ*N$B1A#X"$VXM- MRG5OC(%[/!0USV745V_J7SX7?
M46ZGY^B=S+\9(<'N/W"L=B#P"!W-P_Z9_8 M2)D!)=6TAV;XR?(5&_V5YC%S'/.&G_NQ6"HU[\CN\6U;IH^/+TSXS$%+E"H: M'OODOQ-E @=6[0,]1I-
(01J9=E]YNU\ZA[5TB>PQ1)U5*+<<<<(=?C!58K(/G M/$23K(OR(P\UM33E"6I+^;]^.Y'OF1@8;MY(M9$YO5T8OD?>X635:"6K)2 M\X9(OQ99C];YVHYH*SX@5Q=8D^(/GD>H*
W=9P4")Y @JRDLTT8O?5;+K?U9 M[P'/F.27=;^0;:)=0KG8VR@J#7W!8;.XN+ >$3@#LA7"S(#BA/I= F" M;A-0:2S%'D\APS42S%GZ-*UM#BI"%JQ5%!P99\QW5*$,;C'?
0&]7>M^HEYB\ M!9&AZ0$ 7-(B7#+;42V3Q*FB.1[% MSS*Q^:0B.YJ3UX-TYRFXY;3IG6MZ!HDMM766*+,DH8X5M>D&]\>^WYA_N;EG M\!>>C&#_0A[:&WH\HTDR=O_>
(0MWCY4(0TO!XOMP&;3!J6@IDD5UY6/;(*^I M8;$B3,G'K%'E,%$'T>\H#]Z1./5,U3:5RZ8*SMOU7W+&H%(A+@1C] M9W3(%ZYB;NTXHGB&[(Z639/$G_=]
%B\=D0(:A"+)+C\N/GQ2:HVJ^E M#]^["(-N!3$,QL7@+F01NLV"HD0!.;#^VD.RW\:[1X(Z5*RA%!*R)]RU.(993/;O1J]+]:E)6KV%J.)FA
M,CV>3\B*::ZP"_7.86)-0W%&43Y,#_(U%1N+<1EW0N]CG4!*<_TE\2\TTF%G M'OU:9)#5'A5=<&(1PMTO3=*/:^LVXSRM,J9; H52P$;J)AK#0D%S*B_M1:! MRJ0['KY/VU3!&KP-
*"QG@#*M>WO%F,^GA2X 8\.2=,V8O\AFN*A7K.(_+1Z MVP?<#J/-@"&3F@-= 04M-BYG255+>G>XE:?:,UW>,\(>K_>E2DJS 4>V;<(G M6N[?
KCA7ME>1&TV9_M71XENUO^(TYC;$B@?AT7E@.^_(2G:K$&T%"Z-6E>R! M)6E%1S9>.K>OTPQA>GE3)6C,RU]7AM76(R6H%D.2TPX)8X4NZRP?\4&H4K4(M%O$#'
.N&CCZ!\ /_H-!%HNLUQ] M*LZNA7!?%@K/4_[VZM8WLA_R]D*RB+I.GD1067#!W?P,EC/"FY?O*TKYX2J$ MD 5ZN]:!P_O3C>)#O63VP0< +W?
=J=_Q_4=A7,/V,M>O2R2U$@L.?!>4Y/[@ MK%M8L[U$2,')!T@*5A!F\MMB^]P 0= Q75,ERNZ!F M#R"Q/P_]YN0K#,Q6#^3R(?!CT=DKP]:;KL)JFC> MB(;VFEQ[>-66O-
#,XF(5F$QY +"KWX M " 7&VU+Q_T2AR%E;Z1D>#%BM1U*#2BQ1]V.XV9QI2TH)7FKM+!7?.^+\\ZO M7M <0W"/C_9_A%#^$F,"%SZEQO4@CV-3>0\-CALR^T]OC3(?
HE+O5LD$W;, M66,H]W@N/LC^1I#JQE.Y^*@SWS;I/:K$6/[1,@4M)?L*YQU8+?/[\ M@Q:I3H[7PI(*U[A]ID^!,]7X.TX3_-$)B3IWL2J#6^$4;GY^:#;^_H!$DMAA MA/?
[$O1=HO5K%,S@QY["[?B @:*"XE)3<]]"KDUD:"@X0H?86ISOAHX1Q-E; MKX0!ETAHK(0A<%5 K1,KT6+*F@V=$M^:',N?NT.]8;B=SW\]!KN\UDC, MIJJP2;?
8.'^V6X"B=!0YA6MP$YW)^L\T,3G;%SOJ7%[,?(-AS?;YI=!2Z0?, M] FY?U3<9VL@H]<'WHS$#GTRU56,>S+L-7_O_?DJ+DL3,8F4B9%EJ/HKV(Q_ M[)=\X<19#SIF+H#00*]8?
>%/5Z._((<8#S42QI%",DU;B(5[XOO/C5.6X+\7^G2F#^NWB2G =5 MSRI,G6:"6-%7MC;W\<&*:C1*.7YB%\W]NZ0EL#T*28@EPPJ"LO"D\%QJ$1B\ MKULMNW7[$C!FFZ:T12(=-
Z/%[MT1@IAKCMNA#SRICPV#Y CZ-$Y_"9JA1VP: MBZ2Y&-F6UJLDOXIJ9E"@;$0770CPJ/\IY K4:T_)0,(2L_;V<.+JL:M\J4., M;_TB)[\T&!!]Y8] CJ660?*+HG^,99CKRX4]ZZ !ZBP-
Z"WIK"3"D2IW\A$/I M7SLI8CB!18&3_D[H&U,9#1RZO,*^%3:'X;3FMYN[_[R+5=7>Q MSE1*KPVZVNG,.HW.%:[7DT\X1A=M$WV]-R17U_ F1"4;#%E;L&RU&/Z=DK=%
M\>T>U'7A-)P<"@6GF.6Q]'G\O656-R9;3^%H_CXACC0E,U"2RXO^"_@=.;D4 M0_Q;P)H"\S> ,]L%A9,*O7%8_D3#-\ 3L,)/ "Y#?,>C[L18ELN()!Z&?/<'
MP"LGRAWB1([GD,XJ)3XHIEM%/N.'8FI&1JZD+IXMI>W]5XOGM>,-G4#PD G' M HZ$P,ZS6[8S-2H*WQ JI3>]MKVKJ%3*D Y4&4)&*G@0]>&M.$-T:,; TNCX
M*LS,,P;KMJIE%ZO/5]\B9_0!D+:J(W0A"V,H2SXJ5M/D]\K?5[+E/HT4*[3;IQ\M4!+[*^Q?F@PN9)JV+NV$Q4MEMEU(MOS([=+W!,NLZWDQCQL5'&+9G_6Y=X
T)W2F'VNC;&QM,K/\1>G/OT(8;32.3 MW#7)@$-S50F,7,A,%4PP]R(I*=7;9H2YCU]CPD]XN-0(H6#+QIB%.N?P.FC(
M)\-247.DRE,8EPLVL.+#O>*"&ZDHK=KMUCC'5HGQ'_VQVB:14/: MM==4ZM>AL!O7O;+U1^5+Y]4G$OU'A?R #^F-2EN0P4.PI%!C;@QK) PXF!3/
MT,Z0;,44+S4B*P#B=8K:YJ5E;Z\?>N#F-LE*H'UTM(O"<1?+G"HO8&J(,H_/TS>TU-?FBJ+4QH M7MR)FM:>O9:?"F$H_%VA)NH9 [/W7A?-DJ5#@GDI="&>;IQ)UB)PV>TP(?X!
M@#TI<.17VNK=QM1":HO'K4K$Q[\&DJKBSN*/QN44SK!PDY2L09H$='S05AH* M'YLI\/_Y74HQ_9?2UB22C_ B$H?KL&A8RS=)@EB+C(@KRHZ'F5Q\P #E
MEQ9GSZS0#;696)J4=0'+U%N/Y;%(NL1+Y#[K=_-HN_@9ZE2A5W,I8P':@J"Q M:S1X6C^C.::U*='Y3%EN(N_:BXLZ0\9ET?J,U!*]4,-2$?Y04Q/].9.-9^Q2 M=(U)0)[U
4!U.2+;)079G,(QDS4/ MREJ?\)>".FNW7PXGZ(MVNU?25&:R(],=TMX!;0HK(LU_IMGB?'T12.1CZA.J M)+&*[\)P>HY-35]Z5J ?GS2TP1G&+^$Z=:P5KY?92-
G;XAM#5,TM:E4O!$#' M4EME#Y#!B#,!X0 H:? XF<;0?T-R0QCCY,,8%!0(-,#_-K')\2PT(AO_12\F MP]2);B'@.2Z :^N>:^>_[&X!F>"8^LI]("V-5 [H5J"%X$T44IZ,[D,^2P* M?
WS!LY"-$1"9X3$: /HW \5P"6A7 66N]#XV5 %0*##'HG4G1JL/>RL>*!@% M5PXTO$ROFSOK*>LU-DMP.C23MX50 U6F9=/W%M5@[85#&3K,4R/XL)>/0
M/K,ICA7MSQ3]CD&M[QV706!TTXK_]&\V'[5.Z)/)45FTU;=EV.7A?<40"$$/ MA5)&_V[?4=39L')HZ9\X7*8Q/87X&6?6KF^GA'_831A\;R%J8&FSD M6LM?
K$P\'2G>_BME3:'O>DD:W-:V('!V8U5]F?YT4JRE>]QK<8PNFH2$+V[8 M_7KKD\FW!T 1RJ/4B$S&GN$O6-+DWR8,=V._RA5V13?"PB#LH1&MB$R_O"(^
M/]]BEMAF&AWZG!)GK7A@[6FI-SL*>P!\WVF=2LV44@TMM37AVYS9-DO0ZX._011S:.CM;B'*6,GCK<#>5>E'HH>+Z:V$T_N(T MT]9J].[T:P\ A@+I:O>)]I25_QIB:C^'*4I-
6,O,3G6IA^;L4KN=['19.JE_^;N-I),BQ36MUM+._5# M,DERMFFI]SWM_AH33@B%JO.Y[QX;L"*G#9M5NS[>)V'*1,2_B/5")CE 6/DK(@
MSG84F&+M7GP_V7=_BZH!ROV+DH;Y14X(A> M3YS?(WL7E;Q%([UQ(1,SMRA:[W0Q=S(09ES><.2?I[]_2)J>,UA6;BHRTHKN M&9_8S-
$3?/4!OW_9RDJ_%$]I,!2_ZNJ+:2U66L5NYBV.*IX82@O&KY?EB+6^3#BFV';5Y3)_S*0 M%T*>RB(-]PRV/?%YWA5HQF1EN^#*[A K/&72[_E\9'O][\5S
MI9VTL;A_OGO249OHBRLE9 Q6IL+!# S]$+>O 7>.4U3_&:'3,=K/HLS)2FXI,13UM!.67 MT#+\E!F[XPN+$C0*C F!@A>Y0D^MH* 1:0X<-\"X'9 MD_?
YXO]XAK(Q13.D/RQ\>3Z.?;XL4$HQ;!R\C S46$O03B&J0M:K)]0@M\H* M(WB,4Z1C:)ER9"*U]U3:Z!5-#JL\3 IM%FAJ_(I>\%/S?(85$= M/W*6$N=[\GV-
R)/U5N"X;6%,7[PL8ZU] M)I)%'M,0$%,^&BV"MTHF.%-%I -12]5!'WB_XOT]\ZI!_JKTG$A602#,O.QH M<7UZ@R(RUDL%EE<]%@]- 449NHE6$HL;?LVI:R M!8,B;VF\
(:=F'5M\::*_/RSH-FEF(6H:?TZMDI4'S5>KO2.;D8([&3A;D,-]@]">)D.9KI=M2"6^3V8I2B/6J]9UX(]"'&GFNU0]UCE260N%0X6]G#9@IL+LN_' M91JF#!#9C;:B.$#D&YY>MQ-
_4F:.+,0\9&05:8I,792A?G_@RI+40\NR)NXB MFQ<_UGH,+^!P6XZ._'S3]30A]O0!P,* ?W3JQ61(U>;W2[ZLU\[-YA. MQ$E8T+
O2M7H09E),1I.Z<=JM;D\EH>*@#$3:XDO75)PC=.M>^?"R8[%+4)" MR+"7*4]T>+Y?V=HH%5KW.VIEES]F\'T[I?GCN(_PK26KTT>UG'J$H<)OWJL7.?+>VPO!^?
O6@\R6EWW?3(W9WOL17_#NS(PN??Y)JF,\:!%?SHNEF4PW)W,IJ51P]J.0->MAPZ>W 6 MK\L$U95*P&U9\L6I;
(=;;D%&'XE=HZ]JF]VKZ))YQ!0OFJ.N6YY6HNB_AQ3EB(I*R'60=%S@9D%I?RTQQ+_C';;_O%AJ MTN_2Y F"DD](I='&B0'7@)13-FXZT_PP#KZ?ED\"XHO$<']?QX(_W/IU4#'D
M=R?#5H;Z\>2(E=0+#POFR!)D#;?A@P9J8N]77DMQ Y51];' MS%Z#FSBQ5W?,LGVZ&W5ZW?4Q,+OL:^PNZ"9JJET0%RIZ!SQ;YMQ8BR,+Z;'T
MM(7.SC7A&DJ[D'#MFMQ\ND2DZD<@&GG5O' ([6P&MFS:P$7Q_$8%A "9RNJJV9;VU8I89GABJQ[2 MQ_:+EMU[0'P42F*
<86J\.H3=EUE$F9^,N3\5>'QJ!GI9;CVEBXH+QWT7"?C@ MCBO]ZVMNPYJ;[\A@S<=\^)4W M5\A:;\A:/A2FN*67)16!.FN+G*1Y
%@>7P[AQO4M<68'7@O+GV:UU9FG#4LY_*H7N2(><92@)_I,S9S?\9_V,>38 M4='(RJ_+6.+6F4F4W(H:JN:^0)9)#61)608M"$M'O/4P4#MT(JWH1^6W6WSL
M5:R%+XZ%CJI8B%[,#[U%;=]*Z)U+]0]^KOLB <'DI%;3C:3R%A>%/#WQ.^"? M]426^";X:-H"1?%\(&E,UL.P3X0S&Y0)YR[3:==#MF;"0%%KF5>=6[1[!TM9=GI;4\W7?
[A&^T5ML%:; MQG9R,WA;D6ZUI)DHA=\-921\F?^S#]:ZS59OOI13 MDPO:F3^6F>/OY8,\R()*KN3HG7 =JIWY1JHI&GO(E*?C3>$ZD -2*/5YWIP> MH;GOMA?A.7KR" @'",V
0WE2*)BHF##D\<;Y_#FY)#<7W;#Q%$39 ;9J2"B MZ+X*G:#:FC?.F^<%@EDQD!Y7H5XY^Y!U%U*S)_E2+;UV("XHBB%,CFPDQX1W MI;7B;CK>Z9-"JEI.1/8I=T>G.0^9%
[=59G>_\:"N?I^8VO475+-0QGR='EP M4?,5M+,5&#O'*72ZNB;9IJXM3/Y)90G6->?E/'F&(V18+BWT.SYRW@= M70Q%]8PM.;CV4X\14WTTQ>9!?3WCBO!>9'_2E
.MQ^Z"+5["O(\]>%S8,ZT9 M*_F-2)!K^66N>5OFW%A,)_SHRDQ*5UV<]#S_Y0NRD#:G)P#O&D[A,6V""7(MW\#(W#"[P!/G@]:=:[S]50T65A=D5T3WX\%>AXX.P/KO#2]
M7$',LMD#?'.(#S?O%%+?@V/PUZ5G?N]\4-BHN:7)TP&E&=Z-+A:3 PNO3P_X M.\^/<^>X.U=, B^I)>Q"AZPQ(V .ET_=JL?M_+])6>F:LK>[$=^K]C**2W' MZ6-Y;K-8IJW&EP-
#:"-EZ;"C6#1TU4W87*O$Y0?V>\;?(9M9)BTPJSZL+R&4 MDOKU%XXV)_H$I@.V?/;TE^7]/JQL*(L?]JBG+Y-6.C95&G//S+0(N[:6-7N<
MZAS&]GEBB:@10[$)5M__:Z,FXR^LUFN'A7)I.Z0YZI4$6=]82ZT[(,N27TNE MNEA9Q$YRXN3Y1Y=[X+0A2W;+"GGX\7?VG:OFC1I61Z<;0 J'Z<\N@OFZG,0Q M1@.K=%Q.
<+S2!T^LG@34NE"='V0BDGCE47;[>V12%VX-*C8^](LHO+!6_8@? M,VWIZ<^>R'*]N5:5M^+9=Q<5ORP5;)JAS'3K@XT(N^4KO2LKN3G.>LMK(>$ MZ=8:)LT2PL(ZQ@IP'5:
[U3(5_F;&FC-]BT4%4E+2N+@X*5NK>L]YNV-FTE+N M>@$2_G.E^4]Y9SV\6-D)GDBO;VMX+[2.QT5CLB^H*7A2F9E!L;7Y^O2NC#'3 M[%PXJ80[<5%,/[^_(^9[I0?[9P-
CQ&.7Y7'>28>IQ6Y@2=%;PV-"2H2UE)LO M>8Q-%2Q0T1$]EPOF@V!(\CUHLI3-6;PA3;Y-BY]*K7\A$G.=>8U55FIPK;G1+[CDBIXO,352E:"*Q 532!PA?X?8->4) MB[)@N7,Y
J\;E%.LZKZ3,OOV>Q1 MAX QLH_P\<"5%WH)YJ%9@U-N,^1[[N/=34,>)ER>W-J?"ZPP=8\M@4YT)X4 M1B:?9]QQ)?4 M+!Z$BQY(/F]'?7_V%39WA_"2GLNOQ?]"],3$_AG-,?
8'@'(Y'"",V[_MG+]$**\6YP1.X++2C\!S!)>V EJC<$-D0*JW$+Z=%+++_Y#.W6W#=$;AW-L% M94HSE;>?W.+E(5IB4IWG5>2[> \\DGC5E:7JA]$*U*C_?)\EIGI:Z%BFF7Q
MW2GA[TR;1>BT%GF2IGM<'.41^(ZG_HWITK1&GXAZOZ0[&4L#-:A95]\<#PE> M_L<%X%>+A?TI0QL]:1I2/2\G1.\!]2_P:MFU2_9OPW#! J-T@A]VTOH4UT"'
MR(D4L8">#\MTC&1JC62&+MU),1KG+$_,#7R"I4N2F_:_!TN3GZ$IAF1TP22A$>53ZW?/Z1Q6ZKR.@ M!PQ)6::N.I2_]VYI7NT[3X]>)86-&<\#U])]BL>R.;OH^"/FF6\
(EEPHP_@HO2JW@ Q!J(^1WZ,"[->\^2#V\5NV5,8J>V MI#">S*OA6QT_VZ]3:, M.D[(/)_0GJ!X+:]_I*N7>P-3+1Q2,FM))_#9,_+8<1"Z*J467VU,3W2*7 M[)4$O._-+6J?
T4V=O5AFC.]'<9D.F)4Q-?4/'T"&V!898MSR1STX'<_'T-6 M?_ZB$>%X'ROK:_J!E87O*:)BNTAEYNJ$NKZ-+X#X%QQT#'];R.Q_2OPR/_K MO3+,
XV'@0Z3KJ1RG(X]]'M0!7WAJTR)Z>!3-E"HC)6:U@4QHHF%Q6:XK?\7 M+Q!:Y^G2V B3"JE+S//O6WK+4(AZXN-C&O."3/Y(]YS06E!2_;3Y*:1:4%WH M,=60:
EW@OE3*.D1[\9.ZB?EGL(%F:%-6RZUC42:RNP)+*P1D2N-?(M]B;: M3A=C)KJ>'C+*E06'L=+3P6?-RO)@;EX5#;X%O&]N!A J0%N0T[UA%(]DE M/NT#X%S'?E54=/EV5&FJJ\\,
[5MNF5UIRN@D.2/8?++[U:\'0'#J6;QGG:,8 MYXXC%??H\=-L1442+U[J'F1KK1[!6(/3<0JFE1DT#H7KL*O0)6G%\^_/.)? MMV.'AIG4[, 4[/;+9G+W:4RC*QZW=L
VX#>Y%^:)+^@F,]F: L4$RWL>2BH^ M&5(84C6=%RT;39^!2:':LGY?V@)YL\@N&?%&S*/V K.ZGYWKN'Y.,<&@FIE&
M,HRG'BC;JE):I!U2_XXO,P=V<5%FYQF<^6MMGPRD)J%PD"Y.\6GW@SP58PU3 M<,**&SH>ZF8LZ1=$W<*I/N9E>7/?TV(5X=]Q]7: 5 ?
<0B*B.$X.R.7UWE9:R"7%OM@UC4J#RK$I)99/IF-X^WR"CM>>.^7NSPFJ?I<,9 M"VCE!K+J^_0Y1ZGMG.(U@[>3,LO*^V_7NXIV%-06P$=!VRX_/+CLR-7L4#L; M9Y_"
04*IC::;KFBQ+*F#8I-&"FT0=>"[9CI[60X(X626.>UC"*RS[L5/*&7DE4S;(V]M'D@D<]\?.[%Y48J^5BIRS CSM].GX;W/J_]W\UV&LRUI MZ9U@]#J<
@T,8]HY(5GJ=Y#+$S&=TB_B>Y_80Z9B:O6.:V>-$24_%?CR1_@[M!=4!VL^4T0?SW*3%484PA4F3.(^&2DXQZEL"C-^+^/S'I.!Z-_F] M.RRW-$KI!![,$' 6WX+([;W)A)JF1R]38,
(_&#U,8)C<@Q1*NH\TZSA(/QK_MISIHK(-7-^N$WANP>!IUE]VI.M_4E?,<%&Z8WDZ/$:Q!$*1V-# MG
PPSN[0P2%I]7"=@^:ONHWSB8P%G*JM',%XM74TTV!YR@M8E_>SN'ULD^^Y M.>&">($?%\X3:]00^U71AVPDLD4P8@-]_]>72(X;Q.(230]YQ-($ZYQ9(F0E M*)?N#?
2O,#DBSB=5Q9 V58A%C^GL@E2KYXY]%([O$P00!++YI=8\?T>AI2[@ M/A:3>\49UPT 0!E^ QYU@SV>7GG-D6.#7\PB,!E2 1@$"F(M!0=C#5LRC:^
MM3;1#G)%@A9IG+Y",Y9JA?R;5T1Q*35)Y@%\+,XV"O $JPL5)5[.@+&"9:LD M2QA.Z$0D0)0ZNO[[U#64/BI'[O>JSL#4B2J1(^3I)M"17_JLK&78&@X&Q@WH
MJR+NE)T4D81"1W_2\L_E9'PZX?U=;SY9_Q]OX>1*EB7*?"J^LJ0M&,+XL\IR M+D/=%5T\D/09#P^])L&'-8)=<\]LJW';8AF&_OY(5^$68A(-)&.7-=8G+D=- M@9AP4W7X%A.P/P2
M6X"YJO4$ANJ"U"<)_("1+:3CC\48++88!WJ:U5E")]=]8^PZ[627RW6!N%* MZ4@D[11H5I3LE-*U/N]\4O>Q=O8XIU_:GF<'#Z%(MPV?94MFC.K_4K[1L_$S
M:9X1;8@A7#M)OB_:UEG_T1//9]I*D0/(ZD^73@UA:XV]^K+4%)5"$L*O#E1! MJ?(.$K$ZVD)*Z7_I@]H$B75%/\;K#IHF@-RB/8)KSH5LJ:TW0T\\0X:G% RA M3!9L3BX7DT6N'*
[L7=*&$GW\8D=PZ*QWC3>.D$IX:]B"^^]=RW'G<_9O\4LK60<6-3I1KXXFO?&\/ V>U5N M\"P$4\S6-$3M-276M4;3).@E2]-)6N%)?X#QM_A;4J$4A87S_%E?6\H*^2[
MQAIQ[6EMG9)=VHX$8VB4>DFG6DH1/7EA^98^Y,WS'4E^;K\'@,J8W\+9<@2N M_49D^P. W_D!(/(0'+6WXA_>P"LVSP 4";WK#N,CA *51^G@J-[0AZE9J\J
M1N,:#6IG8P*$8,O>TX;6J)]@O:QW=%Q?<&U$BK6 O;0!C+[](4QU:Y^?JJ@ MW!_GP;?*FI#2EFE0E9X9:B*&@WS]&WD*Y%L E!ML"4"+H7F,? DBAG<"'3X M25<>GCMA_MC-
*[!T#J MK(];+T!\ 0>_M/M<4_G]9NK"_S ,"I6#Y_[>2+1G=#P_5#MNXWVB9.-B MSA4;1/)XB&N+\,)OQ7XV&=^ORT;P+IQZ277-K_W$*$3_:"8M7 P[ITXF75E
MEGR*>=/^6W!/*;1]M8[\O@?OD-E19P'@"(17Q#UN$M?!4N.0&Y$*TQ8G39O-;GB6$U617]_OR_#=%.1]JN-@75*\J!G@H0OY'[Z7[]H=[04QWD2 ME4K!R1C/-R5L3SW<'[?
^@(QC_J".3_Z C-[U]E9?V]4R,E&*Z M'*1I&O3:[[Z<#T_\+4?^H13*JQC91.K"?9G,#,[D?0DG;*,?%I%[X1O*%.3S MLW-U/Y]P7@\H)^HA7,E=1D7QS)(^!!>K@8)H[G]@%OF?
48D:OX?FQC2G5_J* M+A??QN\"XT;^ T&&HXF2KOI$K'_FN;*'62O@3NZJT>E VQKB48L<) MWW7[@C^GX:JMJ8BJ97K'ED8^M[]X<&^0[PWYT95J:Q+X#54C7(:>]V+%VMH>
MPU: NKXE*;YG9Y@IM4_)UL_DZ9 /$M8"2>WMUUMU9>A(:NPILZ)XQD'G'Z!9 MQ;XI,$PAZ+30QS)HH#&UW1QG2@RW(P^?;^PR2&]4Y"_^\B?.\R1!D)%P0\\X
ML_T,_>A]O(]!P+"-'_0LOX+QQ6A:__E2UN. I==L5;)Z(K*R.<:2TNO93"" MZ$UDA#*I:C="9)O_X[(4F3E-?3V3F3.WT_B\CPL3GSKKH%6AJ[6L3Q-=@C%
([\OT/.4LLM23!\#KY=2N3V=4U.%^LW,]B3??L=7ZUN%L5S>2Z MAO&JP4Z[>/%\$RWO8N_R1(TC4?,-O4.@JJA/T,N<;>)S&TC22V1Q]2T_E/_$CL+MG\!7?,M91 MQ
]T;C'$>J9*>?)CLEP1R_AH8TZRU<5U5J ULXE2:KS^Z^?T[YI[=_NUMWKC M0UL7#C4%D#*4S(')$%U4CO,K/VI_Y[?NRW,VFG51_^&'U49[P_FS<+3'_M+^47 M08WMONV=L=
[^NFLZ"JVE:](>*-D6B*2<_6T[;D0DKFCH>Y*,\W53M M5+V?G8@48M[C]R>(8-$(^2\WP=S!&JK?TNT!]#_Z6\W?"FGGRKHQEP"SSS4E
MDT#7]A;5KGF2!J@E:K>G[9U151)&'R)3R3X@6@R;LO]%A?'_1WJV&UDA[CK@ MAMW)63LJP<'$#S/I(!YIID#E_3B6(G8H]YC=[$2;%2)$A2WNJ:(@Z4*\8W)N MV?
W7DX*+M!>[A6F4F4W^O ?PSQ\DTM^3B--5O3M0<<5:82X2\;]($\CIWL*Q!]Q/V-HZ MG MU;PF^NNNBO4K:MO4JA]][8H..Y[_%_#SO)>5!-ZY\+E7S@\,>81C,;C^P3GT5\(&
(FKU'W+ M_^ !(#,@N3@O-6?S[CHM[Y4\ $KF_3Z%Z<]Z\AG:_A=A//Z' M2 5B23L6>D*""6]+M>U?7H ;M,/W\9]7;.P MET^:5&#NBK%T$'H_8M?BF;F8(4
Z+S"H1GLHZ+@,Z;9C=O&167JXW(V^%]]UA=K8R2.Q3R%*H4^7WG>@*X_AX::@*QB* M9IAHI00S@X@/R?N+JX34:V5=(G$1*UTJ5""R!!4TXZ131&L M$_=]U)A?
EFS^PXJ%V0C5,?'0RY)UE)"6 Q^'PQH%'(2(F[>/R48 <;W43) MO*SFX&<]&,YKP9N3RAQC%6.%[-82A@2DGH/A-2$520V$6W)V3?\1RND?Z5-: MFD?\BQ5?
D=9U_4$%.AP@T[2MB2HM,2D1P/I.]AKX%B'WBD;!D??[\4HHE;T'Q9;T*TKZK5ZAR#_A M:QWRPT%99>TXPC:Q*6,:K($9O80>AU)CH4AY)5:$M00D9[VH(2MT6F;9\![O



7>FHC F[9&_(<7"ID0)[K7X9>[P26[71KU$:A]RN(?O-_G\?G15K;K"_B;)YM]*&.^]^D/IY"-_FWY6L0/"=_K5K51 M7R_X;7Q?"EF(;Z/Y79?
+)4C3D.,CT^J_IDX26!]7[1+^,E8RT'VX&\6,_8>T MXRFO\9NTR$GK1QA1G*OU3NQ%*=& MCCT0DB(\Y9JZ)W(+JLBYA@2+7+8N,9:G:C[&,O2ICAN[I@+O9T%.A?8.SEL#
M$U'0=R.>X -?O(N'H&JHV5?[J\JMN>>!78;TEJD+]UN6GPNX*L]!!C0VD6HK M@F7 EE>5T&2X PI\[K;Y7_D)B46VX&O5_ZTVIS6ZWK0]O@)N44=;TE>HR
MQ/DLR/0'W0[=#V1$3GE6U M.'&+YR?;]7Q1[0R"R]=N)&ZX?#^X>W,E&QKM7.^,-S M4@8!+*2VP)E%0B!JVM0^7FRW[%/K5^]$/9[F,^7_\SW](>IWU5[FMLK95R%X
M&+KV(!C%ZL.LJON;CZXGHO'R;9%K?R.==OVQYM:HN9I:3;2DHU86GE?Y+'6# M'MO)P3/R9G"P2>9SRY(#\ ->S3Q__;QP+SKN!KKTB/ F/M!+[CT!>U&/:N-BK?
WB5E/Z%WQ#@K46Z662R;ZCP$9"4'2AJ\B MHHJ(WN8[/N<6GIQX\KQPK?7_5CUYHS4Q243V00Y)3TDNTNBW3D=A04E0Y%K1 MA18.23@6]?.)D'F?
2S7H1&^XH6)O0Z0O,V'TD.G^T4R2L4-<0W*,%,E30QHH M/T^$Y5E]YVN9W%&7:YLRH:<1=8-F&V8M3&.$_=SEW#8.W6.;S3TC4]]]1+_* MP[7#'MYK7*UV5L]H^
4G0@>1;FF&E=^GINF2^LUH:PRY\[HF)WCC.D.DY283 M&H.@#CT\S4KA.6O64"Y.;Y>]7SXUZTLN ,L7892RV3"1H/-H\LNI M(+=5-TZ2_CI"P12CNJ,*;Z4XFOOBV8
S*)-8@IIBY5@+L@&%Q82Q$M4!QOX/ M610&PK!-65]1^QK5M-@! CG*\L$]8A*$0BM)XMS/&Y")?'6N6+EW.0+# MJ:&"$1^HR9X=W![XM(SM-U\48-
FM)];V5GX&G"_T37OX(I8V.E$+W(4QJ)Q M:BCSR!?P1)+F>E=!'?CO&)U#]Q9W&F<]R8WKC)&5:7F%3Y_Q*4_@$S]H-*F< M9Q/4S75FY'QM;E^HT0TETW:)T!D@E&'7G*;"53P-
MX?\>3!I>U=_[![B:+8L191RWG7' M1\^.Q4HUQ48+BW,O[4A_B[L:CZC5I; 1N6(GJW@V-M3VH >.U3,9'W05>,GN*E28-J[M;*MD.9-WNH1VE72 NB[Z8W8&GT?J@&
MFKG1N=H?G,VW\S[UUIXE;7/;9HKI ;M7>19&(_ICJF9"\!&0SBPC*IH>T7/_ MH4F^54'JP3*>)E$)S8'SE3YKF;HTG/+I0NH)WXYLJ+*EN9HB5-
):!$^ZL*O:_*2R9QNM1$1<^4,C0O-%O[P3+ZZ#/*NJUGUDF M%X5TV<,XDM^=T?.F1'T N@"=O)1N9D&+F?0:GY#3>AZ)#E)]37?37 6)6,7: M@:"VU
MY>D%2_S0>UG[8P,&7@F/,AILF=SSMPXW>RY(]%E1@FH?KIXV=Z'?_'^0L MWJZ,6D8-]H6K:>4?NU"/9S=LQ5N%K0NES7B+T>VJZ8IF
M#O!Z9GMF+F73;N=LHO!Q[4'RD\/OB/'AQ=IP]*B[B@,YG9M MP3L5;7C@7M"KKM.!#2>O![*NCF_AH[W<.W(+HMT&)0DX5>./@/UB3NH=O3-B M.[7+67A==XN(@$E.Z39;"-
>,\LXZ.8*']H*9 MT-IJ G6M(;WU__,C*'*3>_JJC+S!P&3"63OJ^MZS3IK*_?L!.DU[%48TS0# M_ZY M9>]A&V:7=W3I$'D$A"+JBTMM^.S&L77&S:)_T6<__TK_L3
YVD3GUX1YYY55 ME8WE"0[NYL9.MI^NLZ9TD I1QJ8"LJ<+5"9;H0V,JCNC^1/9]/=3 ;Q7F+=% MJPED62=ZJ[10Q\C>"Q#UK%O-@1NK0U@
E$9NUE.D#=^4@I<(E6=J4X>43)F] MK+,S5,'XU6.=X442@+[K,NNGOX1WTX8O^'KT*E;-B9:+NRX#XZ^>?TFCDD7R M4J>@,12=7A[#1XT)TQ[%2Y18_)=JGU:WTB[<0T
M7>)3)OV@1;57, .AV1*YO+\P9=J.O]L>,#S-"+R7Z47E/4@Z8R':J#.L MT8-E3/GM5-KV:QHZ(]1'"1X5_T7XU:R$5*3LRY/3\8ZT@X$7TX+-HUO_$N:A_#-A@U9%_]*,(<-3P]>
['1UT#P, M3CNR&DCF2\PP ZZNW2PZS+90!(8(;^Y ,SGD DEN')T/<&IUJ"ZDUM_CSG*4 M@61KGTZK/A\X*UO >"2PPA:<*%3DAW /29A)<3 M>IM5*V?)P*R>:5[E@3I4 M-
W9^BR>Z&<[QGK$YWREEB?@UJ1D_+7ILB[JS="!2-A<1:);-NQ#<@$O%E"\K M0HLZ@873Y1H$[N?SP]_/\WENE<(9/UP;>")GOOQVG=G<4:6J#9;KG6@A$'\^ M?
%1OYTXVB8W*=#U2FX95Q+466S!Z'% Z>;Z72.=Z6@T%^RC)!SMI4^,0"A<; M+3\[-L[0?O07PL:V19S5W?U/9S*'B5.S9IF8C@4'H[P92D4$W3W[DLU MJW6[!H.-
H,M;ZWDF9S!OE9PZQG22?)>0)%+ M2!8QI\H8[UQ1DW5N8_0*4_OMFJ$A.VN\H<;Y:+!PGL50]_7J-WG3Y^%_L^[O MT?,> (&8*_4I]PXM3 I\K*;&#X#Y#Y2(
KYB8^%Q!@T@TI+--ZO70&-9>=O7 M&@N2&*G49:V.[EJ'O4>=Y+RQY6J9?V=BXH1F3E7, M3-CU>!9/6<)?YLI,J"@CX13]E<138!Z;_0+?!+D_\[V)?&7.*@"F]YG#O#3
MMF:51QLW8F:GZF&?ZVYGQW?.W4$*>NJ%Z:O91GFQSB]T+49$?LZUY=O05OAV M[<:33[)YM:B[_EDR&&>N Z^>W-LY<%XZO5P3]CX2CSKJ!HYT+\^8ZA^#&6M!
M&5)^2(GX;A]R'1CMF"JT@LI-9]36Y:;B;G&?$[I/JK+'_IVMRA2G@F52G=5L MJ:69_R*1)0LT M4;3Y3/;5=;P/]:H$@O7?:_'ZC_(O,Y_ECSBF_+J3IXU?C3A$3U(L[U>'Y.0- MC^,=,
(1/K%E5&D0=KX>7@PC/R157.)0)8L[QTU,(&@WM2XC%&0@)V\-@EB:3 MK!3A^OM[V(]B3$)@W(_*1>RP/*=M[&Y,S:[]OW?K??.$M1SJP*\Q;.N%X(G# M1[7?7L@/8I*JE_]OKT-
?X$HTP;J"-^*,L1SN*1][2ON\ER [9S:+MD$:#? 7 MZK:)FQ_T=N@[Z9_M<3,VM*F,R01&OJ!N@,3>#QF1UEY[,JZSEZ$9"X,U<>2!2T4U1<(XLYA)&#?#]^K*:(/ TQ-O/917?
=>AU/XOP2=Z"8 M++DKL&R7&SRUP=WL);;)+17?"A9^YY)]1H95TSK?NKEF7"^ZNIX*<2>7[CR2 M9M\#)XI_8QP3X;Q"#W&C[.1.Z&#G?+3-
GU/"T1FPOW*Y+M5GJ>:_5G<0IJ$H M&G68]EM?E9;36&R3B[$)FEZ L>H_TY(KA6X% 7\%UE<5Z=O:H<,70"$K2)\' M@%HK2E:(NZ[XS32[+IFD-&+'H&_
M8X._._KRJ]#$&C/7)!FS.O6I;V_?G25CE%PH[KR%S\IMF2Q8P&2 MU+@9K_"(KTA3=V=X<.S:N8_+E#4?NRCG6^<'M.YK*+E5#K6R;2FT5S&4 P] M&:O9]$Y M:]-
NBQQTR&?;O6\0/"!8<=87J!=).-1R"I@6(@;*Z*>$=,$P"/E M\UGW<4.UQ\YP86^[L9^:CF^7AS7.J[7LKY5$-M,!HN1XT(=;9@T.D-U MQ_]A#?(7.L7/E6@9?_8D-E=HD$F?
E;IMH])>QP,34CASSY^Q7M;=R\&ZIV;H MY"P'>@"8995&S6Y'C]7L&5=MN2B)<&OD^K2]-UXC%VW^[B9H(5GGP<[K74PF MDN7O1Q3'\?I"?U9(5S5W,'KDA&N?
4(IZ1$>4YX- $2_VJ>P^2Y7E=?J6$AI: M8]<>%Y*ELH\E(T='C,0R)SP6:5DY(B,.R4 %B;V(I/KCHH1:&U-_#'U+2OH> M@/(>L AX_ U@_RR!XJ+W!/BC5AH/1)L5U1ZIA
=:!AF671M&_P\+I/-U_4 D M]UNUR'9ON:8Y;W_=I>^+V%E@3Y"Q$>Y*6O@;_XOL5WM0EE,V<5$Y50Q-:0SI MQG5>+8C&M-[\-&@49L\-K\@X3_KM-CF$O6!9*6C)H+
,R%V"X2.Q1\FGYS#! M3)O7\$[>G/WSGT6.T'HWYXWFI #ZUAGOM:=Z"]_R%[,9K%0FLEG RC!9Y<3H M;/HSE>C,L0$IO![&X);_8S][N,/$KB'OC1G)2\0)!;O0LCBSR#F7Q MR-
U!V078V>XA63,;$R-T5>K M:/J W]_'JA9DU6$9F,"=(91EE$>M[CMSV$YN==\?@ P%!U\!Q_L)Y^_38Q?LL!M(9!^9.P341K1TI$] MS\08O/=1-
F9EH/>T]G_KN"P*4:N:UNC/'A\>08ZE?J/-\N5N"(YT%(FXE>GE M 7R) ;O\1(X+QDA- ^P/_I+K19KW&F+?V6-+_<>,+IWU:N4!.R&,-^&BBV+7 M+4+G%>7;T_NAZ[Q^[-_F++
KT1/B\,5-QV"L9B$0O7!;HN$;T4=5WR,^BY M]A$QVF-^C\D7XPYA6X)DGN))=5%',$5\NOR)Y>5BP3X.U9S(S/V5)W:9?8X/!FD0]P&T8\BNYD6)Q?C4 M?9+[^;-
')ECGK"3#O8*QH67-W.4!QA")CRD2N'=Q(1'<5>Y1TJR+>8VL8;PLY M'U_Q84*7*9*OQ0X=((,:;PK@,(,66!P*=:\X0/C]UJ;.W8.&S;12DMV#':B+ MP\#*QL0Z553 Z'V6'F'"?E\-
*601@@%R60F+FDT9/%GP;T:WNQKRO]9",O0^>U2B7_5N]MVU62I\(VJ'A$0/8>/ M[+$7=.*5?*N'.;6.U[#'9LKYCT51^A3%;",#*4NJ!"&.ZSN63"$T,.I"CM"\ M; Q9!UPJH
KE#S:TIHNT[HYIU'M4\93Y^#$.K)]XV&8DY5U1)%@!*5BBB>3 M3D!-=P#[$2;BD[:90"B:U77<*GPJ;)[\VJM^ /!YY9BUZJ05($RK9 N V=!) M7+3SA L_4N5D>F(N/-@@1CX$DT[
XTT:4SE=9S5F7YGU-@PX6P[^&7Z:\9E M/!F3P^I;6I%DZ59C[TQ7'/"WAI#RV0;.VFO9!8TM-_&B;'*.=ID32 Z J(53 MNL6=J?F6"%XIA=?%E2SSEJ#T[[?8/T@0Z4 *-
E,*>?,BM4[YVF3LD,WCBF3$ M\^WQ+P1,]E9@,J=GH?>2UC]@N$CA]A$7(3@,*U&]_ORU"6?2:'Z2$48D%HO5 M>NWY)C9N.>(X$^A8N_P!
(Z3^LZ2)'8L1NOC!^M5BI1RHCI(_=$5]CGN@#$X7 M');]O!SP.]Q"."RA2%8;;4VBA$\F=4>$U;GQL!RP03H(< . M3$(_-35$3/I8JYED"!U&OKSY)^CY]7D/T,Q,0D+*S.PS+JX3)Z?
(#PGQRS\R M;_??0.GK^5<;TN%/?GU9 %.E:LNTV*E$^2_Y]LU-1:VTQU94]6AQW>U)AD^] MF1CI]A]_FK=:#&.7F?NUWSRGT)]J[9CRV9!HW-)<7$-F@N^J"NM0Y.A-@5(P
MRP*2@--L*Z,0.O2\S++S;NZ#'6![C[1ZEQO.$)H[@M??+M M#BJ@_\)*RSX LA?"!DW=YN($3-ZZ&%<_2H6URXI;[4VM5RSO1?%'JJB-#ABK MX\G_TL?
BR"Z%4ZS'9!WM^EDNI([CV_@:,"ZS SO 8WP@U_,;)8*75/-TT%,Y M9AO+0K-PHD:/6;/'LFV(>#?+^#X4E@70"GFTS;G6-HFW Z>D,+LDDQ[#F\++
M('5UOF^!_QT,U@M<.@A,.Z%B),.9A! MQ2#*+DOO$>?TS: 3M]89WX6MTM:N",&$N> =M\R68?N:8WJ?7+(H#TU+!J_= M2CCG%._5A;>Z;J*[_.?Y$:_]YX%UB7+$")[Q'6TL6
MAF=LI3]?JD=T&7[BP%\NAXH\#X'_"M2:IU\'D091=.&@L4 M>5[)JJ$44NL3V4&-I0NTYQ(.LSP")XJB#VGJ\($3_Y+]65VCDWTEQ^YTTGC' M3Q*X.XE#
ACS>\$Y\D;$:FV0G#6&M80<'D%7>':-R6=N\A.)%%VE=IB#-#QU M\5U=_]200+EG"GY$TG*6V[EU<=I[,M ESPD)C\X->U..%:(1ZDBS?U-5MGRRB:DDI64D[BTG4]6*675>I*?
_MJB%\] M7TD.TVA*U5>(J62KWA0PJ!SV-PH^=6XC07A4CBSMU> U_2K MKBI[ZYS3;4CT.#6_CX@SE6>L@0[_6.@Z;90BES"^]-C*\W2\5CT,1]N(L$)> MEB-
::*MV1S%*VCAC^7:9?N=K6W=$G'IHD:6?"XA=!L*9GTM3P<4DA/%??]M#&D)RQU)+'Z,+8O_05+>00JTF4@TY-1^34+R"(/9U3K$0=?5 MW:-:P- !WM!8-*+YZ(O)B0Q@-
RNOS8-68'D5Y$7J;GQAQK3"LP5=NZ0Z\"I6 9RG,96*^%M MOC'9MBRTV23$XL69=KN=_5:0C;$V+%\T,@F:XKHZ!U#H/(=GG-ZO#%P)#+8W
MD;JD!N=;13OS#6SEB7KK%1)*"TW0N[2D CM:U$@X!C3\6:2%2:(*X,NHB'>Q-KU RGL EO%C8V.2
M&:%9\N:QFY1\&V[GHN2!Z.0A%&4R]D=R;WQBA'&E54=F(D$.\QLR%PW3S&;@ M9W_FC [F-O$JT15G:WE9/D.WL> :ET(G0P\B0;:P*[J%FK%)JH,2PN+/H8KE
M$QD)!\7[X9=82BBKUH5,W^\[S\CSL'Z84T[&J?3UFPG%3M179!##U%K"QQ+% MDYVL;,!6Z8-C9=X?NW (3:A0[3%]9ZY)S)R.7,FO+"49>[$![ST/%PTE8A\[M(2E088C0U_G/-
P3^*W7KJ7>ZO7M[C,;9Q??#T+^NIU#7=S1(=I#%40(OK:RJ M5-52);$XWPL95O^36J.S/U(JDTJH2LRB?GYINX_E=>[T9%1#_%M\@_@IOA[F M'VK^RQ\=YMU.X=^>OB$3-
]BQIIBS)-TSS4L;#B[_4?]=$4;A$;\<3/(86,(2 MXAVG^AT(D*F4QH/Z\K9]<0H\;J3OX54.UN#&67XYHQMA^;&"=X\U%T\!Q#]) MR%I#.8=CI;8^MAD)
(CC=Q,+W1191&F?:*63[1*.DJ*&,='O S#Q$BK4QLUR^ ML:9GOG_T[0)=SZR*6FMA1_ZD(+PQN2DGJY*^]^(E<\F8^"MKR!$EPDD/Q/_* M#!/KO:3LT?K:9_V_DGGP:TS/
C+J^V:QU(?*)N^+, LFH1G[GK7%+#; MW^E7>'ZJO4'D%\?G$4#_/GX8Q.WZ-S/W>J9+)NZC[X"=7_6_@X6W[A2M?@TG MYYX1C]?XW)<(=__95.)Y?! RN]1^?D7N]_X!(!U?
K7:;02C@*,=Q7F8H&KO+ M^B/)'91GF-46E;@/*'ZN!=^@YRVI3([P$X-6LYB#@).A"HN=K/"-ETJ4.&Y MB-7:'XW2F'R[MNY?+O4K=$(-0X)%K(V3W2IF(MUEK[7WE+# NU<#>
<]##X!88X+^FW'6^HH'@$QC M%U45S,IL-YYAWB3[[?$X6#C-]@%P7O5JH&1\=%)U6OPBND3(IBB3[!/PEF%O MAL]#+3PT'_]E*#?[O)+MU^GGF1=*TBT*+!Z\"V5OW7FJ.
1_I.-X/VD+NRH; M_&R%6@:7[4[)1_W;"OY)-IHOEBWUL:U$(:MY"F;B.G&K1E?16MV?1TG+G1CF M]DFF^4]'0^ Y>MPL]&X,-#0*];XI4JGSD/A1TE\YBJ1+/4_
MH$O*ZV+7*,PTS4(49,08V2-L^;G,\5>*VAB*[X(A?W$W'1-NZ3#*R&^H2L' MCJR.MY;,0*_7I*E=&H:)KDKO%O5FG'&Z"9A\N&/XSM0SGSKUZD7FI:A:ZPTK MZD)R].A.MZ5
3G[A&U3, +;&FI*2Z((HQC^WUY MLC(L9- (FR_\(]/'O^]M^$_3],&K6ZU?]0F]][IBR.AXB&[/[NA>/1&^&4MV%YH4LH]-2,.U=W
M@'SM_0B.7K$EJEM.TAOFR(K#E4@X]O_GMLZR)D8G*40"#8:8"M)27 8"G^/Y-D1B#N'J)U&5?4_9V6IFHC+2!=W.26K#*BA$M\#F^17_,GP;\/A]9GR#\/! MD9N- $9N-
Q&_'(OUQH@Q/OS1F[$RY;R)I2?+B<.P";%D8UC%/X0"YI!AQ"2B>_MD3(_;."A^H?CE53@U=,!-U:3OOV" ME\7:*UI]>S.@&"5?/$U;)UXN\A*4_UNI^E?-)(-F!'(2; EU4^/^SF&*EO[
M$J>7BM 6,8_YCIS,G DZP8P[.G_'0=:4Q2/+J)_PC]EGSE>(#WO8T].6-3K# MJ?'N R<^..IC1;:ZC_T>39&0/L987'JMSWBB;TJB;;/Z#WLS?XJ+>H^.!5@%'-)YZZV79
M!V_>/HMT!.!S*'U[UBV"K A5114 MFJEQL_:9;52Y'40B"8+PA:/:F7A+"#N# #H!4RW9Z.Z\WC>=FU2RY_+D\I4; M&D1]AB%8)KX!=AG7O_= MNN)?
0/K7VTB1)A/DWHH[@/@B=3]%9?!+\@#(&^ M\PK1M-7P(==^H<1#Z6I@89/=^G*N0.H?V83_;W?_\N=(ZNN9ZRZH@Y!JTZ[MNA]6N:,L]YE,@6/M,SL8^Y)QY
,Y,5G)IFU4*O+14=M1U%3L$^OLKV;O&3?0 MXP.BEHL7OW!T'GA=KEJ"$[^X>KD&XO:_$-LMG0Z.3>O3-;<;%5E@,1>D]96Z MI061>LMB=31Q< &KQHWF ?"+G?]7
MH[K]!+QRU%R O;QZI(=!5I7!CR=V(,=1ND%0-W*&W,,EF_5Z(:PDR9+]7F=\ MWR7V^/WC(CA[+P @VS4ZO45[RR/G5%;7476>6/DK(X'$C3>\Z@HSA[L1# "F M^JF!<(%1^-
/C>TXH)2NJ195_7528[$)9UWY@Q?'%IE==^ XK6$['749NK_>[MT=/5)A(Y1@X5!85:KW%&:MD@%65BXHASON!&N7$@%XQ97%02GLA9L7AI H MZJ,BHF6V**Y&.6B6>P7?
$&>_$R[CR:U'#)XJX;A\086#7F]LKFS@'7/1U V" M)UFND"0V1\&J[G[A(I>T_IH]@7J8$%;Q// :I2U'A4_A%4Q$XI0U%+%E]T6B MNE-OFW4?WZ3[)49Z+#&]G'ZS$]=X
M),HHM=X\YJ>]T"TP5O98\%BMV&(7&PH7*\QK_:W5IU2!;^M'PJPOOYB<2:W7 M!1;%18G0'_.&$!-W-@77U5/U&@&K:=KI8>,9G?CDM."_;<; M[F?&6N#-F2\PM_>]->T=D-
R/Z'GM7J; M*=0D>L51)E4G4@=FKQ0"7!%CAU)8X\&A%-;2W]B"#T^*^ORQ8KRGM\&FUK9V M5N/#682G_U4HUIA*=6-AV>I M*S@$$?X$SV?"G(W&WZ]< 47?
-9UWY%TX+PO=VPYT04Y>[RE*TM1NB8PYA]@M M,V(:VBT:&^59Q.RZD[YT]]D/4]B]JT_\BKYFXH*U>_X1K4S'Z5FE7!77(1=E M?Y4E7@.4MLWAPF54AVY,,[U!CQWX:?
_4A7:Y<%5E0C\J"=K'\ MS5-9Q8M5H:K7;FW<+++*"4%?1V8TE38+R4ALY68ZS'TKS>6H/SX F))7-$6D M';Z$L;K/:?*W)^;;C^M4*
(._['5FC_/:SYL5&^A=47SMGN!2+NNGO#.2Q5YQ;LRVB+6UAD*-$(]I0"PJC/4 M7/.:=L9[1!N++4;L.A-"',B7:6@_!2T4&EG>C"APA"WP8-6Q[C%5QFDG028G
M#W%=6N6=LD(RS*GZ>A)=SU*=^ZFG7R;?2(D$=NR?U'3.8Z9D(:=;X"L4LL>\ M:N]^/Y>53 "=*1-2MOC?XIRJ:U,#O?7^'B MB/\ H)7"+N_P^V7BZ@1J=JO,2GLZ,SSA[IB'GW-
"@-+W7;+X&PAAV M$^MFD\:;NDQCW$19L=F@J'TDSQ;-1>0X4AH*7V'EZQLHRDW4F7'*_9 S"^D< ML]2UH920%1OZR<'!04U-";(U7G$+?:]+#4+%%<-8%$7W?
W/R[$CK7*8%:"+ M"Q!%2_=N?R']"&-5<]%3\Z\/\#'[]=JMC^'H((K!#9-8)\V&XQZ=*E.UUXH6 M% J"-L6/R0Y%1\,L1?G)1V7K\'0A SB66><:HS;.#I9.V95%K9'K;T_UQ!2(
MH3;+0MTIF[3?^YUP)$*,-RW%"ZLD61^]6A$F8%.2]F\6.LNOG&822DN#ZD?@H-:((8A 5$Q+3NA M7)B_7KGJAK7M3@&1D#+-2-
FV:##RFISY]$MCJT9B*FC*>\K5B>OXBRT@-8'* MU0$(42 ;891\FA$"SG1 ?LUGX_+-_M$67QY=MA(FY\<#(G[C),V$:1(R1F#\ M/9W[\=SSC$_=?R-
PM<\S";LXK3#E=5FRB[O+D/&] 99*$((:.[.WF32X?*-9 M)G$D4 9=&SKIWQ__=T7%/ X.#*JZ>'(^-/^)57L8J (7#K,5>7/IA0+V^>-L M[/!%C+U2[=G!A#[1E-$+3NUUEK3)E\-
\9;LNK*BN+^3T1C5JLA#-\/"/YKT/ M $7FW)!QTY1#;Q[M8K0888XV/&"QC6&]-"L=KNLR[OH$>FA4UW+RW52CGW* MU8R>1X4N*Q7UZR&<5B$5UM,LS$^_Q-8;NEC-
F_],'>]G.86[]4,$D&_ZQI5 MI?IKBXAT/]E]]XQ.J_+'U'6+?7)5]N0F-SP5@D,KJ\+CFXZF_3Z2L(BL?RH8 M[.[N$Z=F]962'@L.%FW%X!(:VT7%5>
[Y^E_(0C@P%12R;+3EP[YSC(QTRKTM MV '_;.+YLA6I)Z>\+.Y'C-T=0W.A!A*WD(W.)L;%C5_5GIY;9F@W7\DO+F15S@R=N*17DS9V:MTD^=WFB<+Y;$ MC>++J"1-JX\^=83.:
(>1<#FK^,8;^8:#Q/ DHK/\?U]:LR]$P8]9BN*[]S(_M@E\-D?S&;R%@'7J2B6^ WU?Z8L$GMXW:E M-I2^_5S- 935X;=!Y!_D9G4(M $:"@&-'AM S0^"_=024EU8/I7QRJP6^W#
MM DD)&S\>,03#]*P@%LP*]T!D#+N2\GYP>%3FS7BBAFM+M\)VX*@^(4&&P/7 MB67:,*-][L(C[/S(+>KX(0;OLKN%'87R%UMW:L !BQSEC#"7!>=^,@9;I@&* MSD"5IV$*
&M[,48U3/L#]&,7-!/9SBLFPA1Q&BOWM4I!106"G>>)()7-?6T: ML3*32'CB2 Q^X0&PUG=R/[!T%JM\ FD4QP%W][#B03 M?4-1J8:.*%XL&17"%DH0HD,&'[[!$W@M9NR
M[/@$_QZ30VO V+[^:@VE?;-)JAR\"I X_4,F=(5C>4#X%+ Y0R M,_F87V,(<$TL;)+@, >"#:;P"^WT@;'4]S&43MRRO'Y/WI-\P& @ $P*CF MWS^Y G)66K\J&<:P%L36?\L1VU4]G-
#R(]&BM@?KBZ=L3A)GJ8Y7F4708'Y" MN(LB#2U%EC>YSW>0CUT%3.!=,HS4;\8K#'@CO@*T;:R(#<.> M/ (>SOWP74'7R&="WLT/83F^8+UT6:I'ZE"?0=FV_AB&U<_-
:]$!=A/Z%G MUM8X_F?H]]\&;/YQL^$OE0/BIK[;<;(%?\TD5Q=+8;"8BX-_\RA#=8,VYJW M/22D'XX[9_1"Y(.C^'&L?AYP?5>=V]BM.E=2"1D8/5)57,O.'M41CF>3 3;Y
MT>H##'N]C/YY*O=]+V_5C7Z.XI05<4'>T8N)\4&1L?,WOK[0]1LQW=<"\>0$ M?XSE#J)$B][_=]STIE1T-Y.#L.F697['29P AP*,O3G2()7$=MMDVI^2?2M5 M!WB?G,-
]K2.]:/B),1RK\@5(]8KVP)Y9,Q"EJ\=S^TM9ETM_@I ^K[36,?1;-VN&MG6VXO M8'$:,V&WTERX4LGHG.9M?_PO;BHNWR1/(5\R\4*1MCPZ$K'<7*GRIJ
M41S*%%FL.@S&J3P#F(F7!D/K-5DO%O_U6!-&G5B&CS%#_9,<9GR(3O* 3NN M-[]]#=<7KM[-)7EW)8G_1AK"#NB%WUTB4V3;F-J?O2:W=[^;9M5M#JB23-
U44GHH2$H8%,"267!<+^M8O"XO6) M4(WCJ-> J3DLN6"T$Z(G]GZH_Z227L7)GP0Z;N\E/@#DNPXRX15*'2-ZY=)X M8"O%0%4SB_
>^H!UI/(>@6JUNV'1>=5;NYG!7CG+IR)ZF4@O9^_#I7AWMI<9 M+$O4C*C!QM5,QLB4L2%D@2]Q$8$'>?]"'![J7;WWRR*H0VD07P3*K+"TY #
M6P)_WR9=K'_,;A+V7MXMA[&Y$9M%&T4WL77$A\LC-S1[/A-RZH$X#CC:O2"V M>M.4="/,$@++:EE).:-F-H3K,QY^L^2+#5BCL?,:6&%9517CL<.C\>_\^1&<
M]65L.Z#3*==9"%-=TE55$J^)/HSUR^[.M%;AQ\Q]DY(65HBX4? #0) !+(.> M6;22/O6ZVB.>IS4#.5S?B&!WZ6<5(Z@_MX^OLO5W/^^NL M&92J0YYNI,Y$,9E,-\[!*09G*E?
(B1]WJS@B%^2'3)>%O34>;O(MIR(1SOW4FQF>&YM19 M\"Z';?X5*@CJ,9NB(.UY==JO*MB9SU'X^;-CA*8#5HVU"T9P4A2Y+-7GEQ// MSRS/U9 #3/-
BD3^IR=&R1V81JQ+86TSD_4SKG MJ2QV0AJB.=P&6<,)KBOF%4 MPBR0 D5/Y96._*/1)]5DQTB^R$%_CTL@V1?P%3N57C#J.:(ZI,!O\@?9Y$W M?AF3(OOG_%_-3 ?
VR.Y/+#NZ7ML=TMJ&*32T9)I28)G\QA/$ MHP2$53WVZXM0'J@N615@CL2N)*%ZT-_\4!W9R"/%LV_#'*NL: MNXP7.^>JSDWV%I8%5K#T'CCBK1L)[9#22-*+^:
(]]]2TAF=98<36[;:/(MAOFX](_V?$=[KNN90RR,92QZ20P@P<=JO752Y95/_5LW!>ZS\JV%B4])@384 M7.Y/4;V; \=(O% P?Y+K[/VG:X[<&_E6F]BC^/Y;"F,G?EY1/DE+(.>E--2
M2<]'\XN,./3:$*B#GVF[&6@E1_,)*S&NL,8AF>8U,"[JSHN,M,#[K'1MX0X MIB%Y3X[KAR.D9D)A0 .(24JV3XN_)MD>DV.WR]1&K\9$X=?Q;'F23*^7FMN?Q3:.*CK%?
7,*@K.K7]>B(/9[]N::QK M]Q:&K?R/I]8_\?ZEQ4(SC)=I9/LOK".3UJ7NF=;2ZT,UVX,HR=WSA>O@T7=) MNO=)X\]<6*XOQAX R7/WWH2_0F;@5O] 7H4>>:9T7:%Y1_^I*9+C.];-
^IV< MY-7^Y+XFHX4SY?5>T@G!Y%R1NF/'^X*_R$QJ%W3^*C1$\>"&FM^<2/ H#GA6 MG>9NT7)>[V)J'RAM.VAX!J^]RQLLZF<[<_NWQLW@=:3K!>F:-1'=2G\MI7S7
M<7[N#FUZ0(4GQR1BROE#]#:9. ^W:I*-O#D6W1^S7<5'18-W6&A\)S\;7,AL M8]SV*YQBAZSXJ8*6>U[)O 'AM_W&9\)L8 4^YDS)[=L)KW$-@38ET-K:+IUU
MH=#GW[NQ\Q"#EE]+GRPD;]LXF:E#;27A,HUFB0+4RX=DM)0T"E/2A9K39%<1 M[J<\ )K4#)IGS6O)LP@H6UGD9[1AV9O+A)$9D'^>*HYPRLP>N <&3XYY#N
M7]TAR'2&5^J'#82/AV;.++(=0!!_3'C5#X4W5[MGK[ZOB7DRU#^/UT(C4DSG M-6+QV$\.J<&?M?P?G(\[?PUQ>/0?/E-AN5\5O%^RB^],,EA'?11Y2WN37.RROK.F:]EM:
M'"OD3L(XSJ/NQ.V6 ^FJ)OM$_>7ATM>.,>.]8BV'%!9/=G306]S.;2P/#72Y M,;X46_<$$:@W_YWN[%OGTZ#NYL*'6B^0Y?5"=U C9&&U/_HW W5 $K.^(\<*
MRCG2\V:C>XD4E@;'+V,LC+/&=, H!5"5CV?<*0WG5,I[DIR/9Y2\?3PQD3J(M/!;'L+ECQUJ'KP'^;A]F'P5Z$ A]QA@FS=Y.$D]G7,[0F*0WN]HWBR=2Y<.L.[78"(B; MT3B0

Z3IN>_,S26E-S$TZ|35L1!5;/#8CW/4UO'XL=^;";T/WYXZM07\+"M-M/Z@EEM!26*XZ7EUDU(STES#.>_Y+8-M6T?,Z]6MIA'"%UC35H3H1\D1TVK I<*

9]"LAM&1%.3WV4Z]6:%S>#*GJN->< MF&8"8XKAR+@7 +,[H-"_"9%)&>Y=*>^9DZ;%,,;FMQ!D@$P!B;Y:/I@K?EA9_'<0S/FB:W^*

MV51YY=9>JO49J7W'6"4SN4@LX8@UR6;0(6@;Y@RX)(QF" G;ORXS+7ZAZA?9-N7%E,&-Y K>D08_*RX&N M!(>?\+HZ(=@O-

69"B'VCANG%5+C2G_LEY>7=!\Y(&X7Z,KF_TE(@Y85AH20=79RH2$RFP& #Q3GUQ=T+K3B-*

%Q51"="M2"@>U;$OM#L174>|,X6UPFX_QKU3]>"V['=K9ADUU@_1[XP2#$9 M80OR;FP2:1A^F_G37I/0=!!-YOM.56*R"_ZF20=-DI' P3UE#\WT$_$\;1T

MD+VCKVZQ;M7<,7O,M8PYY-)_X?4B*R*MI\YEH[G T.,M)U]6S,@'QD[*ZS& MU.0H2#PVY0**FKG)B,X,3'.J=]"J^[@A);?:\!FY89'__#9K06 'IS.#-:,-I MY0]OXM!RN93W_-[,%83"3?*

W(7;7E5_B%[fR&PP>N[9-R@"F?9'^R"WN7S1%X MTVU10?+.I#>),+SI'W28?N*[M.N4:E4|&Q<4BK&*F+T$O^)$ST9SJ5NIG14U9 MK_3ASU3>CC?H$5NNZ%DG8)@T|HOP7*

W,#QO1(MP)(?QND^!48L#J,&Q'-+L MS$ZU+8_$\B *E1R@&KDZ85?^)A,>=K|"|D,V%I$*7&9T5(JL2_9FE 61EELDY MY.|W5N203#(D%Y#^.(*I<@/-*

:^,%R1.0R#/I>NCIXI[(EM[S]"A\SL!#.@48 MZNOEEG,'KKK[M;HR2#&ZL-YK&N*YIGB:E'U07I{^_3\(&*PP5s[Q7+](fP@:M;UNXR7-P_BO!X\81C*5U110";!,.A+CPV@&GF*

*5:G\\PK=!Y(417:^XB&GOM MJ)^"T4/B[.1X6+Y,LS',+LL0K!B@-5)TL&')/&3?#QKWVJ3AN_DQO*4*_FF MS]Q_75M66,GFS'D&M&N)(8HG.WR*AK08*&N\M>I)IG8E+))1;4TTQRE(5-WK M/!:4DI.NIT2D?(D!4S(^=R!8U4/%]>232Z]J>B.(:>LZ6#GIEGN M.P1 >S,%M$C^5;G\=XH%2* J=VTSK3 5:G\\=XH%2* J=VTSK3 r$>M.Z-*

;P6=CX!fT@8-G/)4Y+I6I/<%,%S]PTG=7LSJ%:GM>===C'(W2UO8-Y4QD M306!8^FUWF7U_,:RJQRICCY!5N_NCGM378KE7?"O@=%,!WL$-IK)4ID)%^G+>-MM|SFA;PK-*

KO,!EHK6],*7!UZ*^UBWVZ4I*F $&*20WW.??(RJ^2M*<7U/(^_M/*3=$7AZ(&88CG04\?E(Y80W#26(FIJ:\@)16U-6&WK>*]WA|CSDBZUQD$%7*

MJ1_WGET&.'$14P_CS3=I@JXZ!*()$=EY$J-@SF5C$M8O>7]A.@6GO!?M+/MX4 EY]K=|Z@B,Y'5"=54?@"4!L1-2EF$3TM6 M<$7(0N#9N&8DD2 Y.7.G<>?1Q@ED1]8=DO&*

*<4]\X2F*N5+G1P1.3=<4B?2LR M.J8((VB\UAKF86"79;|_>\4AP'@AO5R%?*6VR7RX,<-B,S[\\^B3PX! M'&W21/QI[4GEP/S@OX!W9.?2N$X*

*D3!\OSTU>>>Y4,DG',0+H+\"LHF]VC*1F-/#H$3=MD9.I4V8$Y9?EAUM[>K;EP=3PBY M)(UNS]->"\+W-=[":NZ'BL%3E-Os]KQ1$/O.>05H= 8!'3,]';-4R<8^\5*

M^G;%ECEN0\=7)2+&TAP:A%DIN +70K9<,HH2>3[@0#3?PS7NB AX21UEZN MD$4_7K"65E7R4ZLL<5'U8'7D$,FZ>5N4F _7,]!M$XJ,'P+%-?>;?^RGX 92.8

MPR1Z_5.T!H..2"U=0R-"V-%F<3.EI?0V^^>QLQOI!Q27Z$-#GG[ABB5X7 MQ02[P(S+_)D[_A,!")ME0I:S*0UGDFRCYJ:,[':(+DM$*]A\K0I?"]:=, MV"(OS'H)1S99*N1#*

*<!=KCW*24R[Q5"E7',Z*FMK2FB1H90H.L;)#5=00%":EB_MIG/8;V@Q+&X.-YI2R4$ M\|&_=-K[;2B02R/$(E,'CPNEY3/|+&O"_V1-B+ZOLC*O%&OF"&!+MUEP/BNG*

M$\32:X9>L&Z-.6H: GSOEB/6% MR21\'SO2POP9KB*3HD@.%0[-?598(0-N.$ZW-XR'\V\@>D'NTY;4>3W2COY@V MY@XU>]SU4T,8L2))I->VI2YX^E8|%\,

<#PJSHB.SQ1\4G!B3M>L[L:,K7BQW M<8J(R'T M$N70Z7,W+O]_<6P6G<%=W7#2&I"N>JB1%@=^V)=[:=BT;4@MG M$;-

*\DTLH+8HAM0<'O*9K4_N>+'&5R]_FM%48MI8WD/57'-4/@)X>ZV$E+R4" M(K*RY5SAP_RLIA3H./)E615.6X%),OS37+25RK)(XI>ONQ@G*

*M%Z'OF_N&]:)QI/T5MQ3%6O6$YD&!=!I$|$S*HC:)7/K%|)>[.I+X!AH.N^. MY04S!PM+?*6SPBG%#ON%>WX:S)KCM%:6XLG053.8CA/|YB;9!;C/AI/-PYG*

*M@A(H_<-7FEC5XCZT6PPG0J_P7CM)^"88Q4;FDCMU).."I1')R"F-X4/|" W1M M,;I @K,D$W B_O9# (H*2 A)GNEP,4S5+N\M!>*QE4S",4"ZSP!0;D *.V1*

M%H\6BO%.5S8&U=1TF?,.R$"!0K%S@LR-G'X1(%/S P)GDM'"&9K3B(BMC_FG M)$]J,.DAV0'$!HF3T[#IOC/EMQ:^Q^OZ)\NV[_[15?^HO4B(UD:QCW4@'/@D=.,SL?+ND)9?*

W;RE%0. ME,UXD|!SC"U8F3V!V9N4CT3,TQ(.2:-SH(3\5(P:V:(H<' 63)@CG\'3,F7M M"(UWRZV>.<9+&3#)XY#+6!UV4B5@7R1CK3NB!-"_TBOQ-=$/H_L/TZ[W>J%,|

*MEYWWA25S5_%72I!+_ <_L8;/39O= DUQ$[,%HG<6.'IZ6:5Y4M\K%]=+ MAW>$2FM8$?>SL'>B=)YP\/W;_B^*YE;=/'P#!N0=8/5]B:V_YZ1X+HCGV[*P-V*

M:FGI44TZCR\\S414D9ZH#X!.U0O?I48Y?4^R7QU15-(^7ZL8E89 "T4H-TV<-MKQGVFAY]?6'X_R=35.9:R>Q^PV@H#V9G.42G_BMVIE4&THR]:'I&/*@;D&" M]W5T]9;*

(>9)"QXWP3X^]U- HVU-'"-BD%09OL+AW_X R?[ZM$%.FM&X0G:V.> M@24I0Q-0&XJFWATMR!R84&JSG\JAK?\C(C.KGCMCMN8T++T\;S 6]1^H2 G2 M%BH_.C>/K-

=_'JX>E1&%]^;,R\.C[8JY.5-'4R@\X#\XLT698:?!NTDD M', 2_FRI?ST##ED?VATAG"PLC:@ZTG,K]N|E(*6Q59+Y8I;,7 2Y6C6.H.I\ ML0ND4E/_G9:^5A,E?B%-*

U7$2_0!OZF470VT3+ ^^^; '7R;0G) ^ /S'QO>B? M9$)M|'_%!?T_4OX73#'8"/9@L;V\B:R^$"%/8&0A:N4,5F)S+BODL-9DUNTL MV=F/>U(CUIT@:]HG3VV=S,4<;C5IN97>

U0M!5R[4\IF@[6 M;L@1M15R($0G]4.+|\W7T^S""R%@M@T 7#.@T-PL[H|(49D5158E<+{("\P7;! MLRU RK6?<]DM/G>2&:WP;&EN=K&V<8>_""=_7TN3K=:.HUPCUGC:?

18OPAVN M50/!?^F.'V$2],V)%U?XJ36Z8Y49'AT7%BI,DQ?T*4?ES M?')ZCB7!F]BW+KX7]6JUA#-FS$OV"1^5!@$2>U-7<8=G8K.?VG,@+%X_<2OEH__"QS M>A4#?

G=4$9CIK)WSZ-WY(19XH#UWGIT'/""!3N'UPW7QH'TW!UV_&6Z?"U2 M;4IPO.&?9(GM4_=TEKHRNR0:#JF!:CDKV<\C!FLG/)+FB3*)T9F4N7$1\KW*

M!LU;.9Q%CDC#;.4QT4PD/(>,M'>)Y)Z]^(&#VN!(&RNKZKMDZ"!S0R(IEVI M9<@F/=Y]&@?VK95]!O9.[$>K!?/A;F M5SV,F3WB7D'&>]?;!4.=1!"XL.E7

Q5WG4.2PRQB24^R'@##N+D$+P R@#B+M P729&R%6>GP+5LVFBD2!4^?L7E?)(+M;C*M*WPHI]$^>YQCCL9D1-

*PU4*96[=.Y1F8ZEOB4Q9&OB+5V(%+_'J*G>CDL[MP3HFB MH++*V_I0)Z:"@?Y;/ T Z1PH^.BG+H.0]IH6E8,*A8W\]\|@"@V%?1'2#KOR97*

MKFEMS!]W&QXM7OOWH5EMRV531 VK;= E P"]U^$I<(EKR_@T:C<^;.!.86I'= M901]PR-1S]G;]W\UH<0*T5** *"5"FA"$@) B2$#@i("34T,1 ,$FFA!LCF])MS<=9>Y^QSM6<]

*M%W.U\IZ]U3?,L&S@0"R4EIF13Y;T7>2X-0"M;3)OG*U!?N[_'/VK-0W1S. MLIONR)[_F>)V.K MX5$K,%_?&1Y^'G@&K&/PYT1_7Z,2T!LV=@:. OZ H!#<1>4IFP9*4RP?H%?AH=F*

MX02S3]3654K+&A"4T&OP&)T%!L!U==]0,D?RI+TN5[FOO!<[+$]^'=] \("38.1-/ M"HY>MW#@C>\P\")>+8B[PBED5DQG%4)_&ART_;@R&^4K7?$I)_U;#2H]7./3

*MV5UP/PQ,.6GOB]=F]URR-*F /,^U0"C2LE8O>G 1Z@\9C9EGQ_U68+|K%U: M_K)-N93M-85QR\8(*(>WZ%3E:'.GJ_E5@?]?E*0). 4 =6S=BL:U-#5TXF* MJA46RXL0<#UFK:*

*[N4_S'K'4&D^MU(O,\;'|)S9W??:-] M,TD=:9S'"*8K5HCH'@U+^-],D7*R1RMX>BH|5\%FIA(DY6%1&B[|X5B4PZ M>GFOF(P)?*=R:QV?*

*BA.QTZNJ5W0HT9=$WUXXL6+^3C\|P4S*U*=H- E>#LS/Z MG^KZ26==.;!0NI M.]B/&P0XLGF=T#PP[T.,U_@C?6-4;*;,-Z>*1K"<\55FF MLS>I.QJ*[C-]NV-.Z%XW#QE?*

RRZ.8<3\0"G)J1BZ-"=I"KJE#N:UF%3W/?Z M5_Y35+DN_;"VEC'"%_%N4.4F16-L&C('AKH/_A1NGJ%8[|9C'KD7^GY6F&= MEM,&)!X33U$=5?*

6M_/CX%SZ3>V8&3'_SPO=R>VE86)8ZQ=I&\>)993HA>M'8 M,J'[=71 ^^O353TI=DYBUJ8/'"^]'<7KBYK>L/U&%0#>%;0+\U;Z9;EK"Y? M.CO[^YB,FCK;/T.+ [A66ULH&"_@I-*

^5H/2EZ.>Y1S_5X%KB@DG4Z#:C2QO M8_<^50T0B7,%]FA\[U0'M&A7@HG@Q5*?\CR?&E+_+:?#8P^ZYN0@SFIG>D2+,;,OT%_M9G4/?/HM?IZ=K^X@<'<15<;JO*

*J[&]R)P^J+"##5#756MQH)&E(OL*Y|[H|K,Y? M&97D+>@8LE^L8E[UW;.BG_(]+W5DPEEOX'673;?*R^PSUYB33BU32M:L9:)" MG@2K);K;+]A(GG(=746+?GO_.'6!>(_/4_#*

<"4:3N2SGZ&HB] MI>U(ZOJ9;@=9]Q/U5[T_A/T[YZZTYZ.6G MF<:)%Q3ABJV3=0-,M+BN"7#.@H==8^VX6|/UF\%[^6)]:O"/ H^LG_IZ"4? M.KP<2B/>PM'&'RNZ-*

*CJ.\;\]D(PT"CDDTV#5!.,QT/RR5,%A[+K(KW7)F>ZI9GO M1ZT5BI81#]NB<3*S8"GH_ $$0M+W,]M\%6L2P6G7QMXJV;)6=|8I"R\18UU]*

*M%)\&9>%.JM\TNJI90PT>91SXI*UK=+=U3C/N"3JV!PH/)YZM_2Y[8@+E+5+^O/E@J&+-??_M_W['<)P,Y_K:X_D:S:TK5_/SZNSTEKD^_4N\9D# @]%6EI7?^^Z-E\;._(I*

M+B_6E7:['#BQ?,+UPI &,08-3);^W]YD ?.[2V:K)5RK2].F>_: MEG1^[H";H4SIDQVX8=SGGGMZ9Z9;+_U G #9&JEH@F!WO9X\6,?N5D=+ADX M5]Z/:C[#O(S5_|^^N[\W5"L*

MYR\G2WV(EPZ'2"\>84.KX&/DCQX=#K8|4@:;?^) S.Y3;%N7X^L_G|@\1?\'RQW*)O7\6;^H8+1WO:8X?A|(*09)KCE9_=#.8>*OOJ2$;? M/G-_).C"^>&5K7;V-*

*6H8JP8*FY5WMMM_WK3YE2IOTGU\&$?MC\KQ1LMDKP MNJ"B+Y0!)(3H^]Y0][;L!JTWDURO2C!A#Q.['9MTQ5%/^>.,,$[KU>XDO=246 M\A\)E8H8E8[L>;3N<,^BF=ZWV]*

[TX;!W?D%! +! Q A=OJREY+,72,3'4XC7 M96PIA,\/_&QT^3UFIH)?R?LJP,KQ%,&QTC=])H.!8E>_M^RI9U!+^>RD'A+)I=X%;'1#LFZWKN1(O7'GJ Z(Q;"?

*7M+!NMY;]J;HWGOXL*E2X=>\;BC6I4"'''G;;XR57:V#[U0'M#A"]I75%4WYM-EL3)L0;,9OS.$NTT>M^/QW6 MA0)=]JY+;@6[GKN?M"A=;Y77^5*$<'C1;U4-*

D"N=>^E%LNE)#0]9<3N5+DCEO3 M6>NBV&J/_#PK"/\AB!!M X22=$ZER]NGK3KW=[6#,,X9%%?Q"*.>;*'G8J(Y M=X'DGO.5VFSM#$!\2>#UP)D-$99]W3+2-?

*M*T$P)C_L*ZRUE)VR)N)E,#55X MVGI[QFK$47KLC'[_</N;"I#*.5&7,1; (YI^IR^?R-|+<0CM3D-'3O,II0 M&,9]OY2VM;$\TM?[ELMN2,)5H=R7F9^=8 A=V?TG5M>+)*Y?*

*3>08'LH=,!TW M596=$AJ^\QQWFY>3V5^D>F92+BIO%)F!L[#<[L#.**LM]!3(T^SQN(+LB5 M?SN\=\ $F@_]_+A0\>6/Y0>$**OPR.&RGEZY^W]DZML%7.QQ(K:,[':#4G8B*

*MX/2;T.2(**TD3EA6=@2]HD8[2GU.]=R,Y%'K^Q/ET^'T] MOHE-@DH=\>#0[!'CWM|&W=0T^0,.O M!%UCY!X\XB%|&"X3*.(<=^2<*+&KBE)HV(^G?*

*NS<1Z,JLJ)\4(JT(3]DTV?.M62AA2)RMNW-L M&@?]!*M<=#0IEI_>N^W& ;;-&W30J+*XYL]4|/Z97?.IV9M:!\Q3[_VA0_L1EQ M4[=?Y8<&.\Z9*UB'-81.C_7 ZK_BJ'(9S*

O$N5X/SF7ZZ@6H;.@<:K,- XV ^IVQ% L_#[V #5 M%K/2"T&DQ%FAZ1>'M!$F]1F;T":\.5G6BCO9+OW/U23P+IV=-M)]B=BZ1U^V.3VZ/$B,>?__VO>?^C9.F9Q@!6/C

K_@5'@;P@0%L6Q(3C M%CJ24#P>^NKH>'HMK[;]6^)$.AE*KMU4,\ Q@S?]VCAJK;1:Z&0)*B/:R/-MQBP8P ;ZCUAGQ@$A2/6%@%@U3LA,3GY(2$YH8DAMX-A]Z'<8EP[!W|!RJ-*

DU7GE_L>-W M$U|N5] I.10W|Z4JGKA^,X/7T)2:K?T_@-*R@'H%! ;="@X)O1UY[_Z#J.B';4G)3U)2TYX^>_XJ M.^=U;MZ;M^]*R\HK*JL^5-*

TMK5W=\[JZQ\8'!H>&251HJ9GOO^8_3DW M3UM9 ,U&7PPZ M9\9[S5]4_OC=[6(ZB2]+&OD43IA3Q:_?I.674%2C[=M]?87S?XYQ2+^!S3[M'XK]52\23)")3*

*W(>IP@,!6,Q7\4AM?TP_]O^(!=;WX5%?KXNM355<=+77^M4VW^1 M8BDFF*I(A5T$9, =?D O38 ?ZSQ'KI>^/[2/TW^%NMP_DLV'!3@S M#N/Z\27"#VN5!C*

QF0IGK.PAB^!&%;.FVZ;NZ'=$G^M0PWW7M3?+[R[KR' M+N.G;'2!0GQ4ZWNU)[@PKJ ^K!Z%X9'^AK4XH88107.F0CTWDEZ7\FB'1&R_ MH2U_O3*

*MZ@+73@ ,6S'.#%8F'D,@"8^G9"<<< " PX@($5-FA'W4)R_-1E"QI2V^>X= M"_KP$P *[#:GYD/VNT4;'+':UQ26F#?C&6\9<,,Y=DP9* M#/?""P>L5X<9*|*

),-6Z>$P2W!Y&FZ;3:,%,L4C;WJ"$>[A#U6"S(V!CS27) MV\|>]%[^;A16G?J-PV<7^>F0HOZJXN..E;WQZJ- -Z2$"!L6\9YV"3ISAIB

M_+V>C"#'$/T6.Z5HW]_7*,O;0RXV*:M7))B'(^V?= R=;ZX+RT>MO!09XS87 MO(0^Q,%8U\.A(V61'(>O#(M$D^.0&^+U,LAP.I/30#"4[PQ_'+1<_S2 M[)N0=VQ86VJ];&S;I!

*&>S#O'(7Q-$A(=K)-U_]L66B\ZKA[VN=OKH1 N+\N> M30/OKPSQC34&!APE5D6UJ,K0;6E5BX;49IL*0)L6'L@*F^9M<93[T8K-(K*^ M-7N> 3?7Y*

1,M=:U|'7>H"7IRBB$/V%0N(;#Z'(,^!f;JTARWP&JB&\YF+I M675 .]4QT"C.F<&/:R84RTJ5GVVKXQP=&*L%4XJ?.IP\0N/SZAQF.K\$#RL8IF\X]4TXTA:$HJ4Q\Z?X$"31E/ MCI=*

B=0MH^D)"X\W@FLPL)LPF]_M.,;5+CO5(VV+8$1W+AE&OF J;-B2(4,5UT9X'!S2(Q52U4K!0#JR"RX+; \M/@J.9|$/1J/$F!$1_HZ8ZGQEX92.LC;0X9[GO0&VALJ'KU;O8SQ/?

8L,Y= MGZY_N#Y=-=9E+YR<1-Q)Z3N.2(Y!|\#3XYRV@X9@ZRQA"^<1^\,(D;[;0[? M6=MSJ &P\A6O"*L[K3939B!A<&>GWMX,5U'F%\%[C_4\(?_-0+-JP$&B$(K\-M*

E4&998H7018+ 8#U?I^CP$Z)GGIV3*LHJ$+J]=2[%0[+&TX5S% M8+BO9NCHR8J$I?XM+&-%X,D%\%+!|[48AIL&]DVP8L1L+7UH.NL MF\9*

*<2G5/7\|>B@HZ;1BXFO$[HGOLFTH/P]8SBT+|\U\-RKL5,V"G^ 1Z^$>MEX\1R8D."D#[M1(,B8]2,4@ZL[SH*CN1% MN.W,*;YIKDS/WO[]"#Q@&Y%Z*

*0XEA5M-[DF_ MLM%H1?#.26,E:S(S5R_O5LSO!UG*VY#/_"E@#)GLJ.1';7RK8]WM;_-URK><$3W^9SL3LC1=>$*

*MZ)]]DX7;M*1]KK\CL<4M)>)0D4U@]DR^AZ>ZE(5H6481$V86F]11JHL5&X: MY\4L+>91'4QM,\ZLN)?KVW?NR=*0=^$WT[E4DA)0+45. ^(H"3G5-Z[<@[D J MH>+*

;\"U,`;=]!^5IXX31VS+/J8D!=Q5XFE>MF3\/_H0>R>61ZE]1+U0'M&A?$T-YLVO] 8+!F6B.RA^2#E]DFI1LE,:^4\ S2" ;)V9; \2I2X2AO- CWBVXWH*

V;%BD1JTX90\GR?Y-J18 MMR*688(&WN8;%3K M-I"LLICE#L7*IPMK]9Q)";0I%FZM/5F%"?3I*)OD1E M 8K[]88+UC*4.SX7>H=[*Z?R)3Z)X'_?N/CIT\;^(;HI2>L67Z1!^> M/-*

*>U#"B)KR\A"KS00&Y]2L2HIK2:(ZE"'XTH"4O<<7X*Y8:?]&^,)0XF885->?H.HW?63=,FX3AYLG*Q(8XJ?H'=!BS3@^HG4R^G% M@')F]:L0&$\,$X"CB/+[1$.6#&';'M_/1RNAW*

M@&Q:$2C\<%) M(5NAT@(9"$_.UWR40L+OSODFYW$&W%!")6TD3 ;=_SRBE.M M/AG!%+<&^4_34+6FGB4H9KF WS-KZ.BI7C $Ks4QJ.>6-VS/'+M?Y2,PKP*

*M/,SSN6FN$J0T<^"W"D((?GWPL/(@'#NDOK:*8HIKTBX-LF(_0>?("T^.NK3V MX@R=X%E<&#=P;-RAU5LLD?>!7MIZ_X7=ACIB,WYM*B6L>VR8%TN&_H.5B.5C MV*

'XQF$DO)3V)8[U$!/MY'AXA81X2EOT%(.USWPY\|=[A4"?9[W$'<,-$]CN MNH1R.(02NXG1V&M3OB@]@L.02UG$>%&.B=182X'SW5WJ31=B5][(NA<9W\)S

M@>KX1CTD^QZ#E#VH!"=O2XFO 1Q-U4O T0G;^.O4V+0/(.H9K_?)>U-4)M>$;>Gc>D M#R3?UML9J!ZJN7U?[0^!B]>:V5:L/).4:8$#1''W$T3;#4=G62#=%3*

*MG\O^D6Y:N[(_H^G-[*4]@8_$<5.8TN$L4&\$%57?0,?S^%@%S-!KXC]2N-?O5VC]H6>;,;"!LK7_YXWQ>HWKV M&+?\^+G05ZGZWXP^BNMDP7.)5%-A0,4;,")4HAH21O?C7>$2P*

C6>ZBO 4B_M\&&%TA?LT,[;"4^"")ZHL5&]7Z^;"\&/$WT"V%;?# 17WI4)&&-B(UK 1T7I MKH 1PS,DWXR:UO)N!9_%-:MCC?V::R|,.36CNLFV2FTO4IU1BI9*F$

*M+,C&W/&LCP& O(#4(B%D;^43>"..%LJV;#2]=8]MP;7"D^K*4EER'RJCE>]-M,.AGU-IZQ?STU0_<+SK,9LZ.&@]P,!!ZV-J-*

*EN)HBEL$G)GH,DEJFVWA>^*H0TM%EX7G^4A[S.4MBBY$8D.[;ZR$40F H>K-MENXS$/&-R'JH8C?J05%FYGU&N'5)"NVO>]3Z'2O\;(SS<.BI+.&'J*MH M*

*#';N@P<3&C&RV(-68E$?J5C|VI[J M7D*Z.QGL65C[&6FG)YN0V#"Z$Q6S=(H7"',1Y#P=)LW$9KOBZKN=W0-R>0S ML-P8?!QQ|&A(NSBPRH;Q:+%AG>*$I+.*BYU?\[^;*

*[Q4KX)K1AX"-M]C%X<*U5J4X[: GMB-V')2<.5?1=32D70DZ,/MCM6A5AX1'W>5W27./I?",V M>H=&3*_"1F[JT*=C^]N; MA6 M#3_02JH(5M1?Q4$!X>XB,?-2USU?IH8I"LF^C*

C/5K8X,+2AT@C?@=/"FD+) M68U48.ZI9E76\[59#ZD>-_KT*X2R2>S'9VV=1/3NR]\%|F_VIPL$B1YW"-M#5[8UD>/?C7-OSJZA|0S6C8QJ\?7A+E#<,.6@UD5P?*

V_N\9U27!!RKMM2-=D M,TV5XL9DY%(V& PS)H95'=@#.=;;@/50XI;V#!^E*N0*.5.*C[^^9&RUYY) M\V<66B5&CV#\KCY6V%4WX7/U2S18$7\2E<#G% 89OV;+T!!@XL>&&^"*

[(3P9 M@! HX5%QO5A(VN5('5K0#|>NK6EC-DQ"_T;\KK6RCX/=UB<7C6X?BL&MBD M;N^%@O@Y%<644&FKL2*(\'!9,?A^2BF>)HYLPPPH_" M;&G@,X0RYX^>D?.@0 J-*

")K,I AZ?1D5BJ>G&Y77_4JY(I#NB&Q'SX5?D\Z MI77 ZNNW4OO6P_Q)NY+;'W54G][C3T!#H0=QC487-LP5PBK$_^QYC88%8WSS MA#+U7DE>3*W(U,
(I\L#A5)U/R8C47TDMMGN"5?RL',Z\=!W?Z@>YA* %/@#N M(!^$#%S10"S->HIWL9HFW';&+8]6,]]_<9AY2HV6H_>V/N[J];+:5*.7 ;X? M=.T_2_3M$]Q6AC0-
]X=\\A*20$O+GNPKTX:F6A9'H\6PZN_&L3?[OR?H?*U5 M"NS7RVU8[_;_=>39$ZX/DB(%N(N_5NX9I^ZG9L%+*YY-HZ5#3"CMD6OH:*0V
M33PW\>7/VX'#FVWY;RXK1'PA*1XW4HL/L; P;\F\8SU]X#[DOT@@GQ'"-&$5 MJQ,%P>$SZTWA"/(0 9D&F0_==,;E>%?1/#5VJN;^1ICM\X7NU"]<]N96^_9T
M'>E;^$'8#RG<@QM%5_ N/8-$GV8B6'FX0R&1K7AAIN$[[-FH)C9,M);3.R_N M3+MC)JI2)$#KINX1K4J&XHD<%?DF:;=OI5+3KC#6+&!(TVS"R^#$.=IC3N_ M#J2?
IP5'%5042MA'7[JI_7J 3^MP1^B%@_))>8]#BAX0%<$3WH2*M$7H^CRD M47 0S\.&^15'BX;D&0%7R*KV3>U6O;6H_?517%UY8X9Y30]S$>E^US_NW?TY MF5-
0_S.#P52B0[$; 77)C?I(:>@,94*9-5-,HP%5D5N2B[U,BTK8_Y5I_ZZ5 M,BYO$.0=NJ-R?IDKU2>Q@S#Z]=#3"*'7ZSR*.SD8K7HX8WQC !N&08R9T"VA
M)4]"36<9RAU#TK2D5L4'+1"$[(#XE;$+_7[[!B78,+W,^> DE71;=9#VJAV.$N9.74*X]Q"K)5M28?A,IN)$HPCQ<44^+:LI7%;D^ MH.B=H<22F^E0'56J?F[]X->%R6WV)4?;96-
R.C@V]?1PHF CJE*)*9Y,'V.5 MX7V$1\!5* */'!['U6G614!87L*^UKM_U[3?2F.+-_05FN6MQV+G=>]Y_ M2.AR7Q6=1P#J:2#_0<8E?
,.ZAH;)CZ/KG"/&VN54Z2BX@F&%31%>F^K?ZCK M_@+1MK(-KW O4 MB[6'^[T=$U'3'CTSQ(1/]]P+IN_RD@YO2?SN\\E!J4^GK6?$[ZB[^,E4=[$!+286O@-
L,=ZD@\G,^>K16K" MZGPH_4 3?K@G*X02,3'4]".DG!&8,N26Z?FH9Z;@.I>U)^]'L[/P)^BR/*8H M5%(?0M) A:7Q6KTF.)S)P2)H&=+.4Y3:A7:Q86;],@UEH\CL5PM7T/M7;;[9
M.SKHZ!KOJ[;YH?/SW=0[DZN)TA5U<;W]1;E9FJB3W6%:W8TH0_O/;O[J0BZ\(DI+R5JD1M: MJ!I:* W\,DD]9T*RIV\#$AB2WL>P^L##*;8A%Z0:]Z8A&=;
M7BE">;3CBVS$^=R&V1M7MC9FT/C&2T=09)(J"N2+$EZ\4@B/^1JR5K2_OR>N M5IU^SIU5^J%W$I^<9$75D,I,8\#-+N+$84$4U$1ZA./#D(7PD
M:AL.B3U61TV(K96CYR)MRI=6$ M80'VH*EF<. 0@;GK!/T\),AMK"PK5MV7OV^X>6+'T%I/S&;50[5A*KGO*I4- M&UURCTO%5SR3UBP^:2,]KAA'.0C/+%!$O290;1#
:%EIG@Z/: ?Y6:L/SU" ME8OTGC((*KPP/]9$)&E87SDO^U#0HSMHEY[4ZHOWI,66 [O/7IWH9L@P>6@: MBU6,HR$R=%^:4HN*B5@"1XA3E!C7=99-
4SAP!&]A((JU"B#OA>X1! #>9@'(O4K:,7-L3UB)$\K M$F,.X_%>_YW 0U,C[_T5U>?N*L<]-S=-O30%=A&H)@C@X')3 G"JQQ%2_RY$ M[I[4GLSDH4T^2)TT'ZQ5GU[P5!OGV-
^_^#+$NMO@5Y'+O3&I!HF2@L('<@XN M3UA)K^Z@]J'SQZZ$HQ1[^T>>C=19K3YD[M,&+AN:V4^>Q3@A=$C]+8,.<>4A=]E76WG#A:14/LZRO4X*PP.=Y@^RS7-
%*]\C>CP>OZY$E_,6H M.))0[H5K@9=9+]YEZ.,;3P:A'A*$#M=OAPLP0ZEP>NY]Y,MLKYJ@W#C?O/F3 MY@+DY,>=;U(D5@L:I0Q.=DJW36I#F:0)V702$[V)7KS"
<,%]!E'&80U.O,!: M0:-D(QLF&%)/%R@TTJWHS_OPH7]-Z)RJ2Y)ZXDS865I^Z'U5G,^N#RP"9 T! M)@3Z7(N0,5.8%Z&S7(@PN/TQWL78WH@V$4D3SQ[&AN.+/">IL?JOCKP-?
7/@ M59K9-[6^V:6=>8_?;TPJ)-VYD_;]R#\L;'HJB7X:/-(-\&@Y.Y?0"W MM[C);-M\S>]Z^=[?'VSW]G>_O66_,.+0I?:H;TG/Q=3@VREQQC$]&.XHOM$* M129 X9U
RJ>OL!)0'LN1^!)$-*(61;W>U5R5J2&)5*,.UE*[,6_'QK_9M21Y M178GJ=V+:]CP^7SRH^!SUHN*5*-8C]G40;+[V6[!UT87#!AYG@H*>5P).IZ_ M37F_(QJ(@-
+DD@"D;CDD%ZX2]#X/;H<:'ZY\5C:>_((S5PO?AR MI>9GF/K#6'Z M"!E=F4@>2@"4UI>:H;4H@#$$A(BE9XR37G+"'VB(AZKJOC(6:-&?)*@)3@6-
M6G#-86H/]^Z5,SW(N^P>PY)GY>'=T0\(%>V+&]/"H]G3$D_7<=*THDADVKMV M >Y4M<0;I6TM.TO;&"X7&DD_\WC%QWO/PA/0U(O$47>0WQZZ)A\-'<^&N?7L M C_GVR?
O_J#7^IHA"EL(>(]\'!OF5!0X%GY5T+3V4WWK?"@O1=+T3.A 9/ M$75 6:P+JQB'PAKT+@?VC+:; X;4=>,/H6N,R8>B(]U%"V2%P[<&?RX"39L&YX\ ]\!1;$%DA/W28,- MDV *%
(4$^13[!L)WV=@8YXWCKR.?=!ZK3>'RVAZ#.<'-?T)9\\'!2:H> 5#* M8XKA_T)66L#>R8K@)4^&:ONK$.>IM2_$@+R0A.;ZXWV8Q5U3TW:,V]P)2]ZA M,QWI]WSH\],J/Q1#?
8GOMP299>[*IPM#2T3@/N.I]B8D-'T:Z&=(A409 7B: MG?"N;HI]!_8:Y6-Z4O\\=7),[["(UZ/>VA(=4SE+EZ =GSYFA"0 \E5,T0"0 MWXRQ$RO#*M-
2IRW3%89]U1&/<%+GR2J.FFT3TM4,UT^M^;J^+BZ#)YLV!O9= M_:+C&X]^>M02/_9.F7/E"KA]'^2/5A84DFYX8#^ZO6=$D_X!V.=/%MZ)/3^P MUJFF;3[;8F>5[7[X3'R4;]
[!+X1@S7Q]1<'/NRU\74DV,\)/D#!\HSJ*7(K< MHN*V$#H;#@&61:Y.V@I;$KVS(S9/=@7EE%256!%V=7\T.1Z: M5&L6NA]T5C8@;$I#4;D'*0_-
TB:2LR8@7AJ)+L<#!YR>,>#>QC3<:54U1B%W M+9I"X1(9 ^ZKG[CE%_]ZIMR$?]'2ZOC&,^YMS-FGK+?XJP3@<&X91&K7F%(L
MB+&XF]R3[GE0BZ&,K>9@K:E!Q8_*GQ:M.1Z6>7!>:$"RD"LU3K'DF?SQ@K@[MN_EY>I92Q#@ 1YH]R)J@: M('\FR8/RUG(E;:0^G$9"49@[\%'[;?BBW)69?*Y
M/TFP,%OV()++T!#9$(NB?X06>P)VPSV%?N#$ M1XTUIO$VY\)%@6V?W*,O!ZD$88YWA5Q/SZU*"N'M*?L<,E+"+Q1>K0?#SC)D MP:94-!?4
]Z&+QK24(XU@\MK<%CW:^;9H9GJXSUOO"2'/J>M;!0FD=6*$E.5 M?/S;ZL2L?_0P1<;(2DP) KB]8HHH!S:CJ TEV&M Z)2P!+*0O"SGF8DJZ2MG M>#^(VQOV-A-
]W(:$HO'W6W5QU&,VF+)85HGYS7')V>^L&$GOUMB^N:A3,QKG:1>)I)X M07XH],1M>9L-HYHFC#+ '9>&B>0<*!^(;M%(!2R2MOS@ M?H[T?>*CPX$SO44R^I4EUVX?
@7=;&!;>N](#K\IM"52_Y2W*RPTQ\ AGIB,K]Q54N5RO!&0#1//2 M^J_JW<*MF\YX7R/7(Z^L5$[)W?_6G?!JCHLZ&S.L?&5A)%#D&&,0*'K6[F$ M&R=0+PL+,M%4WB4"0QT=
<@KX>*5O;8^)5H,*E7E$[H![8J'#V/<4N#K;QJ> MC)S%/(4:S"Z0/XR"CB6(XJ^B8R>YZGF8,H.UWE-X.%9MN%8]>Z[&*2_/;GL1
MHGRCT#G5$_&KL/>ZU9,3XFX^!YN28]9KE#EIZ^!V!.3>5(!%30;Y1FF1(!]$ M;[BU6'%KQ@HZ0,K4QXR+1K2I<'[PZUC7-<]M8MZ:<[D/?APLY"HAIMS'J$:Z M7CZ&)T?
#W[HV,#,;L]_U=;WRP M4?=8+,),9W"5<,7_$$HODSX>FFFZ"_P"]3+1DZ7$1:A\42!_GT+4?"-^_LI#R(I:&$CFEU/6R5.A0V[IV0TV.O;)S7T8U_N
M^5!4:G*WF,8ANU"MG%2#G$,*5KKPG$!3WA_++? 1J*D:9I6BR)/&UG0)&K%! M$QV%0U8 1I1EX9"PYAKBPR6_/&)=G\27"Z%N56X1XT<4R_AV/9-ZX]OWI-,2 M$)C&;Q4O
57&94@3_JWBT7BJ]C1DZ7F"_A!2%'LAC&47CIF2B,,$Y1^4;HSW MMLFIMAG:/L14S#7DBE/0^ZX8K1@(1D%-32<"4.5=A#-"01(:JL]WT:6\#9A1 M%5LB$)DU$7)
[NO6VZFRLFH!+[X.,'(?1SZ4F!U[)/\NT-6V?4;N3:R2FX,G: MP;I7JTV3I,PNGJ.6-<#%ZG=[.DD664A:X%F8?9'\M*8OC$72L^ MI/):A7P9VG5SNVK58VT-KPT;VF.<0WL0^U&73?
9.0+@ MI[73HHNU=J1.G* .K':KM^7Y!V.\#^F_$Q%+4FSP<_Z>?_#;_%'O?J@C(XP(MT$>AQ0*P?%#JX^G=K(QBK=VAQ2&5DS:]Q43*_CYUF; W]]^=[67#LB8NS-
8M9G&#+TOHHLHT7!C?Z(C5HTR2SC<0N/!>RR-* M4YC&;N&I+R6L9&I5N]RANOXC2Q7&YZ!>,OCQJ(/1@6?^1Z7B=Y=^+]WN6&] MA)3'D?I'F;>@QG>2RDF&4K<%+0X(-
$O4L&$)OCX5(3ZO^K)J5HTSDCJ5Y7UU MON]];E#XI8-^8,[MGE98@S8I9F/!_K]O.>C3[8 PQA6F9@V19IG06H6C[S&I\RF-6@^?"-N[*IY47K_Z&N#+*6U5CBM F+ 5V
M.VE3PT),IO3O%BP&":&;"]^JSD@^=R7CR[Q.6G,H:$@LTHP%).(UXFT<;6'' M:N_(U>F)F7+\GSR,,[8=]M39+59AIB=QY^_0T6<62L0:! MTQ]LL%#),O%\-X)O-
,1C8C%2&.D%I@/U]^<#C-E+X>+&=V,M@#Y;5_4,*_H.Z^"T+P;X'O*]MIJGHA#\W<'^2_SB@VF6?!XXGO'J%AX*^H])F;M_C,< MW DWA)*
<^9JQHKINO.=K_RWZCY!B^NV,D64TULML?IU(#7 CH*)2NBNB%B\O M3!E>^<6=W'K)-SN@/]0E\8G_&3V-B,#Q5T/%6UU8P_'C,$YV3!7PC;L
M+AHQ!E1%1*L7BX5,MOWHQ9I-FXAV^@T/I]*C>TEV[TC-W+4[=8KWV5 >,QREG""*"0L1^K#K1.S=+R8M39,#'[\5H^O@1#FNS0UZ5S=V[M M:PLWN;TB'#U9-
AE9OXWI#5AHB4XA1#]#'Y70?KTYG[F_.@-;IKWF#.S)K M>'"-@J^(8J;VW(5JKG87&Y;3?5:NF@W;CDQDPU :1$!B -\DG(/OZ5X&N2M\
MS,Y*000P<@Z^N@HY]:ZO/G/OICZ3"76]9'NK5C&.A/^8F8,9%*+0R/R0<$!0 M0.!N/\5SI7-W&D[M67A;@(<,V"&/WF2ELV$Z69S@SG %$(?!4U7?0/P";L"& M$=(GF0)>
(Z_N0%R7PMN'FOVQ#L$,*0$X]SMA8Z..#6NH+(Q1YH3_;S/SM#=& M:*1KRBAC?Y%?[9O"WH'8W"^&LW4>;-A?K2^!7M&$+#W\!/UYJ!7F_,>WX'_P MB;V8*0_J#WXQ^Y-
/2O3^*\]T]Y:3*7E/[%_*]JX9"[AA;CQL_,)9*\#1V!E(M W4V42P<@<7UE>,_._+_%Y@I6UE"^2@CP$*2!-(+JS2X%<<#1]M.M*MG_VE. MR%^M]G]J2)G3>.^7LT[H50^H%ODQ.
[(/?RQZ^@@,ZAO"/,+/V$#)6\1SYQ I MY,3%S*&#F3]6$=(EK6-!\CE_2N"^?N(,G)?ECYXYY 5K_]-;J#\ 0J5REB#^ M#Z"0_5= R+\>\U]WXA?JY(/%(&_>ZIKJ&L&J77M'
QNNRNY8&QA"0?5H1@3! MPG6S82]-_S/2,LV=HGJR;>X(Y4.-JHSK^6\E\.C"B\I9VV+^P:A%T-^S84FC M5!387HW__2Q_7*6)#?,6WE E0+5K,2R-#3-\?D>[[V_GE3"%V;"]#_$+=
R+ MOU(%WL"&K6Q/ XEN;-C7-YS7_]%EH2$8AMC8LXQ?^(3XX7V]9)$X$PPYH%B9 M^*PP!J;\ZN\/%7@+<442ZOT6(%;^\T#EWSR_<_(?+; UVFD(YOW?^$T6:I.O
M,.;/S_ZQ!!IMJ)7#3E"5XK2S3)^&;T@@\ MWLP2>!S,CR5 NJ3#O&YO.3:X(M1X(?BE?$U6%B9GI_9Z!W@Q[I MIC_NF%1+/"%;5C*3^6$.#6_[YIMR0\Y2L/GHO5F^[BL7G\
<&^S\IVG@M[JVW M5K?TLO&IF]A-TJ%""Y(?R;XLW&XQO,(&Y&7#'NL2UQ@:X'UT)H$ZB:H@L,3Q MS)%K,@W;Z'.N=VL@E";18I<+IFZB2PR:*,YE7B[N(4RZGX.!=&@K@1H .
M(9"-W1R9R0PH,!1Q3WHAP3N(6X+3SM.CJ.MW:P-H DLDRW42.+@EN 0K-=F MJ.:O(GC\(#G^Z1S:UWI>2[1MU%K.]L]O'2CN-&;].7/LNN:I>\H\[ZC_6]J'6/U5ZGM9_ MHB67
O=#'JZ'0 2=QX:=4R^Q^=L7_K$,;D [J!<[N4GVOEB&A>J'?.LRZX8: M1\!E:"$L?*T5__CMNSV:X#DJ?E@4R>X0%4O[MI>-+2U:D.0777:&WWK>T\,"F;Q[]849]TJO801?:D#
GAL=#F4.7P M[5V&Q7??Q73#CW9+1_*Z_%TH:U(ZFZM*?I5E6A!Z%4]SDH6OL>X29Q:92FP8 MA@W;/.>/S@G:J&9PXCM' 1-PD@W['3%%-%A@H']"CQ61"F"3.QN6^X:0124P
M8_- C0U=*//!N\@7_PRZ__^@^)=P6M?WMZC[AG/\7T+<'R$U__J? />?!+A2 M-BQQ8AVL?06Z5:K(=8'Z89.;*[$;ST?^<5THV?KWEWWA<)!H D9_^/S'IQ[_
M'+YO;9AWH/4A4.]GP[*>CQ3\[0O_6(J_AJ#Z:]MZJ.M(O+X.?I"&5>?A.Y#" MFU/$#HO!'1F070#40@PDX)5_8_LA@"A2KXK5 PA.N.+U:6%9Z;Q<;4D=SYS
M:_>8=OA(<.6I'0,EEI?X:%7K\&V@G+"@1VD@+?C1M3&%XO7")1ZCV_E(B_56 M+.C:4NUD'[U9.&['>&Z%WN=68.\]1B]W4I]M85$#WP,0L-.)NW_M"2VO5=6.T>XD+\N&>0*)
MS(Z7VOY"Q&-MU3."Q_9$%UM86IA&9RE+P7; BE'SWZYDX&LM;,Z8+/9[!3T' MURZ\V/?CY6[B]W?/T@Z<$*$1W>6Z;+$37=_Q5SH"X:,JAL/J-K6.C'/ %T9[
M3:UOO;*ZR'?/H<(Y\7?8IXO!+G(?SQ43V#"OY9'IZAD/FT^NS+M<>[7CA'\/ Q:RNFZYGS&?]92 MEJ(X?_GB\9C9M^;J^[45096ZBLH'4@7IW+$O%S.&JFK&/ZKG!V,"5@-*1EZ
M&1OV"F*S*6/"(,IT!&R:K+CPFB^SB^+WVUK9A#X>/2,K\GEM\\J?2YH &[9K M$DJ:WR(/(28WAU])AE#<8F5YEC!!W!"=GAR5I.NR7M9+@E]!.5I//$Z.%76Q
MA($F%1$K"O>/UO=Y#'^/MW).#9+E'-9667JG7#P0HA1QLXCS4U[:]]47E-,U M<0/^?K^.Q:4=OE[H4916MZ;]B(C(3NT-?'NR/WAH/.EGVM57,2J+.ZC_KF^5 M";
*4#.56"BY2WZA60>\UB]2B:1FT,@=TH0A]YT-ZW/+$@[\VVE_WEF V L5 MQ8R P+YXE/C[$&SDG[@RYQ_QH."/7.P.O_*KOS_^;>:4)13SCR9#X]C? 9=_ MYOK=M
1FK"1QK6$HY7_4*X]M/_X(!!9G_D#$_ESBQ!NQ9JS72%&F\D='4=NA M2=.AUYJ^M=JOFOR*PH,&W M1E%=0<;G#=5[R[2>#A>\]/ZI09>H(^9RDKD_?C+92XP-
6]K0JW_X(N78DVR- M[4JG;SEJ.W7]^+(\E=9.N(_F51UD!D]UJ/YRY5PDN>Q._74SA$/^4DGGM")' M9HXU'QO&%[QD2.M9QW%2/V%/49EUZL4[&PX,'C@_H8G^*-
^WO/!:Q$IN45. M^,!=WTZ69/U4#2WX9.0 1-H\^39YJ3U_-_I7\K>]IN$J'XO0B_7R7X(^YS/X M,:"C>9947]17]JG)YX5S!7=,%DK!:#TNV,V\8L]:VC-/1U[FI6*DPH1MH+:
M':+5@X66"87KTFB1D-2 (/^/@QK8DNG*WL>G.HL-7\6LKWS+4^VD@NW<%]6F M/Y963%I-K&#R?:L&,]0\S%[*V?F70BZJXS3]CXG2_YLO_TGY8JZ98^"2V/3N
M4=FQ!LZAN#MV*I^TT S[$/E^6SPW\T!O<6WHE#AY#MQC2M6Y[>9-6/,O"E'T M:YSGAOAOTPN #:.5L12FAULP@'Z@YVGD3JK/:X'B=;\C\;:LW=:'PD30!^UC MCP[.?
WIPQ7CJG9)[I^ME!&,-_:%PZ%C <_!\C,W(18=R2$ MHPD5)LUP+J_9QDW1<2"OY='%5LJR8"/];?..+];?'^U@Q)^=Y:EFPP =J%(A MXM&UP,.IS9H=].%
2$388PTL,7JVD'\^GONC,"KFEDXATGO8B]=].[!X85=^3Q9__DMF##(N*9L*W;[G/$:>A1%[WKC83;ASK?,X"F8G 5ET[VS4,BWMO> MW_QP53C_=S$ICQXP5]K9%R9F]P=* D$!
[D=*<1>7?^4>D+'=<4RZ4+;TLJU MG8)I;J8O8V%!2%&L/V!-:S[PR MCWV@_OYZ6*=O]7R?=)C1:;.C]QJ#%+,]-K!=0=?6+1(LHEKMJNX0R3/I"5$3 M4BE3?;A]N
Y3KXE#)5'W,MFPRS2Q2GI:Z8Y?[QV,8$J S8X!CO6@+7_]BR[5 MVI!F/]W34APU<02_(P1-=Z7IQ_A*<#WV(EVB%AS^?/K2Z2_ZMVF(6*),_3XH MZZ;3&G_6FC!. VE-
"^[3.E1DOMKA([$Z%N]\M,]JQH?QPS;I,5M[6FG64 SI MK(.;=BC*_D$V[*=I'1M6GPKU%05XP# (ORF&P"^_S@9W.:+!^P*3C+DMSO_M._%/K4O"7S]5T,._\#RN*$/Q!N#WXX:?
R_6?77>, IG*G/FO2MBP/R[_ATD0 M8JK_[#\GV2"D/Q_FYG;_E!OBLR"0:L6S6LC2@?4X,KX^Q@7=5GE9+M\-2D M>8CP*CNQ89-&9V7$K%!,Q1HBBU^2N-[7"
[&$(\50M;N_S/I=SE&BM[4;;)0/ M-9,OP]BP<%7X?X&Y3KX,QQ!&*Q&B]NZ$G7AJ>NM 1[YC^BQ)7 M;RO^Y+MCU-ZU'KM%_!]-69M,GQM6E^D91;>>[(?B:UQF\?
3S"PZ(S:#JI0V< M^JJ6IU.]9&39H=\'**>N+9SJ//G9H6?;-S?:X;_56J!F<)/(3-S TU,A,Z#RV+"[J%7M*%!F]B\]#J3]$Q5A M\!C:%]=1CZ1A6H5'9YLG3M.^%-
7K!A+>^:%8587%=U-CI5W5+*PJQASXDA MXC&5W_IT"4@WU"BZ:>AKB-\/BN32R/.3#AJ;08W+&SAQ1L(=+:.6T!ZIX9=/ MG;V&(IH[WPR\/9W#>KT_,(=4EVX]T;V.C'W@'U)
[_6F6;V[N4'QA;$%NMKK7 MA@W[HV_T_^J7X37*^H%6\80_N0?_1Z_"?,S^[>E?>?[7G"OW-]MC#KG515XG MYL_X)$%&/;>^6"Z^<<(-R!ZLSNY?&ZYN?
NBBH@)%^FCA\7.A^/$'6L^V% M_UIV4_W!;M$MI\7L;UPJ$(WR5(QR?!BY_Y71KH)7:N"S7#!<)NV@B3SE+03 MOY@]5Q/H:ZR"ZW'7$Z8JQ2VXX2-6LAQLF(]*+]X5-:8TW9.
U/Z)DP">TY5QM^3JG?9VNWPE@^65[W]5F7*R_B7]">;WC52=*-J0E16L&,2;BQKHHD_!!?C;'KDI^)V,$IGW0B@F?'N5;G)JQW^ZG,@PUFMG%>+P;?
M'K$=SN]4^:*2>KMK/,QH_+9&]HC-X>9CF2>?A!=D?-\CFY&9KU^?\1LY.8SR M-D:UG,F9V,7*8(J&3W=;G1Q5'4S[%3AFM98T!UZ9WS:CX29NB7(W>4B4?.$%
M+Y]MF3OB_27G!"UK*XH,[MHU&7*D W;=?3V,?&?)%E:B+-1['GJ;'/P^[*[MMQH]W<7\]:5^\W_85O2G*,=C\/E2C_HG>E1JNL!PO5.F3I?YJBU6Z:5/G.9%
M4.KP4)_;A3_1'G*M%2*O$[6!"8V4SX^:ZQ.C,T^PJ':3\W:4?3_/\.*Z2H; MKE!)SXG "(]K%(QX.J8)_/(V_U>;0:03H,TXB/LZL?63/!G,*ZPRK8N9@LB=
MP'URAG#S4*K$&=:WYRD$NK-#S65:79(NZ%F]-^NQ#_^.V3E'_8=13+%!\"20 M?9[Z LT9U>QX;J_<#MK^[Q-%-6#T)?X#&G8A#PLK9(WKDET'L\;*-4ZK+ZN9
M\GY"2Q#)S^2D$LCNC7!>W)?GM=+H&*(]1LQF85(X2#L\(>VMH;26-;VJAU]" MEQCCV5+:7(=JM%)YFNM M!E[].R&J7,!VYF/2OB UB>4 U>YOA2=*'JB?DS5X65F>\%O]O^0-
H:[8]+!3 M)%,R45O;K_GIIL=!9V_E $_QVAS&A4,KR2LQF(ZV2OGX/4XYA?BZ M3=7)CK7G5 2@C&CIB:+#R^AZJ_9UB%QP$APFC@DQ=J2Z6_=DL]<7@B(Q)O M#YOFS%2Y
HH/+^G1TM8)8O7RY\F^TN@ZJ%_C13*&T;^Z0D9)XPEI*,#0P&'R\WP0V4B'SCC><^A M^5J?_MK?\\$:;H1H/'4E1?K=&F9)*<3P9G^V3,]S>WW2*4--W"][.;^3N0C1
MB'QIB\47KO7+^N565;A;O]UG*\074=2&R0H":U<"LV@$3]O\4LV*0WDP3$1: M*3()4=2B/&TB03R-OO;P<>M'/R8?X-CP*'.->1Y\26MG\=-0@#Q4!.5QH:ST MIVQ8SS.
(K"&8"8CB2J(SD1390!3$<0*81H)H8+B[;H5PX&$M_8 \S;GA^[]^ M7)>PX/56V94CH3_/=;4'N=,$PBEA*:5?$-^#*_^]2Q M*?>HZP_HXWY#4..7,95QLC-8+89/IZ,A^^W\;?
(J^GW(P2:L;RK-TNO+_4LJ M].,7+=^8))ED$CXL=]85_^HT&J]_]W,]!,_]U*SMDT.1W,*0V:W;A6=P.V:S M@+"6^CTTOS2Y*HKOK1[SLC26XV#+]][(&%9NL#FJ'"U_97L\80#
4/=2-05)@T1N'MG,9SV3!U^Q06W@'N$J28 MXO7,P7I;F:T?:3H#$M@PFX!+9995;\5V?- I-!EOW6R'Q'Y]8VZXAFQ3/0K3V1 M'W?_E5LZ/*B'^!E$-I2)KJ&Y ?AM2E(I\LKG\J-;0^?
5H MWD0UL<8F&7FG9#>R.=G)UI]A,QGR*[B/#7-;OB]-?*0H:+J@L=TG\$./SJ6^ M.PX)O^Z<&!E^^(PF8?S$PJ)$W;H\=6#JQ;P14XW\6F,^VV]6V\>27SCUYG#I
M(%&W0CNUEC&%6D)1W2DIR_0#A5.);[P6Q^2_EAO$C4\3U[4^K$(-1;U5=0)@ M2I3%J>"@[H(-:ZOV/>SRG8D@W_!5[0!GTH2>[;_R]2U3Z#9OD0^-G E@?
[=YR.H.)RV]NM0=WG3M>D'N> XYC;NW:/]KC.S M5JI!4>?AGH*J?J)P:E0S'.@\S?@&>B*JI@*N SX%;>7=CF?(L/B\2:6'NNK MT!/PYX\UL!2XNVZD;-WN.[+DY(^VQ
VC2Y7^^VU^FG \5HBZOG6;'^* 0:S" MK=O\C]LF#R?E"QX_.K/CV5\X(!]N\'9X_L0X_"HF'<:9JE+].YOT6&:L,0- ME(SE5
%V^DZ+Y>4*J]PWE_MKOR\7V:R0[(LC&6(8_[.@FUC!YXX9#9=I0PKOFU#:MXR1I-&DI:G/14\UYI5SG6=2:> M8R$SI8J;BI:BA+2K%J-
56W1VMIC=3,XV4TPQJ!SS+S7T&NO=]WT#AY3:-$\Y MJ/A:IMYZ/!3N:Z8G#D82WOR#6_G_$5MW?QK_VJ%-ZA:@1@0/1&Q\$1][$:GM3^\VG@]3-3 G56NMI]W[")<#HZ<4!Z
MH\!=_'L(5O?]!YR/7E#=&:-,B/V&C^L06"TO=EQ\2CJ6?@]Q\%8\$:^WZK$& ME\'J4%'-X7L7ZK5HCO$I7B<>8ORV811*(]L(KES#:55+*C29J6P9Q&@V16@H
MVV=68(HHFF_KF0^2#K8D)[@VRJ64D FC2A3WJ"#_J4FIV$DIX ZYOF(J/S*0 MO+:A@$F$:9]2O#W\YM [95U3F!1L1TK7FI_*%]3$H78^8];S6V\MB\\D.3Q> M-;WW?.
[*6]FG)#9,=,8QM90Q$3M#>#MM-5E:5$7CIZAC2,Y3N=E3N3OV8%%7 MV[HN1]]Q=CUZD+;G6;32!_7Y"2EJVGVF>$Y[%G"^>R M7#8S<\N5BZU5*
(O9RNGY4:\9G5A+Q6\0\D!GTHI?UZL+ S?*E35;O=8Q5BS[M >4WZJK6EWH+I=DPZX&KY7>1S/43ASV(YBT<3L%3"5N_KA1 A:K6=<*4;PJK M4].YHM=LV7&,D=UIY<
R*/;XJ2UI-G"X/ ,9;FU>8Z!:^-+3[\!CBK,>5YGH M"(RON$<@@=1L6R;V2I_]&(+#LEUK#+9_V]4HF &YTWR8LQ3'<.J<0 M40%8-6KQG5K]5VR8W]
[5XK4%1&DY_6X]YN!QF_S$\I*&-DH/)M&#%2T35;WQ^/OKM<@.5S?MMY[FW^#&*DBSY,-;F/E+-C(H!J?) ' MR?YI.G#P8: B%)$ 8D*@H!2I*I 5 0$I M(M%Q'I':2%1*E*BW0!
(2I=!*1+#1T!$>F=$"*=0$()'TA[X[TS[WSOW#)W_6;> M=V;6^OV1_)&U3C[EG+/W\YR]][,Y>R\::(:HS=2KJ8G16<5)?V0;3&(0.Z8H M4CJQ:DS?,D5U9;6FMNZN/??
[JT!6OV,Z;X%8NF%V[ZB7*(/>PRM%Y(=/\6VK M5CMTD=A+SD,.B?6C,+>ASH 1B0::V,,^W9Y0[_&W[FR>-<.2XG^@&E^K/U8* MD,5QFO0O\DDE/E- ?.Y!7G;?
W]>N\U7V#M71(I4W!.5Y&[7\+!)_7BR^IKY7 M3.&/C&DC&:]!V!8L;Q$3 -4B?[T-%DK]DP@:Z('WVF([BWI6SQV!VE)]/"). M\3P6)^+;?P3(ZC*J=(%16Q>>&BE'.N[KEK44W_@0-
2\4XI\\,%R47:)R>/A4 M8-36)C?L&X1I-].HP7#.%X6WJNVV-&_U4_N9.,;*0\6]5%+[J>MMH=P678[$ M/(R[GKYRRZ#(7:0CZ$93]U#^DK2XA2\XO+!4Z?)>,7BZ4=?
P8X,UC@:J9FO9 MD+TFKP5D9'>-SO?RP#Y%K]K>B'MPLC=%N:IV3G>R?PX=LPL!U*J4K+!M9O-O MRI>M1*KE3)B[#4:*/[U.M=K8O$7LF6R9J4'\,-
%UN1CN%VWWZ1T?;X\E>E; M_;:@]LIPP^5)L^!^^RV7G9XK1TZ_\6*[>Z6TX-9_*I=$3+B3_Q;>N@TG4H7B M\\]KTZP\USXV)G;6=KGVANWZ=6?1D65,XP]RSZJGZWP;
M_=CP1' 0\.2H+C M72H3Z'>KF;VE0*W[Y'A7'!9$O_M#0>02'^M3*"=D*(3-EPU0SR&<2!^M_&Y\ MC;'M#>]4#7S#%1'F_DS4.9.*II3")*%-O/C%3/R8>F(NM2)Z1G^,U NB3-N/



M)KX#]@E[9AGF0!G!\-%(NLG5:O?GWW:C6RBK?47>U%G2?@AM"$K(] M2IA[I)O.MF-'%+I.WSWY,5U#[F/IE1XTNZ?.V,1$26'6*4*G9SQ!AU?"U^ZJ M4D!G1JAKSB+NG!H-
Q&+@1)RQ5(Z%M0^HWXF,^^# M\^58RF?OENN<*>?>7*_+.GX!?V>GE)FP1^;()P823M91%8#_A[WW#FMRZ_*& MHZ@HQ4B7&A40J5&ITF(#!$2D2)>H2!<0
0D2$P6E0P0%CJ $Z4B)=(% I NH M"$@+0DA0FB")8K@A[8O/?-=[/.\YS\SSS^U5?BM[M[;4O[ZZ@CG7V*&JOQA(3?=]8NQFJ,C)L;]VY4W_.*O*MV*+G1+?O(_N0MM%T
M@U7O@DQ?]0)\EL_W$+5LE7?*)1X^W87U ?X2TU $0:]V((LPZ\$U0?,L?K0T M$P9F-&DTE<,(JX;5WZZ>;">R>72]KVL'&U6 %*$9CI[?"EN%VQXJ>(YQ!# MO(L'*@B7";)?'-
DR51^4ZE[<52-^ZSVH,Z#] MX;"DQ_3NG@L/'LQN$WJ P!7UT2*\1;Q"#^LM*WC8ULYNMTTN-7AGH=PG'IIE MM93/%\ !'?DV42FB14ZJ;(7Q)#XJ';Q7M#C:2#(_(($L*S>TR
ME0P^<#WX40#&IR-LHW51D/]Y&1F)AJ8(8J MZK&WT&NYL6"ST>@3"9M770V[]S(Z(61:Z8UG\AM5"]O Q8O?>JH3B,H1MYJ; M:Y9)X]9LO@Z:-1F:>,T8PAZ44\73E*
(KYYRD[3\4^.)"DY[L.ET,U3H%.WKD MBJCGSNY1UJ6&EPW-#9;-YD-.A<=IEM(['&V/[I2/VKD*?Y>.FD2W::(4,%RS M765]YVM0W4N-.EF8>21_B4.8[V7+B,\-Z7)1K_TLZ>R#;?
K0O+#.13(%AMMFD\:T*EP5>D;"1/J)$>L*,]LL>'JZ#CZ[/\O!CFI][ES'$@@+=(QA>G :H5YPNXY MDL;UQ[K\K1R=O2?$H\F/ BR^FD&1>.0& MJK+?9&Y-
+T1@6+VOA.$6X#.$B3 WN:5:%_ZISB@E8:.&+:5)GP9&&+@)!OT< MIET_E+"$MZ3Y 9.'>0GC^]Z\FGU@?@ #7$8GP,4YH"&T?Q!QLLO]8-0Y3RKA
MOLY"DPWD^]M12$X89%K1I87P(S %[#8@<0ZS?H558V;X"?Y85+ M'E9M^U#!VH!Z6'- 6TL>$;_?/Y:/!PB,ZZA^V#8-:4M:3Q?K2-UQAL3IH;TD
M]]K'KTX);)G892C(,&NYCJ:.P.K&NH,^LM_"JK?//;P,W<2),AV:V>_N\0S> M?W)UX$#.LT=K*V]O];1#)F+IMX%=@2^8!P"S/)\TE0#=>OKEKT]N:7=\3>> M9L[Z-
^VPEFZ.V\=^1TGJ8'V7D!)BNPCA6V1= MXDFC6HNM;YA97(.?Q^[A@&IQ]P[6LDI04,3 6=J%[O)^7XHT!KR]6P8DA2S MG=+/2-WK>;I\2]_S'.<06B'Z=!/]
[C.@V*2)2HH/30PX9=UZ]QF^&G__:@)B M_'+JR%V!G^<6G?)HWS=G.C2]G5"'(1Y>3CM$]Y6> MY$E@S7>0I&_@-5QE"$;N;SO.G-NS?NR623L?[;.+AE/MT.B (P".R^'U>EG^
MSCGF."NOM)Q\C,&A&1KL$=VQ<%@=YA4# M+NC:GU\SX3/*/A)U.:ALU<'UKDC7]_TV]\#KEL??2DR1N5*V1+=NT2*\.?G)&:-I4KO\ 8[[P=EFNCQ3D?J@K7!#P-JL?
M7F/L%9.XMKW=&F4'\5[2>%(L_ZQU5.5J+ M/3I8GYY!7,+L9H+?4A_"I&AN_=/?-EYTG< 6_ D'U'I^-R\N65MD/F="ZBW M;WL)>(3+13,\F=MH2AVN,<%
[:=NN/[4^_;A)L,%A9D4INK:4"#[80GJ%%<)O MH9F=P'1!=AOZ%GYI"L7>_&[>:CX[P 5IUV^?^!0N5A'AZ5U"-+]>MOS,Z_'UD,2CI0[) MXZ M4F6#IM6?FE"Y]H;L^!I'SC@"A!;;
]O?Z"&17!JKN^UBF\ M>.E:X^V_U?19'$B[JVUBOY 4B*691S @^ [$3_-34=$,"70;#'85DR#U=J!C M%2.G[JN!= Z@9)>5K7BTWPJ+'PE\)A5M3H*$GBAVB=S+/[S<5.V
2:*M.#P:/) "HK'A7F:.GK'TR.(O.(R:7];Y]OTVUV=XNM">Y5\ M,GS&>+0 30[_W C*4[6B7E). L\@C7:93 5I_#R$>H/:P= MN1Q0:PF/Q;^OUQ\V'HI^&:&:)J6"%FU3Y!1]?VA8-1XG4?
GJ*\&O0O M_S2(5=0157W=[*87TB"AOYO[K7SVJ_U,T%&%KF%B<&KL+MXT[3JYZ;Y^S: M]LFAF'G0>"\'E/L!LCX"\K5Q)E!_ SS8T>?1)'MTNP<9LREX@@.Z?7Y'NAA7
M7W9A8F +VKRL'V;_'7L%DVHEVHU@LP-M4!FY.QDUVGE.%HE=O13R>.2";8 M&BP_D/=H)9+^6M@:VBG^EVB'.VUN/I%Z!/=Z.KRA*> @%:,K:&CDB;#2ZPVW M7]?
ITF05Y.,11&S=D#([(KP10.G(0WB].;0Y3Z]KV!3V\-]'3&V.U\? MJ/*G?Z&7L!YP0)Y!Q*]#Q]B*'?2+7D2HQD#G+<-VZ=#?[VMN%7O5CXC@UNT9*GS'3F&\T$CO>
MKRDG=D()),5"47N8PEBZW1"3)]>'&'M?HP)I6>A[V'4*4=-!['J;/-+5GBML M]OS- +C])M5A(JWHNC] M"_&:S$-E3P0GXW:T9/[.<\)^FG37LO>>V=+A7A7[_)-/69\^>MJT:
RA^5P. M-4^OU%7#JX" &3I_[&%ME?E'BV,XA^DO%C9%&?56N/@6M_2*JWGK0:\(9 S: M=S46#GN%GASNBMK)GLND\5M%NYG)/GQWO=JT=6G7JWRVN!E3M)F,D=-D80UW
MT:2&C!N,^6CRBPW;8?C!Z2A)PL2YENV1J[](&N1_2=F%C9[-D3A& ,B$=0WB9^FMEE2/[56YLO-L=S"B5GSB$RT238Y&0F>AYU#M2W7PG?"LW"K,KZJ'P ME"R6+F;
[WPGWF-JT815R9R,)<,/J?;@$#DC 6&G";#VFINAMOI\PAHY,>E7, M6D*/'W-09?4?+B)]&[$MA+:4VL$!+5C#]VM0QM>+-M"Y K(#
[$;P4)F%NXC,\]2"]_ZC\>Q)0[5"":I":"7A%9IJ0QAO MI@CD#9P#5@L7QR(F%3/CY#//I4(8L2LJ=[#KYN7^US%"@T5+/;N73MQ^'G ! MP]YN]0X67['[,+EIY(+RE0O'6O(OZ-
NA4I_4UJ7FS+Q\"7M88++)HJ>%0!% M?4O3)WZ;;WBBK_=#X*B@]2_F!FYPJ$_CK3/67-+4QLJ@Z.\:'%O)0A,O#NCW M+VQ^&>2XE+U#T%]*D_T6\!\3+APU<5QWU?
AAK3=WY(!GS$)M.7A*^E;6A_\4 MIW%@M:=5<'CE:@N!IEBPI[.P.,OWY/-#2^:&6]QU:;QL/AN&,J!I:RQ-[4E< M-0RJ%#[M KFK-?:A^,':J]!.YX&]4*S?VHWE?*VW1>2H9RK)0?
WB0]^#KN*G M4N?FCG5?>&1GUSV6K$6?2[/:4&Q&F>M$3NGX/JN__U5#T6DVV=*@^=(AF33S M!=7/8P"+<1-Y+4B57-R.YD>J#RDRF@8P89JW2XZB40:6P?6Z')"76PI^J(,!
M!F 4K=Y2U"@'5,>;B#IH^=(PZW3#O.5@1UC?!#$U.H>QP5,8"5NB\VZO]$Z^ M!_EFQUKC@+Z9ED+-+UC=- SZD2B;,JS6=BZ/?0O[DAND/BR^L-G]T+IQ\N?-
M[E'WV7U8P1_6@*DZ>S]W[>PJ:\2B.]A\=0$.2XZRYR..F01YA6F_0;=_91&, M==BK,X3EX4*FT5 A@QM+=S\YK+;L<]+U[)E18N&"L JE%M5YF4?TMV=W M!3(4#*
^E@AKI%]Z4-OZM4_WS,_;SF&_" %TQ5WNE6]4&\,<;101@AS1NV%R MR^K#"=;#SHB8E\M!-9AOYQ,PO1^PAJ1RL8-(-N$%.(ZM_ +/JN2 _"![$32W MN:#=BP^3ID;:?H_<%<
.X8Q4PB0O:3%77TL?ZC5EIL!:?[\ MVYT+(2M])]*LRXY4K/XUC"J+A70^GO8T&W9%4?VS.-S]\N>#V4D9;W6RUOSM/>(ZR+103U.*%E=*LT*9K_F/9#,$&2> M!U2Z.2
ZE%6D31!P-0TWFR&(5XW4.D"^O]WV.&/"^J;MVRXEIDYX#^8N80%; M#UMN*W5RZNILU0.0KO9#<:L*J>C*>NOU==VZV[O^#O*YK;0YJ!;4G'V9',=F
MK*ML,LY\49J_8+]F[,VZD,([W7=$I ,='+EVV^C16L*W0A54$6\[A B>P?:T M*#'\9SB@SBEY>-P^WRO537+(?=PE/>,J?/KVTQ.5W7AYROIR.&,?$SY"(*N_ M'!3I0"F807D3D+
(WB9Y,6\B&;^L^<=/U5*L<&&(.%4#J@;#NY8 M#X5+I!;[GXG.,T-@F]-;W ,C%LWHYTX]]L^DL)X0YJ\'J>($,W8J//XUAN%T&GH&?TWFWD)&Y.ON))E.W WTP6/V@TL%OC#^?"
MYX/&D9Y7/>H>K1^YF'M$'UW?M05W?;AU/P!QJDJT&T+:>88%Z//&4*:O+Q[(M6>I_8/82)W^T-\0MS]SC4!^?JT[+1$2W!2WM>Z(/_>B;5>5W!Z9WUWK-TA16 M#FU8: PE?
DL[._%W;2?N\(]_K\W]0[B9_?L(U4Q%RL4=/6?3I%ML#XU/6;0Y MT=7;4/V41_OHG/"0'-(N;A%O&4@:2 MT%X77>E'@9%RN"^]JJ/('=?A'&AXC/+A98/CDQ 75'*BPA;'4"W@6%)H1:
[3BF48@U&9E) MFW02WWD\[1-QHU?!9KNPI5B-2NF#8PVHPA/0,_E-#=$_6OC; MV+* LC=U\M5Y(-/DY7"0=ORG#P4?Z@1/+6>:RW8*F9X5?^V9+'#/HH]O>SA#
MZE^.K_>/X(5F6FY1EZ3F[VDU3T8].[M^"WGC&$_NQ[YSJATPWX$=P*F3P"35 MJM::S[?>"R[S6E&G_D@/GO_F/ME<[QS_A5M_NO4E%QS(?C?, Z\/"]ZWL#O*/+^XH/>DOR?
T[B>>C" 4T0T:Z'"$@+5S0-[/![O 5_*O0 # MO 8FR\BX 6HV_=40TL8/NQ2*B3<63N: 5IN;@T@ZJ*C6]+S6!,/+V+>'*'XJ M7^I\3'%3*@FVL= M-@U<[ZCM23'PX8!&N5!($']*=
(,#NODN>![RKL+GI]O"3)S0WKD&2]"9W@]$ MEKZ^WA2>PI0/OKKQE5\%[R%7>/^VQ(6P9!$3FGC.IG6<5J+K%V=3Q7I\@[,' M^OF+?P.>WUN/] M3TY6(=;J>7/8, MA4G_H
>#5^14V]'X2QX7PO,O7/QY_N*"5HM1 28/75/+ 6W08MDL/BZKZ)]8 M+<;"[*Y-&:G;<_?%FREO+7@.9I(79#TFY+<_B0*]\G(A41^A MVZQ1>X,KD8>!$)K^.U@3&S*J.+A: '>4V-
8! M>;H87+YDK>!0H?N;^CYXQEX>@:WRR1&6JO*EN@Q#?JDS1"U),-A24>E1UP=62..QKHKAJ MH5Y\+N"B0KZR8F2_I=(R6X?KT)I0$SEJ8Q(.0X;FSWSV=&D
U[1PNUWQ_LM6 M[7TK/66H"U\(-6"F>$/GJ/N^>NK8BM7,VZ,,BZ>CNK2#\9<_?23.LUTL=_99 MY"?%M1^6W'>L?>Q5K>-:!JQ#8UO/C+NX$]]UA^I'!_*UY]_4!41,&9=BWP!@
M4;UU:$^Y??"/@ZOADKU]X/[4A8??:BY*>:_!XU;D'CAH]NX/8PRWXR1@AUNR0633'P!W*:L)3>56+=:)8:7;'T$YH+,5 M^U7B",O"'5GLXY3=@GV ZS%
<])O@_H\9J<6\^BE0IT:EWG/J7<5!/L36 1Q= M%QQ(S:90$?N,@P6\I]I(PS-RTN7>: KLR_9(4(MA"2AT^[=SEH+"0R#EWM:#T)T?;%4*^Q61#W=*(2>"S13.* $W=?DMT55I=HY
M&2G'WMR\V77AV$KCW37<=2JT'7Z?(*!U-Y=Y# C+\[EY26!RT>7J>56/YFLV M+QE/LA9\< 9'* +SVE'%\3BE[;42S=O9>TW?8_H.K55_E>N]D952)'[/0Q=/ M:M%E*_=]SWQW-
I9A8,T!8?>B5]_G_]XL+<')T,_\HI.PWYM9":"_UREWYW^L MRSM:6/(CE!0>L4QQV/-$+&FKJONOY?5TL,7CVO>V39PTOW_CK,=[>]+O7ESJ
MUYHS_Y4N=R];%8B<@M"B'5/Q2$R/O2-6\3S)YNSEFJ1MFS!;9&7:];2Q;[\KF1'O2H MJX/_0HDEPL""ZY)%%9XH?D\T1/;OZ].,4*:4%.LQ-1V39ME2J7[!&^80+F1O MI[*JN:_.
7U$#<)KM(M3ULZ@.*!$MAA&)^P$TW;Q&^7D^.>$/=&\DCAS0)'A M@GH#J97FA\1@]]26_CA\)OMD*V:Y@7:8T1-%U[B$WK8V4!H^5'N1_*A3GL7Z0HL6&\L
M((TKDZ:PK$9]?T9Q)BN[L]'KI8P%#OP)1[NE\MX13F?I2! '=(:51?#5IL4D@Y5G2 FOQP1*8#&J0-6AV?L.6TQWF)>&_BQN M=K&XHVP!?XQQA8O[H>U?
QH*EOHB\"I,5#U_8ZNX:==1:3_7^-L_F(:1J?%MM$&&MO7@;*J-KTZNAZ"V[DF'18AGWV_^;SMN \]^$W*]UQ0DC M,AW_MBDLY=_V9OQ>JW.[F[YUH#[55/-E0_<14TU<#
(@V\FWZY6R7P% =0QKZP"-PQU:=ZO M7 CW,N86'X?IS;LRG!IDV-2\@@2C49WU5[A&#BCN8@\'9+-)HB,WU",C\22 M5Q?6GS'?Q@%U7J"N?R'9L]_'&JV@(Q]R0#MN?$-NE-
N^1TUV/S>M'?907@& ME)G4T91BPOXE"\"KIJ7FZ<\L ,^+DN8".[^J3"%E\@^9=UN\#<00DO+U2DVF MC![?06SM?GWJ:RPTX1IVVQ-O%.HZMYM]K7_TQ+!?
LG;_5>/YOW;F;N.,_ 5 M(VJX"\!+6^^"\VDWF\775ESQK/5VBQ@MGYQY%&EX-GGER4T)ON(SK46\S MM5FU6GK:_/W?GR%JK.[T% (Q.[=EY_<:GUY,G3-+._/I]/ 9/;6*S8%[R+![
M,_BO!<$-3K<6E;4J*1226GF=K[MY866#8QWV$PI*%==,KM:_\6J"*MRJR2O&6GAZ%QREFU.G84*_&IAYF M3<;UK:>+&Y.:A1[PR6BC[6:95C-G=VRG%&**M?
U+VBWL4&YE]J2G:4N#S/P[M5 (F1.!6>||6V]WT&T_<+N$WII.AJ@V#.K4V[S*HRG!^AQPS7<0U^17=S?7+$WB\S-)+1.$\ M-!X_'^\("] 7S9FF[%L\D/.\
[\9.NK:VZ'!PN&M\H:)WU8R<-I?[(4SAIC%/ MVMBK%5=7P)'B.,^P>Q6^XB]07.(<@/[0%-97_TE$R[==D^N":$F%:4R \KJ+F$.B!BF!CJE/&O@!6(*X'#:AA
M[H5A=J,^NKQK+.FDD."#M5\F>0.3I5PK:CS8O#RTU55X*P+ZF*(YK9$"T6V1XN*>VS MN9>O>'#CF7CN9%K"C<_-+3BOU6\MHC;PL7E:[^86+G8]R2K&G_"<#;"D.],T
MBKXO.H[:+KE+F\-AGHU)T8;*"]7[?8^\USI]-],#7B0&K'![!%%3JBBP28S) MF-;"D\D%*>/\2%1'7C=]Y1K7XM[]J 0APZNTF9:S.3P\4;.-
E@)I8%WB[EXFRN!.OHQE@%VIW@G")PMUY,-':&D<[/)!6I]%)]K'K#W=;I:R&? M6T_9Q0&$I!C-#2!G68V,CYNW1O$%C$:3:R ^O]/:Z3S>3,E[,XQ^V MRB>A\1V3VHPO?
SA[!N>RHK/+BV3S:?.>45VK1L0-D1]VU^ SO ='4-ZS' M&MD$F T\5!<')!BHKBT-:$/%OQ0=,SSU_'AQ M__D[R_6QAAN^C:U7MMQ4>+!C!)[KDT?
8]DX3V6'\YKD'K6:^S&:*T*;0I%"> MMI".61#(5NK_)E"= ;\;JZCBUXM2;QAIN$ER^"IJ8Q)17/1O'8S[/WXR[^?S M!S40^\/9F7_[./T_C_7_?WG^=./ZNL5?_$(?^I__)CQR_6RS2-
+FM\2-K/'R M7\OQ_MNI@STT*//^&GJ3!=O,/I_?X!^-M\S6D?W>2:"]1L' M=!G*"\2>'U)O-6">:\)TZQ(O+&>,:0*19VITU^N5M4RNWG-[N.W<0M^T3?H6 MZ6_*3'$@-
IBAB6[S,C3APC .B!J)A^Q&AE"EQBA*,;4\JM)HL-\H,7^Q(8/N M!=JQ,D^C@)_NOH.V 7305 M_Y60$T,K1/]^'-CO9O+ETMX 8>;P -_>XCTET ,=!W*]#R6;S61RV2"!#.4.
M4P<4L_D,RA PU_=X")D4E8$6Q&\'QX>Z)NM\=\JQLK"R//_!N#,)T:MM MUV*Q][F 0R%D,DXQ5I(I2BS (_ZWPAJ'Q-*Z\ZF/33%6E(;$CP)8U_S'V,FU-GO^N?$NN?]H=':*L]UR7L-
-8Q.]FFI,? MG)]I$+RMK-[)>W!?:/#"B;-"Q^54.2!P('="H>C!(1\"L"6" ^KVX8!B&]!M M^K"%12TX$X3G@&:UE]!4K@NML69)]]Q%4]-JN-_9HSN@[+>PM2"Y[1Q0NP47 M'R2?
Y\U =TP29IY"UD*SH&R0.YJ6!2.OD*CG,)OZ5A(<$ @*][>PC*/G.]8H"!(86!S2(1W!)[%*%L;7-_H("*,*;:=3,WC7(9F9YW% M,]NY:$TRGRTWQ14EKG[E%PRBJ5N_]RM$^.^TYZ-O
GUAJ]A=\PMEQ0#%P5A9Z M8=J0GP.ZEX[E@*3R_T3ACF'-7S!T*^X]/->\LR?M^5MZF*V_BP1ZLW]MN0O MJ.2"U?XLD5I_$K0?L#_/#O87%'CZ_RR2_^3>_Q'NT2*M
54)IDB7H6OX+0ZH M]FO*@4BG$04=B=\41%+9177H/Y&ZBH#0T8!@,",F._(A&S#RQ_$!LQ4"6- MY*5.E<8H2TZ&/-]++Y/[))!%Q_USO?XI[?^]N>?
LLLX42V3OF@TI7;S1QCBW ML/QB2CS]_OWY/IT?L$:2HCVE[G"J+_N63_%/C_&=R#^YDE/^F*&MXT M>$W;$U"&UZH5ZG$(:PO;MX_'V@K2S$0HY/QK^X:@ +8FJ6N7YARP#
[R8+&FT,G%"M6,#$55[(D9"5E M?QH\[;'W_^96R.\7 I#1=9DK@V3M5W3/+'4>O7N69.H139)7!?'&B[(%-K]1GS$.L MITQKFFN/NX)_-'EU&^#^=6BP,.;C_I=-C?
B6#-5(2\2;%\]228KS\6).#3*8 MY9_%>'93BU?Z(2EXB5+D/IIN1U A>I3V7:CCX.*#0_))7 M"F7:9X1XS/X.>>_=VK+#O(.BCO% ![V9)OXX>+9%EXQ;9E4"L^>I#0D!>.UG
MOCF0#^JSF6XC$.N$S1E)C;,.])NCM &IEL[JF==IG:)]I3(O22\P*^O@E8=E M2!/ 8Q9^9UH!@-/DR3HM 87 ^JM6Q::&IDC-,%ZBNL;^IGJOA+E=>?VJI9+$ M7\3!Z5*
M_&2N"'M:3HT5+4+63=!ZZM_NOJV!9D]DOZBG32SI/)S6+C<=\4C_Y F5:?05 M/RIP=?N^F$K&++1;"["+F&'M[N^8M1\Q])U5#>"WJO$?V'_AK-W%J8^:RX'[
MJNN:GVCP_C:H%OGPS33(P$^5O!J'IKK848.ZY&1H]W6XW!*>$SK-D1#ITZ3 M3C2-R)X]YW\P;>Z$;-WG[J'IIBRH8+27T+R!=.ZI'KW4'$I>%7!(@6 M>$*7#+_KV@T3KN.
!"\B'BQX7W"5ME(U:4C?Y_]E,L-)V/*4@=NRR8E8L%K5BX&3R45'B(%)9"3J17F2N5)'1DQUDTV::?SMV-]>F\$TNH Q& MF-#@
L235U#;V7/8UX\+G!32M(PO7:Z[2&M8E7G/6S<(5P1BV7P=,T%@ICA\ M4KU5V"\<5K,)/%E8AXD&_'!R<;HD,6^M/T!'3:T4WBX)^-Z9$Y[)(=>Z<"6 MY^9(_V8[1_1,.R:J=4-
^:WG!U3UF-L=W_V%3##] [V05K<''2?1 6O@*E */ M1K*S-6*Q%>[Z>K">\!3X0"0M<57Z;YQ^6>2+?]>M3^ MZAWP^;Q64Q;7RLR4-JTGP_R3H70E%C<$N,(!R3
%:3V)M99OX>0A1+;C<)@E M1,2%J,'XC=(T7)2A]S4O<1VW1>'Y5LNM]KI-2&O6LU!2#$$T%!.S2LY^>MH- ML':B':P+\VPUUV+P@VN4>K?9-
'^TTAJSZ1%5K7NBT!6^E[X';)+7:O?S'NOM MAVF!-8RK/K J[(H20PR8)526CA9J1TJQ#Q(,^7Z.PE\> #YHE*G.']@ M4^#3*.6AR1V?XNWC+C^FNR1?)=XPG-VG]RS(J0R-
2659F8/M'D+S+J,K(VK M!5TL/J@IG(6X!NH=M%@)>]JX8F03G=*O0^,I6[R<+ MAI]S#1)PZ_>6_=ATN^QBKP"QZXV-165_P&X=?(3*&YOCQDUYK3>;N&,\1;V5 M0%?
A[J(#@GBF_'+VOV\]Y+Z8!>^HV-$^(6(WIIVXT3H05*1P0S_OW$%G\9/O MA(]LJWQ;Q^\PUD&:#&K/Q(H8!E%59PFQ(J_<=:C@>S,T]ZJBM_Y)PT(8,NY
MDA%U#7$]HH_MF8,QYP?E>]00*A=FPT'T355*/QI0$V^8 0QGGV*Y)H MJP@"2AF(OTSE(@)8'%NY<=BK@?!A?F B(*A"/5 !:Y&&O*(W+^>%^I;KJ+R, M%B9<*PTE$?
EM6!DH'N2AE\#=60P8<0XJ#-1WR_K)&H^95669I8Q*:B@("*[T M)G@(2)],OY_C?-DV:4:.;'(=7B.Q(D]MH#SEM!W6D;]L/3H^9H]C:Z<3&=+LM],:
MK$*F)76U$W5HB"F=Y[;45/28[',I\IE_$/];-0(A0V%G7-(;2V^>.SU\QXV. M)GRC,>P1MF-TI!Z8L0Q6 M&!,Z'JU2^/%]2:^<.N-GA42[L%4IU)@4?-F:XW%]2-=8<56:L%3)A*K[EO-
[;=E;"NY!*[TP>D#6,;)18(@ZM B M1)#4H:L?UTC-J:)8^2WU(]-\Z>(0+^NTG?GA+[-*_-3#CGZZYDG?#VR;'R$ MFL_FNTR9\J:_?H_V@!&MZ:JTGG8CCYXLN?
PRY)&1NA7OLQ\JD"<$$\HSKQOX M?G]3GVG3^47^Y)M7X-G/NG=N.[N1DMFB@!D%'(<_1L$(=1A(*L;2!.32/W.-BN/?7+8=9;7=^IZ[_$^7[0_:S<,8WFK7F_K@J?
YB8MW'!V_+W;I$GR_7OY_U[TDK M[Y*H^@^HSWG>02W'.*01JYZI'$'3Y 9N6UL-@&##[;-!(. <6.R+U#5B;DM- M,W6MU2_9=HAK1HKN*T3Y> H*&]
[HB2ITUT5+,Y[567[C3L0 MWT%W"48@>TI.BA7'!FXJQ\[51"KLF6RQ:5EZ()"BJ"#L#B+<]W16J!&E9X*'Z.JNA_EJ1JBWR M:L%WCA[3GH6_Z%FI(6,GBU_E'*;-QQA+
(:+;_6=6X_5[HK4%E3KG2"N)$<7Z M9M??U7\SET+1'A]WAGSU-IP!17J*45>[!@#UD\R=(VNX!(@X!W09&]\$7695 M^-.)5IB>R<2GQ\K-B(I[)I>$%WN/M30,?[YY,O-
HGH2Y4/JN,+L?03VD) BU M +\%DK!B:,"J*B%](;HGYBU05E\S/%=8RSJIR@\]'IGXXGME5*^E'(-L4\[= M/9JP :9SX_*HYU^PU1)Q'C1<)VP<2Q$@;:]
V@606>A9[19Z3OUFV)LQ2Y\& MV$114'WO50W9*PSS9!YLEG:J^\%,(@=TC41\>)J52/#"B;.'44I ",5:=!&U M>[!2V\CZ++7VL-'K^AB=-'-KHF*\F)!]AD$-IJD?Y)5W\0EW
#%@BT75)P",)CQ&66^WYDC2.S#0[61KXUYV;TYAX"G%->!O5]N MZ48;:I(KKKP;7\IH.EWELJ2?/C+R_410<9L8+6/DE&&RLM-CGHCRJCNWE4V0 MPPPI=-LYMC!J!"+ E@?
*>G)XQU"B",Q,%Y..EL!+SU8)NR%\NGC<;C\KC,\Z M5N$N&B'LJ>>9G'(DR@,(YCI=%2HIP0NX0,'$P7CK,+P(I=DZ"A&I2'/ W1;1 M9KVI7PWSW/ZC*6G='2#.LOFJ9H,FTKYT
MLO6HQ4R1=0JF$W8?"R[.@,:A19BZX44=0<5[8;,K%6I?-82_V%A>D?7*T'+* M1Q3:4+ONBL"D^5(Z_>.;E1H+%(YW/=2@XM- MS*XL]MSW\QE[U6;X0P()^*
C.:$FI@;U=R)_B'V?7]["G<(B-G5F-8#4I#.H%AW: JLP:?A6L[5LPI<#LRD'QU\4[Q;C,L 5/3_=G4& ME;#]I]K1L"NK%.MQ$;88%S=7!'7 P5=HR)S](Z/3!NJF?:ZSGI)U3I\C),_&
MZ[B8)+&_W+]TRE&=X89N.V&LCMQ.,ZXCKTYP0/1M0#+M.7B'BUG(+,NQ_5;, M4||=*7)B+\7?JW_JU\D5]+G6GVLNM92 M-3B@JC89C.1VM\J%LZ\@YQV4.C&QTS) V=I#2
MZF@,NU9@C3LFBS_#"[Y!XG?C0D;^;& UY[I-_*VM]J"9&RLA@D>'_>5 M\JRH!^7X-S[#;\DZ,RHO$,EVMNSYC*V)98I!7(%8AG,;@ZLPL"I""*B^*W:28JVP?16\PO;,MYM
6UR;4\L!5-=@@]N$MUES//B_378U8&)R$Z2'/X$17:K$6K2FGJSKGC< MV67A&[JT)8?-]B&?,)8Y(164%J1B6Q8W?@><>PCWA'"5 P*4X>T$XCS=;8P#
M\B%M0QZF5:24DL%"%P'O+I(@M/:^%#N3(AV>HCN4I9XLUH&/H+;O\K,"(_W8+FW<8!Q35Y1YLEUEZ$N8Y>T[:T"CK% ML'5I>:-[4]CPY)GY-"V$^>NI!ZZ\((CUX!\RI!!P+MH-
Q @B!NCK-*7E7=SU MS>Z2Y:^!,EFY'NJTZJ3B.4W\$E%I[/5#W2CP]I?["_Y&<;_ M1O#' (>4NG!W6I5&\48,&/L55JA5^\1,_YFO2/1SP/K\<'GN8$=[PU;B=OQC
MQ0]!AK$I'D$!TNGF>?T[KN=_('ABB<,SN)7[C",(#RY@/$:1>-B6HS*8;5O3 M_"%_C_FUN'_04XJ8EY3..'>XZ93I^Y? 9WL)!.!28IS._%7_JJ0ZTF#$O
MN@UF&$23MQME*H$3M"'@A:P?R0^&:AL[C*KQ8V]WO6Q-4R31]>139_>5I4_M MRAZ&<5>"^(5.HWJQU>OQ MK4:
(Z$[];;=8]=B9%7_K%]5U@Y\X(+M((Q9SL#T*J1>E15*8MB]T%*J2@KR0 M6"%3!]A_%07!J7A#E()!WC;4M?C5Y&:LT$[$)5O3I0"X:ZURO1$U7NV_8VG MX]H>S90EW;_4E\L-.9
<$!D&'$*W8^30;28_L("2;O2:[$F&&W6^PQ?O6(EX MO%-\C[GLCXIGP^]3'WO!Z^2;E28"';/XC')#\P+(G M!^1=2$:SM+]HTZ<0/2N7&<((>7HK#=(Q(_2L4M!)6@[
Y5E_:PF$^UB'W7B/ M\!?QWJ.G@J%$]8.^H)0(N_Z/\OO?V3^1 JV1XN1TJ=8=8#XXTYS&KMCQM,A7 MIWS=\?O^*W$6R0FB$C=OCI=);7WW6>S4D:VM8:P<8X@KZNTH
0*;*4#7BB=J M1%(LP_BI\;0J2E^G\|YEPJ>#X0K6+RK*FN ,RZS MVS9Y5YYR0#O3@ ;Z Z!JY@BY\98C)6FH67O!B:-:_OU+\1L]?H
MLI2V+O\J:NO7GSQIPP0(V>].\WK)FI3C7HZ29"G5XE$9[\])'//0!Q? MP9Z+^#T]H<\;,_1&;KS<<<=(E>X >,^28D@UXIA<(,;5$B+C1V]PF8^?>]G@
M_]N^L1_*A826/M7NH9.9CD=5K.F0$=I#TH5'T[M9TEUTK4LLF3W2K?REV 74FZD;D#2K'*)+4^#)P@V,!6FC]!D M7K0^*REL:IIL;]^9%
[7WBK!Y]=X#"8J^GK>S/Z=^Y)D#;^> ^CK91AQ0S0EN MQ,TNR$J.C'D23PNASWWXH;S'J@"I0+VQ:!/C:C]7H2^VG5CW<95S=)+ M0?I@ZKCYW$9LL, ;O]_8 MN-]C\C=FM?
J,920B6OZ*JE/TZOY$$ *S,D#ML& U%0ZC+ST]2C3 \+=1+DI< M!'I*#D2+Q61?#M]1Z%M0"OFV'F'44G\^1*PX6S7]J.LN?.:,45&9-P?$*X5$
M/NQJ[LQ$U^#N*U)_RP9J1UJ>:@A$L(5N0O38\A<%8YE"\J^(#H]+?&XY,D6M MZ34UU2-U_-DKMI/6P/L AZ\4BFE:A$R'7Y*+J9?:JZB0L<)

(4B=V?)C6;^$YH%K82D>YBSQF]P##<>G%XC@'Y# VZ.Q2N.@^,?5Y MA_S+'C]N.!HEZYNQ.;;<3\.9X;V%+K(_0(3W/^IF.*GZ:RJW+5^_-?:!M)7@
MM1I#J/%NWT+UG_FHFW4AVSHB(N1YKUXC ?\A\'/$US#)SX_=K$/4OAF6?RTO M3-%9V6*FR9!B=[EO9\4QCU"L>9EZ0#)EZD9/ES'T@Z%U20\E.U'965MU\>S8
MC>Y1^HMTX3.6UXY=4/K,IY<+?A-$]"8WK!1SQ1_@OIX, L?>%4;CG5F-15X- M,Z #X51TM[YUHI@WS<]O,UOZD,BYPY(.[$-S]3E''?9EE%.\N&@O!)"8L;(F M!
[5!>9%'1W^+QK?K312)I^FBK"]!E& M^\ 3C)7'D)4GCR+>\]'--1L2]Z(UY_YVKU +%V)NAX'\SB$OK(-6*2)6%&7C67]
MWTMTWM(I_:MX("\.J1.UU/F#,X_EU(0JBF_8FH[<:U*@2=QJ%7*EU3/NS(\ MPP%-\O)#9C]OEGG?SMJ(/N2*R^/"+Y//>@O6#DNJL^C@@\;"!'9,#$O?J
ML"K4OZ6A9)YA_N/'LSV\!;-%.37.CAW->VR].N\XP@ZQV6S&2R1U W9 MC?><12?('1GT!"[.\J-% 9?ACI!Q,[ZE]PI5/<&'7M8^+N@,L0(Y6<+RUGW.PXO#%J&9H4EW:':V1QH
M0/MB$Z76.Z#;=>^U@A=&F["=& D%>LZV]Y\,/#*^7Q*,##U^T$ UH%?MVX/K MSSS.?^L7N!&J0]I9JP6\0>F1EL;&LLI1(E9;NZ4S,+TU=SYJ=W6FWC]^.G-W
M?;N[1:KGCA$WG=5MP AW02NH\]TX3-;JB@1TI85Q&K!S&RN?J\4!"5T9 M5ENY1O[H41>EM[+K3+1!*[_PN^5E2V$?GL\#Q&*Z!=<#+,,H8. @;KF+S#^9 MB-L*\,Y:+.HV)?
==D\CJ6 P'!X4_CE36^'ELMU"N6.W52 MB2X%ZEK5SPM?"JHE*^1XA!R745I1H@Z?8S6A?6"Q)#XULC-3A JG:&/-/MF:?'FZUL>O?@1N^'UHDWB(!E/4.":M
"B7SV,ZH2;9!DZX_T: MI#B@CHF*I!;X67U1RH?BYP(6^.N23F%O0UMW<_]9 ?G_M/?F04U]W[Y@%!&1 M(+OZ]KM]N^J]WWO555VO[A\[E?R1L_=>>ZW/^GS.
MV7N=H_2HQ^5("[W)&N9+/+T[?:9@OM.8HJ#,.G$EK<^O8'KQ4-4@271Y.*;/ M0_]/M6MVUW@+^RHGPUR1(3(KPAVTD R:200:!Z*$Z=]NP=37=18'682\7,8U"
MF2%M!S$_"Q&]CM]$8YMB%L)&TA)J/E3F /)T*#5Z>9R>: E(TUTZ;_]"R]%[MGC?=M7@J4O\G+,ZUWBQ[_=SRYS6U[-75SUWU4G?[_IL#D@1 .YI=7,_,Y8'J
MA&D\$.>$E\M@;@=ZA%*_E8@)Y(NJPYPB%((V%6X[B/(O]@K@[B\D#GN\^LR4 M/]9VHET5Z7<5K%R7YR0.C?]G<#=D66N7/.0=J>-1<[R*;6>-V#OQ%_>)#DW[M-[Y+
[/E]L&WM/(H1W^#X& />:!;>AH>'=!=$<&AYX'PBD,\4!:W\8V.\W;& M2\DU?\$/A F?L*YUV)W9K3!K]0_E21@?#!CYD*F?R-P/R\!*&E#$B=3^X!TH MVY+ IJ@""O/6\5+
[D*.^C7M?%I]6-NU1]]/-ZY="KK'WT&.'A(8 MY,-X)O >KLC51@_5L9GCZ/TP0<#'N]=A/GX!G;E MQ%OT&*2>PI;MGX'U8).Q](? !M6_2]?J,A!&-0O2$_-T"U(5('QHS+D4].AQ
M]4W[^CL%/J4CP9FWG"<=3=;GX)41:Q/Y1#)DN1:R7$G%)*%UAW2*Z02F ?KH M8*-?X[A:N.KX5ZF?TH'3YO%EB#/7/BY'S=!J+22Y/63X_<@U,8!(R^^M@;#=
MQLV50\V]I<;0:M\154?_N9E$U/E8$)S^S-'30&>P\&FVW:/0@\F@ J\954D> M2#"!!\K^P)+C@28H =CM@-&E[Y@@+-#L?0 (8^E/HI9F]12LWB!3#'^4)9;4 M!D!L*WP@.N]?
L$9\7O,IT!M#4J??@5I M/\--#ZI@GV/<@2%F',2MFDZ&&H'&<6=W^M8U?<\F'1;:*V<(UGG7J]4.;X0M MY_)9Z3=,%X3N)]([93'R7L+TL$]N<.AD59V>L]X5GQWT,'K_
MY<&/[1$UK[F&F YMU$E&Y>Q<*\NZGQ6*'K*0&3=<,M%YU4B'=KDV])MYF$0K MK%S+,#OCN/_+6EQ7?:N95%?!XO+_/!9*@'<"%8C7B_S8OP,E:I_:/?DY8X3I M,'Z#X1[?
UX0]BMMW6Z0:A":'"\&CV,$3-8FRQG/@1BZ<5?9+$=4$&N MFAMRLF>[+^U5SP=?Y::G)99W3Y36:TQ]XH'R@D0E[X0H]Z^R(2P%I%6G*2X#
MO1^;XGW*WH_G^19)=J.:A[8=]T5JOJ>G;_7LYG[^.JO_]":N)44[MX@31S.#YG;S/^* \]5J#'1Y2)-##^5^J:&2N,^+:W#:/7P(P'XK;R! 7?C[\E
MUI$HNT2.;&"ZH^2B3=/&LZWVEN9'[XVS^P82>9?N)"#]B?SFO3G(Y(7PZ__V MS!P-"ASX)=1.:'BGQ@VUI<&Y18*Q-;&AAE/_C#5M#9,_Z5Q(#@>=H6I1R -QGD*J.
<&'GED$PVX@T2YY[3=06Q8>[> M\X)FW_KZ@E&8X/2,<5Y'R94AD/HE(6G67;;N,#3$0762*TPMF>@V3@S=C(5< M 0@8J4SM@?PJ1<=35A^RWE#9VMYH'ZSF\^CR&=%C(-
F>2"@A="$BT.K ME*\94!*\(G'A%7.6;UW_Y$L;H5$@ M60_,5H*T^GB5WI!CPQM MZKVSRT[RP=%=%J0 RB&^O2RU[ZXOI>]]'.M/*)AHI10=2J]\4-\6>S-UKP]MFUQ
MK6L"O^#B&%_(1/[9H38WFJ4!:1?RYE@/R[/Y_H3X[-SP]/QN=#9 M\6?!M3>*WP7@EIP0\PJCR\2<[:]HOC %'6* M6XYU*'U\U[>_V?%-FE]C\M,D4>5GG#KH-9(XEZQ$B#
<,E>8.4>10TCS0GN ? M^2VG",106:M7+]MN'^{M},8]GG9*+Y)8[12*?2'G8VEQBD/@9S%(BJH$W^Z. MZ$E,HU$M=:&!E Q5B3 >9Y\N;E]
<#R#+QA=]R"TK4K,YWU:+R%O_=+O/#;64 M/.HVY,17K'&5?^[FLZ7UF*='+.1\'/CI;))>K+=+V=N#U-FFJWKJH,U)%1GI M83R>4\#G_UCT#L[ST+8K%G3ZZJ*B-
4I^5;\Z@OTY/.O+6_)(B=+&9Y,'H[Q?R9IP"3IMY> MB&R$\LK!B0()^B_WX+XG>HVMN9#U+[N>]AWF@>"WA\X>_S!E!A$&PF=JENU8 M!K\L)'#OE5P>R) MQ9OSK6$-
A/9"Y5%>C#?@R7EF 9U9,^LQBG7-[,3*'!RI&I5TNX9+/M"@ZGFL M1+_G/KOU:9W;5"&,%LV6RJ>.=Q$2H>)H15N6$SN"OHDE&AWH/DY1YR-VM[;!F5> MXL2WG6
=!K!>#!S;P+:;DFR*;_47+%Z$R+5%:C9L^[7=6AUR2SCKX9?[U-VK M9"M!H7Y+\%[\?ZBA@+)[P0/U]4QK\4#UND.$39VO00LPLC&-^8J>T]%K#_A1 MEX*#:. 4)7N8 #(,ZT-
95'55C24>TM0^)W\K7SHKZNR32^OFEPDGR]%=JB(C MF.#6M6C=+-J<<6]W_ M?I^+&&.$*QQ$I61@(9MPLNDLB$]3^/[JL\Y!5 GM(YO<]\U0 M&S 0T,XD?[@0MF'M$!LT@-
D\]OY _M--VP-7W@PZ7RK:-C=I7?]PO]"%=Z.#C^ ?U559#S@AU$E_>DZRT_9?A; IA9 MD:J3*[_ADD%HA=B+(E*^?HY9I?1'MZ-6'K=U7[C1K355#6?
&!\%V$"VOW<#."COPBNDP=JPO3H"9:VZ-SU6WN(,GRSX/@K^E#:RGQLX:61 MZ@*1AX3= :I:!V3\,RS-6[E[BAAZ7=,F?._$)CV:1, 6HQ4]@:\:@)Y('#C MBA!1]?
J(X%QJK&Y:O8?!VR\?5^3F_&_Z'LC*T\KIY\MN4>B/+#:*O[)XX#$/ M5!Y5\Q:MR%:FZW5@XL<(>_#2W^Q>(HPN76S*W%46,X8H^IFW*-Y0W1+RD$]
MQ[QN#:$>%3WM5O^34M_+YH-2![Q>OC,SB2+,54(%,98FV>?'(ZNBKXX:FGTX MM?J;XW"U>TA-L+>V2>=)OMFC^ MG7JB2TK@SM9!Z ^SUXOI(2UEE8IK-
[/(5DA'V]R",/Y1^KXW,8O MFHF[\ DY8L_T$3HT7G,H^'>XUOU&D^4::8=XN>,W<^QD6@\&?+69M+QYH?KV M9W ^BD^.XYP XYFM+HHHV^8KX1:)K-8K-
RV#)0VS#\R24O1B7S942MN*]-_, MZLE^8B]\4*S3;E_([JN7A/HH] N:_#S1(4T(-.%J9AG&&O<0Y'HSY=;6JFC*
M)6%S\T#;A]+YVIJ7F)E<@H0+$\/OZAAJ!Z.F1]MC_.L5JE%\Z/4R\N2?@H2R MX79H_;+NK+KBS8AL]0SS^R(WVDI!9L9A6\VUMG"*7-\.%J MKZ6@08.1(@$&F3+?
DTKBW$*,/1H_BX6)'NL.8[K-2)=:?19UZW?BO";,%*)% M.:\M#B]:#*AO>O<25F:K#RZCCI>RCC BE4[GW(P^KOTX-7)EK<$V-6LL[M=OE,IEK.N6MP-
,*MKTQ6F/$V'7F97:PJHG M-1/V1"S9V[NVC2?(Y5D_LM/+D8CVRS"\!';\#_5.D@T@?UPGNW@@IE^+,?=5 M07HLSEO[?
PKC+@G9LFS8WE_Q4DB3!8QHVZG@*M1IAI4=8B94_,2R!\>J7X#4 M[+>K&[%S)9MV1_QCSEY5VQ1CNB]+&PAG6OS=$L[^"P !;+-Q37Q.-\X9OQM[
M9>+'IUB5)5@L37ET+^;.RHV"#YT@M.WQUZ?$0MA_ZR:X]&SY;T<%V9&,X=/ MT /@PDL%U87BSW3-11CBNOI?OO2IO0]^D:XK?*X_1\TO.=KL2?9N,_C$%E,:
MB&&=FD+Z.M8!1;,D>0K@HX+(=P,>T*PJX8O1=__)*[.?;$V6,*_O%BQV/]/^ M.F-J^E3Y_OOB)=.+B;=<< MY2/_Q&L]4GN(NY4^=\17\[#%"C*?+6E&@R>WA?V?
92;X/*TMC(XY2S?Z0&_U M'N5"@LC@!'-BFZP.Z,"TOJ(UN)^X.@Q*+P3P MPLMSZKG'D;H:0[XC>BAE:I7+^7RK]V?]0\V6R0E%$8.>*L)2\;)/27FX=]1 M)_A1__?
YM$@56A*E]2[GS/"M%T7!JL(7-MZ.F/7KCGP*FU-<52^PTXSQFQX^ MM[S65G]#X,<:<""1G0W)Q#*C*5+0WZNC*Y1:U#&4)7TM%8JH!!RO,,QZHI6:
M4M5>^REIO"G#OC(_NZY6,#:J=W]Y^]&C2$-;)O+?H%R;Z0-<9BA3H418.OK4 M/4RR^VIC]6)!67ET^8=I;&5@8?KH2F6WOX*MOO&3-QVSS@)[=EOS5W4?YD:F M
"J0D_^*_B6>3"M1@!P#):CV.HC1:YD]#$,OEWVE4,8/+:OTTP_&]RP^T;? MO&C[_1AO@4_RC>G,/@V?X(&X>SKH0CT$A:I0^&78([+LAX3"H-"Y0*5">Q"7] Z7 MEN7W=/AN'X,E
M>HNV,8S9:NX9M?O!INYN7>M3'@MCEZREBEZ&:#XP5HCON,%G*ZE<8=P,B?R0 M)A^//V#/XE*L,XU^=,E$ZY"CMGGDYJJIX.LDW A?WP%98[4
M)RQA;M1\&R?"ZZS+D[R]LZ%=E"3W\N20F?Q+#/ENN*)=%;Q7]$BGLFOIC=.R M+08YICV5]S<^8E+O@[_P0!,YS"? <2H!.)KY *5+)S$C@952!(RE[4 -.,C
M=$S=&7$,FL3*=80?K4$?U1T[':J>KIZO],^+L_ZY./R"9^4 M@TPF5QO" 8<# $+K@>.!*((/MS_VM.'.'MW"MC530^6MV1";[QO>^?]Z2:'_
M3YO+4_0@H0FVW,LZ9%_:R[)E7QM![2O8'';_A5,:MM]G/*[7&MSFN'Q8O1=A M<4F#\>6[1(# 2$ -%-!@.:,', WI7RK+V7N GU2LK/338T]8!X6L-T/I7;'O<;?
MA"GP0$&>*"@CGA3? MY@5AQG9!KHV^R#BLT?1YZ$5^X(#BAMJ4XM3]KH?WQK 598P(@3JO6\0::0?#28)(!'C-UGG$2ZH,W-@K<\/[[+[V\2(CQ]; MJDY8AV'Y2!N
B<,V1*6_03Z<2>SR@G9%%6B^(SO7:J0:W:IQ5B@+BG%JOQ$F M0\8.0AN@'9D3<*I%%:.?>9^Q69[0IEU\>F[Q;N/W.^=J M]>K.OEU%0H\<-E;MRY2\5:(KHO0!3 7
MJYD^^):L-1N+--KB#N>0?[L M_3EZ3\KD"NZZIN;QG*(2W?5!H>*A_W[5IO^MFLL\@;U/#QU1(XC^Y%ZW,"Z?
M'L0*1UD\#;XU*V;0[?!G0D%]Y[P"Z''VW13.GHLS,P;2FWFBC(KT)KNX0"H M1,X4'K*00X73M[I2)S-EEURR3FTL!-^VCM/X*SC[//;FCZ4H\/F34N6JJ>K M4>I
XRP&T)6M82G2FYZ566,]9O5$)]/P&KZIKL(D\IV:[5U1*\.2+3"7AS7J3I:<'9]/KZXP""K6$[9Z[[/&YBG>"XC>MF8I2/2OXFG#\!D)TX7SFA\P M!#*,6I[HO37CTFO/
R5.*PR:'X@T#ZKJ4QN>?6?GWZQS-GLJ$&1>J?3&EI1W M7FJZEB7#[8,V&+=#R)7,)#X8F #Z#N!9O32=2(XNY;F0I#X
MNW\)>J6EK9F^LA3[H$K.=;X))Q7CN##8JF^R(6=P#90EOU8 M5FQINNW*%? #<^N9S/3G1V"[K:H![=,?1D)0QC0$#7'K99;GM&?59F-'ANO# MUSCDA$#NM4F73]
@&!G'%ZTK-?Q,.' %W#I2]OMEM]UA=_)^#<*:+3.6B[T>L\1?L=31H]!&>!): MR)L[)4Q?[YN9CE9NQI:69VX (78N9PDG@@?RQ2NQ#8V@P"I[:[8+>\Q5UO2+0N67\ M4?
G82IG;;R8.UYBMW'K=@* ^'7'']L./@+GVI/NQP?PI*?R3PR;+S#JCE,Q M'(-)EUY(O4M7I@+;C$\CMM#?'9%63#0C.F-@/A&OF/J(_FHN4[A^LMB^H9]3 MC@D09Q?AW3#-
T<%_PID\T+(7/9.FUPZ9.$'M;:])(<^E5@3A1>C.3U]Z4Y!H M1<=A7_\@E>8(:97Y@\>ZLMJP+=KST$?0.KV52;H9=Z\V@^]4E$'4 7J.UPC: MT!4(')XDYF,E(^T5?
^<.+1>,WD#D6S^]J;_F?T0RZK:QD;ZE-G<$BY/OI4R0 MN,
((!I1_B1GP1#F1JPC$EP=N5WTA4,'*W\]1Y8A.^;;QJQ9$;0V^]0(NQ#20V]1UJ^_+WA#1E[F?'F^&I3PSBZD1O/QT[UOC_>H)8A* M6*W]LM!%?R0T"O%'-@EC7N>4#X^W.
[N'=JAH=^5-:XV D]=N/. R5[S^VFV!OUKZZ"%"PUK[9*: *^KP>_I\ M2@-6?*&E)SDZ[$U0BPU6MP<;79':U9JA;1MSK3E;0:R!H'Y(I>/)'XN14NXX M#Z2$%V&'<9*A?K%"G=
[RS71X3Z9@X+&@@L;)[Q85",U<*@;7L]])6TK[HYKC MP)S4RW8G'4740P=^QY?_;N,61Q,I2H29?(P .YJ>XPR8S9I!)7KIQ"Z+PU\W MS6)#B5';)?UF"SBY=^YV@EU!!L/!+6ZC^?
=.)EP\J-I- W]S8=:/0K?1UVH$!T&W3 M3+:,-G>OWZP9G-P$CI_>"6B\\N0.;+.7@HQ:5:MB56L1M; =TJ;O M(0@-J1.-J.0[7Y[G&K-E2-
T6T#I.)MN87M^Q[9U>C1Y3W5<(QWUML]Z%:_)6 M;6@:]!U=W7_<6D*)VK0+]Z'"7'P++5[@3AY1+6P2M/ M-7!QZV3JM>=V>:#@N:[',/W2>>+!,]J'@RF@'^B][!V "LL8.(Y688,
:RI)\)=/5%$#0?07 M?<)*_3,(X>5S&6_3WM_D.G.C8.GU_P\F^E_M7VPUJ="9%SP0W:D9>G--YCM* M#H 4?UOD'FD\S:FM6%1^/G+A)B@I[O!NMW>GS>,OW(]6Z<-
OB=\>"^N.R6[_MV?!G;I1B+8/[!WN6('\C)UBMG791\U,S3 ?)[BM7EZY;_#$]E,(/88THLEW] MBJDVH_\T/ZB[N5.F-FTM^)+9%:VK3>#FA>CI?8VN>[BKOQQ/AO% @/H%&XG
M%@>/@P;#=GE.NRV4V#*,,B0CIX3+IF6,HD@BM[TU]V?87$V#4&]NX[7IE:DF M5@*;WZ]>-ST_GGORY"&*]>=G/J/3^?4NP]LE/YKMNY]+SN[#?'V7761:S:ZM
MD)77#OSC_D\.(BBH/*@U@(0L3M'>\/W=_F\W#O&'^0/,00\3&A/YB#4IS0P$ M#M"%:-S\X@ >2)G/5 *\]ROU/J)^]8#)-9WYJ=ED1CMY2[_NH^>=/3W'@K@D
M0M/XBED%GWC:HC7XGUJ$@.!HRQ;&[G3Z&*778B=0,5.U:^+/MN]W8@@=[NK9 M'Z[DJ3X"4MRG_KC"S/>F.XAU-X5="H!Y($%)_D">(4>X>_[0H,"17$H/-J$@ MH7)F?'S-
$+J#;U-P*>[=UUL1E7]6YE+,7H]GR+4 %E436(ZKN!W*NOS)D8\5) M<<6)G=OQG67,D>"?8IR7PCZBEZ?LPC05DI5VGI!8^ONX$=,T3M0##F4NI\^L
MD6>IUD7=>46T0BUC=^O9!*S]AP2;A+GA,Z#OOD]5K*Z%>E6#1 5!]PS_GW<+ M9!EZ*Y$L+^X@1>2OY)4 E-LI$GCB*U=.SG(38<(H>YF"$$W?L),^WF^F:K>4
MD3M'H5.@C5B.+(;]TA7#2&&;&3%8#^MNC4OFC[],"B\Y.9)SN?PF54MN=+$\ MJ.IH#NXL:@6MV7Y]Z?P_)=K=#;^]5 A/.&K%!&,H%8\)@FX?X8'^G'G' \W* M;MO"K[?
CU6^@]W-\6:9%Y^Z)7PP-**XA#03=^?*W]'%$XW:TW_LF98,YIEVU MAS=S"3W Y <9X?0IR^*4/_7^>R7"/?$ MLN6DNRGOA(B99.CI091V&4JBB<',>1U(
1_X&E+27'C%"'XCZU5W<[9LQVV; M<;6]'M!3H%BJ->HQG_L7\HRI_$W/!4N!@T [PHH@'7!'E!D-B$"0,M6 MY_/;PX;)P46YH<%2-V,.N) GXJ?
Z5H2B28W\P.UP),R\:,+6&R>W";!.L"TX ME6AYE ;P@+'7HW 2)L-V21IX]0W1U"I)M-%(BADAZ5SN_C!D](IXXTE<%K@V MH"8#; Q[_K0B;M52*^$^U^KT/T_V9[XZ(?G^RL#
MXSGKW\/9;E#364"F ,1L^;]32PIFII3/WVI6X'1C)H%3@-^+V@E\>/6K -I# M40PT%4K:74LUB90;Z6[,>F]7E0%\U$UP=A/).*T<%K>#V2C+@+>O3>8PL^DN M;-
F'KORYNW&'7505&/]$8X5+^$+BH7DLU4'*RPBI:TUMR.N_THB83[.;TZYS M4#Z8N]Z1J8_"7G)'#_%]=W<^!J@F#A+BIL?,3]\++7;-,WB<$. 08QPNWW% MKL+@2?
9LOMFY[4S_AZZP]Q7E:%;Y#,NZ'[VE3*@%#/"4XR3<6J:RSKVZ+R MX$?\V;7]&9[%]6)O[[R!G;[0RBG%^ =#J5.)W2P>*!,M\K#3O:KCH3WC[/3A M!B_3]4M>%\
(\GYI7*!_9U0I_83"*@>IO)+]] UU%U!\P]:![OM-2%>5?D_ MYZ8]%"ZHFI>"=JE'46/03YU]E4I_FF./!*C4'.(\P8:Z 7]6],/P_;DE&!\ M,LG2'=M-+V?
6!)9:,O)IL;MIXUYU"2Q87=Y,^_35LH/4$B<_GZC5GPZ@6"%K M-(KMRN$[3Q!6E-N'?6?;$RM 6RDUQBA9[$>9#N()9N?"%Q?.AZX[>$U;7H< M?G3\7B=1HJ=4V,-79 E$.H,#+
<"Q4UL*<'W,NA.L8LOP,(94'0D!3^5UKH4R! M 8;+!3HDR?P %;(35NH)&+$<-P3?,ET2C_SH267GF,?QR4FNX/5:VV\[#G%WT^"*<@YSFMD;)++,6
MR&&I<4>Y1EXW^SNQ@IG=F:+(69:1 U,=T*1M5 MY7A!@;.D_4+C!B[SG7_/9/*G D_ U+ITDH CY3U5L/.P1()$FU7Q)QHI,0MQ MKH(:*AKDHAU:#C^-!!>=^@X-J,N>_?
SYBD[VV[#V,X:QG"K7Z45WA^Z$HK>D M*GW&QL$ZXG-)-2O]6M]_=U4?D] M%#$/-R2$1DE":<@.(YK(%H5!?F4#^\ZLQJA'';352-:T3MNY^SM[=%,^ 1H(
MGBCOH4@>!$[/D,B0]A9"JO_0[.A+.CZ?-FF6;N-@<=9-K=4CX*?^$T4513^1 M=Y450KLN"45:HUA_ZRUQJM@J+#/T%Z@$+(& J-D):-%L"F<=V#TGM8Z?!WI*L-Z!VT%:?-JF&
M$ 2?N'(!""]E7__*[SIQC"LY_J0ZGO:4[>]3$%)L_T_5R0?%J7=A9S_ M/FQQ @5A"*7#B%Y"-%Q"39N-P<=-Z1=N2TWKTZG&H%>DK.H;ZT_T'VL:91&% M"D + ?]"S?[_U:;=RS5
DICC@^Q0C<1V4MPT>-Q@1["R+:8*F;Y2KO]XH\)R M3[M)QYIWAW7TM>/_T TYI;\ZWS2^]Q\(A4==CO[#SMA'%+JB8C71V;!@1BG8 MA_N]5:
(1FLLF/>.!J'Z8CHO07Q/A7G_8$#^1*Q_X^2N2,8OX@:)A*)&%;T<=B&\XN_4/BRKFP96:YZ5@J_^L= M#,,0F)V=PG2I'F%\J:=AY%J-*E\OXN1-[":?_X)_FB+Y8_.8,. MZ;)LX[[[/Z9N%
7')1<$4YI,1JJ-TH4[3O\[I>:RK5(^ZM:@RH,E+[5->- MAN-(]]':XR6'PWL\Z\(.$\<_4=\D[8-)JZI(BN]X")(M_P[3H**^F4OB]Z+>6[]=V\YZ6(["9<),_]@Z;!,&>[H#?[-C!R+0]_9'09
M_:DL@$5L>AKP^>W<&7WS^2.$0U^Z/:7S_. 3;0ZTM/R#U L7CE^4+G(UZ2R, MGK\S9J1FG)CYD6<'S@=>>9W[7L9KJM A_%1V/<7I M!LF6!XK/Y4>:"0]4X@^$\W\]P[(=
(/0ZPDPYY/: SR] I%QXH#TNF+$[K<1-<,_'Y/-!AB_#_UVO=$^J(A<_*O9])6N.> M!*!V@YL;X0<_72]>W#VW0P*J)K1_W^-G&:-CESU=V=,)IHGU"5*Y6O/MX\R<'J@@P:A-
3J*AAX?,6O,H@K6]_V'G?DM%?V@++IM3>S MNWP%AEN"HSO1L@S;Q)MT3#+*L'S1U*'KH'+ZT>U/FDUYQ]/4;&8J]03BCK?7
MR#!)'>")*\SK0.+L&G#0EL@GM3AJ@^E\%T7L[^NA:;'A-.SR9G3-=_MBY(9E MJGL+HD0ND&;4@K/V:+[T<%]::=N=IF[H-7XV\ UM.\X*P72J;!@!TCB B1AM:R#4-
4W1KL=^A$7])HB?U4-7;)6TK 9O_39.$6B_8^#?Q[=6)\P+P!U,#+Y\LH4T&9>?\^IW82F MM)PEB+^DSS-_$I*#0V5GVAH#MGI_/..NVPE?/=?[9;7O?HA)S5/,S!1IPH-& M6B[D,_-
V.BX!;P($SIYA0%,C!V#=!8F)1P??MIR'?[D11[8V.;S_@8__F1VV M4,+8FIHG D0P5PE#Y*9?OT(*R,[[K%VR,I1:)*N[945O7%M8KH^;*M:K7 MKA24J49]?7YC%Z/MP;C 9Y/
!1XH&+-]<%]2 K&%B;#.2]\[3N8::VGML_8;T/8BE^9.9;O<:U6OJ;/]^>=13-BFTQK" M?N,ZO!1+?\HE\T"_K=M4^,&KS ,Q#/_@X.]R68E#%)VJ)WR^P3)W.F^.[P5" M1 JXXV@D+
@1%+(6J_O;4]?&*;:Q;#;$JXJSNO ^>O16>## MC(/TN:9S5R<^O0I,OSUL$2.Z1T%AS3-SI8,AS[Q)]^_T@G; F\037U)0%D R MS0.^9PE!"]59^#6>K/=X/MG"J\H\S$8A]]NP]H];
_142I#-P#1-7IKG[G(_V<*EDC M/^?0;;4I(WXO1\Z+/SOI6;AQCRL,R2>#EW,9\MP]K7SH$P04Z4M,,+!!4PF= MP?;"E:<#\/LY6'/[BJ;BYZKIP1HM^:[#I5E/K^/N:R[8??HI9YL_-?
[PCUI M3\4"NKA."#F%[Q&D%8TR]DG@(\ W2IL?>\4R_4TF.&TH)#*RG=VH<* M[/_(S1T^JB6ET;+S7?RD7N'V>WHA\R(G#[\S:-S["*#,,D:".UJ*5MXUM7Y%
MZ5*5=2UB7NPZEEP:I^&K<+WU9M3\,_^""AKD&Y%IP8CNV8,)@,OR6;S8)E1U MLBU4*#T2O,O5H=+F%\A6/E3R'_W[.YN67ROL(K3MUL'NO)R%00H6YM>8B6F>8,:8 F8_RQ
HNJT.$2X3(DC=49=6>1F;); MQAHY]#0+=$[9]9J4T)6+39PGA)NM>DGE- X?0&<"VMQ'8@9H26U:-UN2<_C4 M$B'YI[5YWRI)9D#TN3OG<2,UF:CK*-5[5 C38\DN6+NHF8^PI
MPVI6:'E\!BP+%%HG^PRU6=/@N[]1X*[[?:C7FY]K9N]7R-OA*II]MP#$+@/J M60;(#:HQ6\J,FI]BL)W'DN9ET']8Y@<2[$5 HYDRMR@'4(J=<>718$3WB^B[&5P@Y][=9$ M+?
\6V!*A=/%9]X/V$YZ*34?O+(4>5MS3%SC5!'[B3R/?KC(+[EM5/A'^8!H M5TFK8Y= 6NH[4D!L+ SJJ47@-2% MQ'9([Z;M]SI[A)^H>/N68(F6X:MP.F0FO_$J+CYJ8J%,S*'
M(RN"Q$1?,3;$7D2HI%_'=/JQ$#S0D (=PY4)Y8&ZQFLN6ZI:\;$N_^_9^;.^ M?"+Z[V ';\)R)#.%^*SXW]#N[J;,CO7YE>,L&^X(7 2OZA TJR< !-D$1ZK7 MU;6,;"864(6M\&
<]P2WE:ZKQ^0MP54"DASQ/S%1_*$"YGRX9^[:ZB9+:?S MZWM!'&&Z2P^,W$^3C]RF M-E?$L&3!6^OO 99KI+V++3]7XN#L:^/2I!%#.YW5JQB_'4]^)N<.KOHI.H(_
M"]WE2%=K\>,6MOR3X=$UAC< 2N@"'1;J8[=2"G4]X/2JHI\#[QWW+N<%3(P(MNBBH*:C^LX/NSY8.&;'FW.>KVF*,%_D4T.FG7Z+<@ >FS_#@PUKKE=
ML*WIZSCV@]6C@[6MI M DMEDP*D_OOO$931O)?4?2JL%]I[2A7=BZ\>7^ M6;VD8RAW1NCRRDPPK#NJQ6K!&7_HJ[F&OU&)V,,2-?=7_39^Y\Z;5:0=G58U,!=/&S#[M.%0\VL
B'6A;0OCDL\R3#W)HH;8&6@-S[X$K'U MI!6!&8(<^TRA->!/^Y9100V5@'L$ZB)HRA#]@]6#AEUSKF6X_JX$/TLGD9I? MRYZ_9?V[(77S_#ECQ'YYBS'*EY=F'.#GZ"VWZ&.Y;Y
V?;3)C[6BY*QZU 9VO$4;=:Z3^: MHK>=DV?U"^ZG7LX(ZH]9F?[B<'YQDSVAIBW0FL5ZZ:9-;@NG5S*MZ*1VS&3) M+&&9RG(,PD@WKD%0HH16(+_2^NV"O+N,_.T
8SKY#V8BZMUIE5G+5S\OO^]3 M*,T"&QEA/M3@!=E27[FRT/8B^YFU^!!SL$;YQ WZ+:YJ4^SA%U.M?4;QYMF%
M[R=QBO.R5D1*O=#R*!7RB$27[N1;]4$#:>='UT\S'Z"=SK<7=-QPQXT0"H]^ MWM?Z^6/#$L)7URI'5URXPB1^RFT.#U=PLS!B*TMFSXK"$E?#,MTY=J.-P7JG
MAU+EBT#UEO[2^ MSCG$^7K[G=U63/ @E%I(F'D#;^J-QQ_RMGY%G!6I$>6'X-RKU^Z,/GL@S$ M\!3E;^F*0N+8. _DZ]\SETJR6?]$?J^=MJ*X8 E)I=3Q0.W@)*BHA1*_#]Q6

M1H1]*T0D$-.XEHJRK;"-D;;EY+]"OG_>?Q[_S&C7I=;N@(Y)4&R+SFQ8[Q $ M5[Y,FJ5,%G+WIC*P_-P@+/\ED0AYA\;-%'+.&'==1N9T24\99F#5]H%ZI@2)
MHNP*]1LS)H;;")K>7@#>S55NI8>FHHROOT$HQ5=ZP!?$"8E4RCTV. M_+(5/+<_X_A5M K[*.!/3R12Z$EL32#R)1)NQ[(B5M3&&?V+,FYU< MPJ_YU>9D! BLIS)?VO% @7#
Z.$,;#F>OCX&!RYP-=W8YD#P]>(G?=_)2TI> M*]F+86W^]%\[7#/^YJ5AEMOCI_1F-"V@M()K>2RU/)LSD/S]"%WKX.U;>L75, M3K%1U^B+B7]+QEK'R*F/,3*[\
[_D!)WTL:_]].EDS6"P%M.8D]4 $5NT$!OD M)TQX M/=I@;'\CC?0#?"JC2N#N_9*'8]\RENA_*#'D'7]YP<@E_JQ]\FH="; MV,3U\@0)K80\/CE[-WS5B*[[('4+9#SP:))T*D!@PY>)!'KI:
[W8=WIL&;T. M2,-T:W$'XPRE%RXI3Q//I'DDE;QG':@-B/"1ZGF2F/SJAHTZO*)^K]2A_<0FY>*SM!NV^Q>%!C!\!T$S/7(:RSJ#4 MART.)FT>2*%GRHDC\Z-
G5E4\OOJGI^Z>6"W;L3N^C@1OV;6Y2;MGS6Y8NUF M1:BGC^Y"Z-:$?C7^9NY.=[V!>AV8N;#!=.<^@_H^I6"D(=1NNC_3^.&\79M:*:93
M#\'TDKK*RO27SZ^;R*]-.ZSR!L'=@=K['GA.4 Y![P7.PQ2+=\'DH8FZ%U^_ MD;ZV\U?OW'WIGSVKSR)>B#?]AS*>_]7^J_VO-3!OXO\ 4$L#!!0 (&R! M3%IJX,J5/T\! $MS#0 4
<')O+3(P,C0Q,C,Q7VQA8BYX;6SRNS^H0:>XP7]8_UOR[^$"4_ M>8[C_]8_:?N\1]'SW_WFZ?=)$E^:WZ[?;3*3CTHAG5_^[^_?_I*'_@CAEE> MU3BGDD"5_:5J?
OBIH+AN4+_(%SC[A/P7[!^#\D?0]:#O_OE'Q?[T[_\-@!:. MLECS+SP%\L]O7SZ>)9G\)I_X+>?W9D5[&N-R_H3)GPMN&]&JU^>^+_] MJG]:_]E#R=/3PZ[+5_/T?LMPGL6^*W/N;5
G.-N)]M M\3B&Z6=K[-X)"\'G9WA 9C++[0?U/F=+?;M;4I-9GY]C6Y]%4>/U I_%CLR MY;7\P2?QMXZ,'&C$F#9T.M,]8)7_J'G.>&LM]X8&&?NW/XF_K9[*8O465P^W M^$4N?
=6'HOS*Q9HI+?IUSF[$ZE=^X6O)ZP3 M-V)BC0KB>%5O/_,5S^&WKSU'#5EMFG_2D+\^H\#2!6=K!E!."<@4*R LJ6E__YVTX0.X"N7P.F];\20JQSR1IO8FFD]H@O
MC%A!]^BMI4-5E(>R%]1$]M9FB1>%2?*0Z[4NU7_7&>FWH^F]+GN.<4DOH-L] M\1LMQ-!/-=S[)-.R>#06K2Z,OX@6:,':GT!1,EZ*'<,),;=?\::"]Q@_K;X^
MX)*_$1XJ>UL\/O&\:KZ6ZU*0NN>2]IN7W2,=.]??<[&:%"^< M?]V0BI;9DWS[B^!K11-&(Y^F$,5BQX!82F$21SZDF#DL(CB)TT#%VL[-Z,PF MNN$)RBT T/&P8!S0%[\+F.>]"P?
P4Z 4 O 1B* *0,:H9K]BD?7P]^IHG4 M6T3:N7FC.(=O+,^ALBE="N"=SU@)A!MT4UR1!N*.A]^D9?Z-K^NJ_TECJQL[M/3N;BQCWI<#N5X3%Z)DM(]?
LOS95W:Q5=\47+L'+UEQLPY1[LV =_] +\O_96BCGQM;1*S,+BHBO$ MG" ?K@ZSTC);&;IMRBTNZY<[L4I5TA 5>?4NJ^BZJ#8EO^,_ZC<"L;^O/$20 M@]P8NF&S<7 3&'/?
AR3!:9+Z#"'/U]DS:-">>1O0<0(:5L"0%[!C!OPAV0$- M/^>U?#+*:K9W)NST3*I%V+2-HP$ EFR>#N5%39D!)(<6RF0(PY.-6HSQA3^) M3^M!.,/"XMV7^/$+?
\19+@W=IGXHRNR?G.V>N7XL-GGMKAS'P[$?<.@D#H4(MAPG$7A)!PKTH\DF8I%SH'@Z*TN<3H =5="Q=@6VS($==U>@Y4KSN,%\'A0/ M%!9!U^#(P!ZP^F<
DS&QMM"AP@RBA#-(MF"\@XQML M&1^^HG]H:W=2U0SKJTV5GJU]GZ9<[EKX(<('DZ8T*_9-\2PH6K+.=GE;U&#/ M
NNA#9^'B)Y99SQ;O2V>>;D]/",LQ8[OA="/'2Q,DZ32C"Y0%4C9:)QE_H3"5YS^^;YX_DV\T^JZ M^,M.Q8]'6D0]SPK0J];Y!\R\G4^\JCC?GE]]XL*/^I1A(G2U?NGOS]]M^'4J
MOMC_Y+C\(%:*51QS%KJ8P(1S#E%*Q>;.1RD,';XXT=1H'?29,3%S.IV]\!+ MCB5!/5?##%$UEV)VG/04N&7G:G#BWG!T!;8\7B+V;S@3V[0&32#Y I(Q M>T[")%PL.0-
F/"RZZ$^"Z7!QGS:8F;629^_R_^__L\5I2^,*%'+*-914^12E9?P 1A\1\W1:''_#ATA9G;AG!>5-]EV=>RCV?"72]$NEVU]W #+N4) M32\ :!^186\'/]Q_HY4,]**!7WKA?
FTVBJU\H!>PW9NT(EZ!)H!6ST O_!&I M6?:?]]/0].E^@J_"WKKR.K-B:4%:F/E%5[+7F9C#)?"5N#!;._^#RU0USJYE
M(.P]_[QY)+R\23]ECUEWHY0+)_DA>Q),_U7LR,5&?/##;WE6WVQJF>PEN7N# MJXR*!]]EZXV,U*9QY+H4>9 Y)("(^@'$?,AQ@@1EB0^\[#.AF!.9F?>-_2L M@XYWT#(/BK2-
<*S @+4KT##76,../;W%;-9955NZ?I:YTENH1J:IXQP,N&PF MJ&-^[^>2?=,)U5Z.ED#:TN(S*ZN++C5+@'ZXL"Q"4V\9D3D5O^/R[[QN;N8D MC>IO>+UI VBK:O/8!,-6=YBL!]$R*
P8\CB"2"P$$'DL@@E)$LBB 5IZF ? M4]6L,7WR,YOZEB'0<-18@@IL>0(#IL ?#5M .S[)$/1QNST_E'J6^&=%43W[M;%XTS1+1!+W-&I> [0*]Q-(FRQE4V7V>I1G%>0WP -Z-
#*!EFU)NJ^1S+_*< MKBZ <&"S1[F[DC],<58"X<%NFN%.3-WWAXP^ !F^\<1+62U!)EUUF3E81M)7 M8AQ<@V&"XG,V9L-Z=,@87[C.G SGN;88*OW9N-<826 MN-NF,L&
<#D9[)6'RY?5B[C*7,\!Z*4^!!Q%\$X#K$,+L(\ MB7$2!I[.RC>=I9F54'PDB=XZ: %EM15S6>STE'W'&]AC#O3<@1U[^Y][#!%(
M]H"RM%!;8&C1)=T>@(>+O\61S6SB.T[JCWE5E\TQWA?.>'M0TMX 7__(JA5E MS/<"S&'$O%AX^VD$8^83Z%#JHS ,Q4^5_=UDC/;-,D V'$@ T!Z'K:A'7](M/C1W
I8JEDVNPCI62X+X&@;*'5Y+1D@!8*+&AAU X-B,:;>@:"4[;Z7.2? M>5']SN45GXJ*'[TTLR8+6O#S^YM*34^/11I7QTG2Z&E=+PCXHZ5D0;G.>6!,B MLN,$M*Q<@?[W8B5HV
%_='\:G]^K8ZZV=,Z"I)XNSPJB]MJJ#8BE)5:=[J(K MK38*"\OQ M*4OY.[ZM#GN3WO'R\;WLQ5!)-^9]OGELP@N*?)4BYGF^$\"48['%X1Z'<>IP
MF(8X)8QYB"&E2@36.9O91/1\7H&&TS89;,OL%6C9!9+?*R"9O (#OL$?.Y[! M@&E-TV)O&M5,T:M,CI[I6GI>M$V>=0PMF4A[?"UJ4JW#>6B"[1.8XP:FBR'"
M7A2$480@QC&6#6Z$[Q51%\8ABN* 1(AAK98+*D1_AEL8HT@L)41MW,3,':%E M!2++MS&S1&XID?R);F3&([JTWC4S&N]Q*2L-RD3=)G&S/7+:A3A'+ I)$DN?
MS0\@Y]D_&Z?C;9%78G#6 MYK?D[%9\/WT>UDWZ(."$(I=2)(@C2&R$\3B$G ($8> M09@ZE#&D8R5L,SBS61FR>P7V&&YV%T.6Y:G)EFFPX]I.C7?K,ZMFT5YSOO1,
MX*M,E;;!G M/2Q;6.GN+FN2YP#VTX;/1,8J_^;)9<]L>*HY^[#& M]QK!.&=&6" R1U(&DC1T]_JI=5QH!>VTG/A851O.WC5IZ%WG]*9JSJZ.4O-8TY3M,Z^% MA2C*E&>U,_?
5RF,>0S'!$*<.@4A0@<3E$8QCC[C,]5D2:-VA3>9H9@O0)MZW M#(*6P^[,XJHK-K17>:U]O.NI*-MJR55\QZQ!8XI)LZ7F0"TZ!WHF:"'XS=I7 MV(#,9A>+2?
PLW\S"!GPG>UI8&=C,P'[62D+-O"="U7M]C.XV)'*P=AE-K,AE'2;JK(\,&.I)JP>QR'3LV260-$STI- MP4+;]"C):,FLC--:U&0HB7UH#M1>,@Y2H)RSZH-@M;$G-VUMEO<_>$FSBK-
5 MY+J!0^(4.@0AH>["5TIP[,TP+3TP2'NNUA+]+4^<:->KWVE.3*6C6K;=&R MH!T:< $\Y2M_>X!H7^4WI('\5CO/HZ,.MN2M7LRK26KOPOT"O:4OTM7$/W%!
MKOBB_LE&XT'_;Q!TV#*LKLN:G2]E>R$ZHOZ)6)5NH+(IB!] M,ZH8.8R&8013#\5BY^EQ6>8JA3X*.7>]@.* J=:'U:0]L[%0*2?7,04$5]J- MO4S0'CRI*2:Z-J#D,X$*8NTX4"_N<,
01%QY=3#T".?$X87&,0E>K M(*$2U;GO3UH>P)8)>TG7:J J7H'8ADKSFL,*2OJW&#I2V[JI4**Y[&V$#@Q' M-PY:+YON U->EIS)\HI-CK;X2YMU]1:7Y4M:E$W9[U4<1LQQ4A^Z
4\@0LW] M@D\A18F'8Q8[G&KN!I7HSFQ"9&G/+M5O2%9FQK3L-<4_&P9U-X5JL*IN#:V# MI;M!/(2CN@)GP+-X%:HIM[6=HAK5A?>+6E <[QKU7C+E M,Z_NQ*!-C:\X]>.
^RED:>0+6Y)&,$F# /) >"G$#=* :=U5JI&=VQMY_Q9\ MI0^<;61U =>#3G(U;(6Q9:UOGM8H$EW4Y.@!<6AQ--\VO"@57]%G_,B[E#7JL)!X;@Q=E(A=3NICF,2<08>Y
M'HVBE'A4JW7$_O S&Q!)#$AJADE]!U@H7G(:2ZAYHZDNG/[UY4D9;-U5[@^^ M[,7D2<&.;B%//Z6G4$V]E/)E]>WKBOD8N0XC0G^X^$](?)@X00*9SUSB8#\F
MKE+.RV[(F17GV^>/=^_?@:]WUW?OOZKIS$#<<3TQ$T)/-]3X5U:+8Y9'+D>[MAUM-Z/ZQ4X+!4(M\^,>L]Q_[B=]8;*3:-==K0_D&S?>NV7]MJEKNP5=AG#H)
M2P,8N5X$D2\+_"38DQT]TC ,(DJ89L"-(2>SA^$T+,CN7;QI7"NC<9Z*6E"6 MR4*T>'P4#EF38JH9EV.*O-I"M@":>EJMV4FV8_4*['B;N?6H.CAS=A55X.+U
M&X:J0Z74"U1C.,,\V/J!E^T^_[,0NZO9ET0$1:$O(P4="A$C#.*00.W(:F:3GL1'S=!,EEK/C&@+K)^3.2:0K<3*DS26 MS8X<$_,HQ7'T8=->B+@2>^#^.CIQT]@+8]DO(!9N-
DU]&/.$"3<[B6C@,NV* M@7O#SQX>(8EI7]N?@4)-\$L%:J[^]P1?NXG=*L.,&?2>? M,DR'R?*LYI^$HWI<9K@LJFH5AC1Q&0N@SU+AL7,)5@GR
M2P1G5KF6/&SHGRR:+7G03(NY!*&:8MH$1D]5IV&BGQZC**BM#)E+Y)9-DE$4 M_BA/1O4]PRK@8E_*NAWK5TYEC\^,5\,S8=]C<=3<5(=4+K8.3"A"D/ 0I1CC
M6"S#6H6_+Q"M**FM$MZ7R"U; MM5M1^*-"W:KOS1K((B^@Q-@/*X>X$?&B$/((^Q"YH=@-)\2!/O%B#SN,.VB. M@):>_LQF0BM@H\ES;
[B:)^%GAN%*4Q#YD#D."$D01!!ZG'J("?P M$D=KMS)":^Y[[+WDU0%M((F;Y_(>(J9F32SAH&163YS8U<6 MG_7\P!,.B)/ F#$7I][O^$&
(XRC2TO@IS,QL$G8$S>/=)F&MN(%9"$$]8Z() MGOYFQH+4MC8Z4UA9=A-D ;2C#9*-,>I['PE5=U'BM9K;426L9 MJ2T#RGHF:WI1P0GX92,X %G^*WCJF
+D!13;W#N\Y4C/@FF K&:OYH%.SSI) MU"03X': U2_?>@1W&8O7EU'3-EWZ %@R5!J$%S5+^H <&B&#$>8V.=M[0A+1 MQ(^B& 8T0K))(.)3P@,492(/1(/0C?
0B\'29V+V*N;$W;F+W,9<KV'GA MFMWPS'*G:X[)XK;H=>Z&S0$RMTT3[YAE%O<[3DMY7_TQ_R)#N&Y20:PY(VJR M&-:XYFP_L_O=AM\5OQ.W//JZQ]3_LL"KE^18=@+,JG0L-
!%:E3OLX392S,,"D<7J>]@# M9%CRP^*H^BM5U]NXZ;$@3PR*DF?W^2I*.$\9QS!P7 Z1+Y/A4.A"W_<8B5,O MQ9[RZG.:Q,PK2D>T;5#2]$]'5]U&G8'FLL&?
+K">$9]/5G4;.UUF,[NI+[N6 M"1P7:\2LG7EQ,5,USOC0_%QXTE) Q:ZB45%5>_>C/>%/8B+6*^PD7HR$S<$L M%6ZOQWQ(PMB'-'"CU"=>X(9:6;BFC+Q&B,6@0I?@[3!$8/>%-
PQ.C+90G0^U MO?T2*.LZMK,!/#T40Q.=N6(R5-EXW>_,3; N1FGHCF=F -_/JV+%\Z_\O(Y MH[Q)UWHCG#CVMGA\XGFUK6Y NW977S@M[O/LGYRUK2'>%E5=?=H6;Y.];2*?
M.#",(@I1&!!(" NA%Q&$PR!QJ5YU LO\S6PN>VY!QVZ;!0F)9!@,.;X".YYE MMN2.Z[ZC;\.W6H7I1296S<"^XG3IV=UV8AK6ME4E!_VYKL#['Y)?\5MI:-_B MIZS&:\FFF+E'>8-IN?
CWS #:ZLYJF;MEN[G. ^U1]]>9R)B7U_^=UP\%VY5T M5.P:>.;UF4WH7K']EK1ZB\!S$H\;+TO"ZAF@$W);GBC(-:DC@*'8R[>4^", M4*>Z"IQ[5%^I[DK.Y'!M$UL(\@($_>PY
M8QO5'=I9V2_KUE2Q]11+06*A:)('2SHV)IZ1@IT<<#'M&A-GJ%JCSQF6>3Z] M5NXF\LW+[I'.:VLTO.M)\S=>R3(4.9/.F^Q3=U?('W6M:B2#!Z4J^B8VMZ58
MJ5>!3Q&+*84^#1+9"#V) XI#$*4D"#E3H!CK?K1KRK.S(;EW,YFK\NMT+KA M%,D?7X&!N%?@J.#,MI]6([-F >S7_=S4=E3_ M.A^1^0;L\O?SYI6_'_W2X#_%M-FJ.?
ZZPBQ;S/RGF+BC*ND_!U=ZRSKCV>I] M7F?UR]NFHEK3/NZH(-3*(=Q!*$R@$_H8(L822")&8.JGQ$T1CADO)*I::KGR(JCS/>U=L1!OXOL MR3?.19-
DQV9J_:@AMM&N4F7\Q3:9&L(.]YPZK^G'&+UO:H%FS_QC3HM'?H=_ M?,$UE\>S.V#Z]2SD*,6 2C0 8$)(D+X\#!D"4! M"WTBEC7U.-@IC,R]OO6L@99<[S-I2L9- MS9)
:ZZ8_T(8JT=>+86U67S6O)AKQ7+9 &HDXFO2\(O%A=D 81@]9F4\LU/- M;Q6_2=]7=?8H*%8KCXNEP'=2B&,G$=N=B,'$$^M&B 2+H9\F,75U3AGWAY_9 M_']K.]?
SGIS>@=L!$FH'8.;RZ5G=3K0MI65:R)V6SM*YS<'@BYZCG!;L\%SC MS%,+7Q_(GN,RID,6S_@=EW_G=7/L<2,4LA1^YCO!V\IQO#0.: 3=*'8A\K'P M[[@70Q9Y7/POH2S2*J4U)
[,__]%_+T1;/*85HSV"O0*I)$"*LM")OLH7,/-Y MO>5Y7?PT?OJ4+G?(KH'U:Q^AJ[#ZKW% K@&ZM>-O'9H& 5;LO^X*R='U8ZT< M535X9^Y0JFVK!7D;=A!^V@0Q:D16#46]?
(9G*J6>U3HOX"7Y](*H3@AC%CDU M'&BY<*D3[._%2)WZO;XR#(Z0Y;;JF9V!%93VL& M-$%/=#[EN2RAD2J-#+N88ET6;:AF"D\;5MP4_P@%CYYJ9/5;3-M66M8$/I=
M_/=Q\]C.9_O[FK-5XL1^$O,4NIP%$'F<0$(Y@RCP"'%#DCJI5J"3-@H^JAQ@,9.,WW]_7;A_S^-J_RO^'UQ_SKYO&QM855G=^1]8>BO'Y:D_5_
MEK]SV4E,V;/6'7AN]_O^ON3W\@KA[8/>FNRL;!S7'C-:6;QTU; M,.,-SWF:B0UT4BK)O*3T!*A@]7[28"5\.CUYX' M!;=_SBG0W!N\!OK@CU8L6]D;IG":[4ZTJ2VWA3$%8F^?
8SR(:=C;UT>\7K_9 M5%G.JVH5.PC[KD^A2S&!*$I=2!(40QZX"?6!!3SV+H26@0EG92C@EQ:/OC+1QX=E*8XTBSTX_I>PUOBZ]\W42N M_LYQM2FYQKG"J7<7.%' N?
B8.L*@HZQ]NG!2[LL+\521]33'5%JMQ7!,)*/U M[N2 BRUI8^(,5ZW1Y_1CW#YEI"AEZ$/GT\78]3P_=&&"W1@B[J8P<0,?IA0G MV"-)F!*E
OTGQIY9Q3Y]?'/SI0W1N>AU781A7*,F"J>G3%;E4@_/FB"?6<25 MCIQ:\5-G)!D)B3I\8[$HIS.L#@.7SCUB>%;8WHU577A356UDS%-3<6"5N"Q*
MW#"$4>P16;HEA7%"$^BZQ*4AI<(:.:N\V5.Q.XW#P?,DE3ZRI/W(C@BKGV)U M#,@-GV0!]#RT-58T3_U& %0\WYN(A]E)GB$&^B=VEZ6S=38W0FG94[C+(A^= MMRF\8E":
)/-&I>?LJIN3B.T*WZ<'6#FI;RC"R3A*]USK/-27W:3K0BLIXE# M6;LZ!'8C"Y7D,JM+<';4Y8H37!)LKT+!Q8?-%E%Y?+BMXO-=:F[5E,"M>/G, MJW>
<;6B3=+D*>2"1(%841.$.*2)PZA',.:1R8JJ2G^9Y?7K^[?@ M*WT05&6"M>M!)[D"6Q;!CLMA3=)DB"EH0O%EBJ!R/$\ M2 C"T'<\A\8!)3Y6/EF9"VT37VTMX18[DS(1?30B6*)R?
O3*A);&&^U+SZ M96=!T]^?FFHS4^5A>YB]=LK,I]>I+VP/0&OI+\4)H=P+'%^I1(95KF8VM\-J M @>%!/;X[.N-7YTM&=^9K2LL-9WW7M8Q77:>DE1,ZD4?B1-A;APM[BR*(
M7<^!/$S\E%(/D4#QQ.#K*VW:"VHW)S\.D9M^LB*YGLWJ9!S2O0$?5 MGIVY*)@EVW&>SJ+VX**XASI^^05#OB%G.1X36@;87)JBTMR3N6VW($=,=T4[^F8UL>(+4O
M.!H3*W.G:'B6GA%-(S6_F_W\>^9E,V.6L_*OO]D%3=;-M *3\O: M2YLP'ME6JX/K7Z!]RTO>MG42YH)758U_D#8-J&MB7 O_K*!_IP.7;15[J<\< MZD(OE)4>4R>!F# $XR2.
@>%F+I*!;Q,&9C9NNY8 BU/0# %.JZVS9WK C2, M@2%GZM<61L!?OO"9&TX]T_CS(JE^$30WHF870G,@JW43- 66D1LAHV$7NQF: M(O3PAFC2./I&_NN&5+3,FD+X75.V:I?
HW 7*)XF;<"^-8(J$,XUHS"#V<0PI M2TD4!@X)0Z9JU%4(SGW+,V"A;T99#=+XU>V+$GJ7+;-M3#3O7"[89!IH82+ MNIVUC8^9737^;+2,IXZL(\92:9C%C*..4$-CJ/6>X>W-
XQ/.2CG<3?DNJYZ* M"J]OTD]%?O])^-VL;3?<%CG=!4\[&'$WY S&+$T@0BB ":11AU"D M=5ECP,3<=S-;E@2IK@CY:JINTYB8Z:;9DJLY[M MT!97VQB,R6-)V4^26%29QX0\5-
;19PW#\[JLAIOTFC956*O/1P8Z*ZV*;6*NIJ=F !++4O2:?"J!\J-PT$6_%QAEPL&Q0W M#:JC2+B)PYD9LK\6!?N>K=$;APX4.Q^$X@3)X!>2#WI/5).2(? ^YS-+7]/8BGIU58&
M$WGT3/U%,;0-^2'/EBSS=MA%3>VA,(>V\^CWAG$K?3KCAZ)\5VQ(G6[6O3'> MF=U5&. H"@B'*C"#L.CY!+$#7(?5:CKO0-3LY\WKH>.\)7
MNWS=)J^KV\A*E1KY6FBK*::%D&;YJ-- TH_!$1+;ELQ'FI$EPWBT +B*$I# M[VTSLW)3/_!21GN4_$%67NT[MDZHN M,:U7;N@FH2-,CA/$!**8R%BX5*S7XJ\>=QTB?
JSCG4UG:6:_KF&PN=W> 7R=^O5^!S"[#,(_BC M9\CB'M,>.I;LF@6&%K5Y]@ \M(<61]:SE559KYJFW5_X4U>Q_;8L[DO\>+VI M'XI2AE2T,7'N*G2#F*:
<0F$1J32!+DPBYHO]:H09\AP_0DK&4(/FW#$-,N0/ M[-@ '1_"E=ARHM?82 ?/<9LV$TIZ1LL*0,J&RD#D,4LDAAM8(?&OG072H;2(
MB3$0O;>@/""2CW$I2^UKC>B&E]J8N_7E_?XFT?K6J5!C3U(NQ! M)Y:'/=AA,*%."AU.7$88(CQ1+EMBSL;,IF27#=ARUH0/E@>)@%ON9""AY \,
MHKZT_%^,V9SF$]IZGL^B.\J*XAQO%RR^8*>D[+K:>-.O2D7SA MHP6$P)AX 41I*C9ZU MAZOLIYC%R?9+J*.]P\)GU=4A*3TWW$%#33%.Y])11
M221M13O%NR7=VAMZ474Z)=2A!IU\QDQI/O&JXOSFB9=8%B#[),]C^J3NE[X@ M][L-_\Q_U'??^?J9_U[D]4.U0F+/PT(:PX@C!A%/,<0HI3!)21(1QE"*N(Z"
MF3(RLS**+R/04T)C1-44=@F<])2[Y4@NJ!U/H&'J:ENAX>5*>MB$BW4X8U?@ M/SDNP4UNL>/]5$PL&0UC-A8U,%/!.C1&D\^(6"_RREGC(+TM@*D1R@M&R=]6>2C
M<&F%5TQ259^>ULVN#:_?X+6\<__ZP'G],4^+\K'Q@K[T*;*-^:D.6EX@YH=1 MY(O- "*^V SX 22A\%HB#[,T3GV'N$JI#C:8F?LZ:, >Z/@##8-@P"'XLDL& M;YG4:;IA?
X(N'^DN";OF0<._).(Z.;C+(6]VVGL,9!,\-7%B+/5=LP7?:,KO M1!(+I@/; 6,_5=C2F(:!G[*B[)UX]_I'5JU23GT2)!&,:8B%YQG[,':Q!ZDK MEAY"W1
'6J'P>Z//O'2T99OE,?"')*>98;,/A)I/:2R>GHE6ETP_F/*4!+9B M)O?&7C8T\I181Q&0)Q^:EDSRH2AY=I^WQ03IRUV)\VK=*/%?<99+QW_%D\ 7 MZI7 D+ORY
FGPJ^+*:0.]Y+4B5T::Q6G5R<]LP+VC%R! 6UPK7L#; "IFK;. M Y2>*N\PZK@ /1M[H$E&NGVB_;P(=?DM9TXH$'Z5W IU0,YE7VB,H!\<^';S MN)&#/?/V KF-0KQ)KUG1W#[M-
PO4!-3'C,H4!2CP@K MDRJ=;9L0G]G&[-@!+3]7H.5(GJ3T/%T-C(YZS* VS.-69V[P- ^B='&S>+$\ M!8D)P87:)!>+,C0%8QAN:#R&F7_SNS!C-9=YN'T3IJ%PLYCHN:'3))43^VUA-
1V*,X*8LEO.!Y_M4??@K'B'7L#Y!\V4[;8LGGA9O]R*N:RO<_;^'YOL2:KR9UZO6.(G@8M\&,9Q M A$C"<2!1Z&'0[&+X,3GG.G5_Q\CI_-I&K4 Z(DWE1YX3[G)=-+LX3X&FMA;
MA1RS$$:.@Z1'),_2(P;]* IB/W0\SKC.C9HMR RNU'K28@&7Q!OW'[Z CC(8D :2MIHI MN@#3N#VW)[R>L3:36]D4J(EUPC>L./WS??'\FQB@=0O%7W;>X(5A%U%O-=%Z
MW55\VC#,>]>G:\5B3'#$(AA'0B411[*O9N1 [@AOSO&2N&GNK+Z7&XP]\]:M M[7ANW.QN"(+:QLQ0-
#T%^Z0@CWY(]#'GMJ*/VMXE^+M/Z.2_Z./_.UV)FQKQOR7V)YO2NN'XNRSO[9^H0.QL1)20I] MV30=X2"$"64!#%+",*9IC-33P[6IS[WN=?P P1#H.0);EJY QQ2X*\"0+77O
M7!_ORSN?65'47$!_0@#5MS2S FFVC;$.J-:^Q1B0D;V*_IB+[4^,Q1WN2*(4YI!#&EGIMZ 4-$*SCO))6Y M[^]W-($D:GCU=AH@-:=HLMAZYE-?
8H/DCA&)K*5UG**Q<$+'B)C'J1QC#QOG M;#W**@T%_?LM+F]*6:^!L[_A]8;WS2M7-(F9Y_HA=!-,97MN#$GB4A@'CHM\ M' =N$N@IZ46:LZMLVX&WJ;X P1,NP;,DKYW
=1$[5?VUBHBN-C=@--2O9):6 M;(/3<@ :%G;-;ZTF;ZE*;"^)ZR+%I9.Y5"$XD=2E_.K4EAC-:$W1CK>#-H># MNAW5FY?=,UUV:1N'W%3^Q6X0.8%/(/-D?;\D)1 SYL-
$_"UTHRAB6*L_ES7. M9K8Q/9\R&JVM?$*:RB=#7H?E3RI 7O8>W)9(:4+E)[;8F#J+:G;L5>9&S]H= M3\L;U6EY8S
M$UIV6(+0>A./J7R]4EL/2W">;_1ABX"9P3X5KHVIY$#V&QE$ M;Q_U[$.<43\F'N0N(Q"E/(68>P$,8D:XYZ41\Y2N@B9S,K-!/IV=T"6A-H, M>;/61]%\8M1L[B)PZ]G8^9'6-
JN34;)D1LWY6-1L3H;KT$Q.']#,+'[AS\7Z M. [\I@)(APQB)P$PP3'!"8N"J*(^YSIM4D:I3:S>=O2!D=- M"8W.H\:14[--UO#0LS\3H- V+$HB6C(>X[06-1!*8A\: ;67]!2=4[:Z*YEP ML]
[_>,K*QH:\$[MA%;4]]^[<,8U;8D!24U/+LW*.:Z(-$?643]AR)E5OX/@" M58F5M>^26"/!*>+53M,\;9 MFY=O8H/R,?^8/_-*%A"[EL%KS17^MG-*F+#(93&",?4I1!ZC,"&R7W$H?
HC" MQ/5<7R]E0Y\)G6_8*)%C2QO@+7'-)C4&T*HMK?/"I:?RLNJ79 ;TW,@SDU\D M0R#+?P4[&'=,S=**QAP32PNT 0.+KMKF !TNY1-&,FR[=;J:8;NAJ%<>2GT7 MD1AR@E*(A;
F"PXT&R5-0Z>FL6Q!XF> M=9F"AGXW*R4A;76J&B>V;!^U/GU8ZWL MU)]\>V:M;4-A!U3!%UYORERKT].([J._F2Q-5U]0XGUW/Q1H-'?BG(#?ZP>ERN(*:1QIT;IPQEVC-
KVVH0ZRFM,[$W1Z=L > M:@8-/;3EM];O0YWRPNU M"$Y[A:B/X1^THP8_3^R^D%Z#F+DKN+J72&V[HU' M\977=5NE]2;](G;M94;%[YN@LF]Y5E>K($Q^I4;*?C%#F0IC2@
MOI?*@@.KKBO]N"&RP(V2=B6M=@UY4G=FA6Y]WS$X3+26+:JKIF=IM>52Q@^5 M6SZ[4-*-Y%0]263J!(V;L*5 -]LZ"+0'G U+/LO3Q+9#[-<]M'<,=FW3OBV+
MMGJ"SH*HFZ7KW#UP0.6!;;&ITW7Q7<)>DPO(YM2OE:+;AX:FJ_=E.'I EW$>R@J926"Q' MR!(4PXPA6T.:^<^[T@E[91.:%N?;'^7W'VO^6*UPF,0)R^L7#"DX0X,V ,-?
WJ=QXW@5W.MYP)5SZF0 7!+,5V'^.S+)Q^A>$/0J[O_2\Y3*E?RUE4?XD"IR8$0I3 M%CD013*-B?(08A((=<:!V-83'>4=)S>S"E\H-MFP8*GN9HN>FC[;PT1/JR?! M8:_ZYIZ4<]??;
(G]'!4X]P17KL&Y_Y;IT3RI/^9BQ]+LI'?K3X(010'W(0U2 M66$W)9 0'D&7XL1/(A\'KE97DS-T9C]R)[*[5D]VPD)]#B?5D_3)TNN>FAL(M;G! /BJ6M%?7XD'O\]*#DD#\?
Z'/"#NVTY$49BFW$]@BKCPM%V2P"1U'1BY MV.66T9$3^OWP!B0!QW]61*U ME.6UEJYUF>+"25O*$!RG;JF_JG]3_5F8>=F07D 8=1^Q3P,:> F"02CL*PHH MA3&.$NAS-TFB*
I2WU6MWW@_-SKNR0(V(8#25(S ?,,(.-:/5U,S65[!@G5 M+UBG26IV9[HOL9T+R_-RC-Q!GGAIL6O%\PP/;PI'GC+S&/Z#9_.Z$,7(@R0B'G03 M2GA(O"0*0KWL-
$T.=#Y'H]2TGA_0,01:CK95;2HPX.8*='SJ^1JZJ*OY'3,B MJ6?"+$.H[9 8 F').=&EOJBC8@C-H=-B.HS^R<3O^5/V+JOH72:V3A^*4E8 M^AM>-

ST$%,\D1H:8V5OY_?/M1R!)KXMJ4W+0< #2HMPOBO4W]0J)ER"Y?")A M"0T]BZ #!/A#\F+I/$)!6J.3B+%Q%SN#4!!N>/J@\KCAG;R,16KS:*HVM6*% M
L=S")A3*D#$0HCF(0$P9@'#G$X=Y(XUFF\<$Q"2W=-^R]4 [+_HVDY6+]H M7L*?PL;CC$0A1 X*94IM F/7=Z ;!E'" A+Z%*W:^+VO-2[K)1 Z)*=^9[^' M4)]84]=E1C:U++_6-
%3"^JFU)X#S(DRY$X0P<#F&"#,'8I<(""//C]. ,(IH M!]S[_$+DM$W8>F(_)6AJSN,T&/16@W;*UV!]>,\SLID*\+CF,"RL1UG!3R* MZCC_I*6LJS82P?4)QBA)
(/=EPUGNIC#!$841%IO&P,.41)Z.V3]-9F;3?S(K MR"!JXPQ&:@HY77(]I300>GK.TQPQ&6>(O&XFTV@,QH6GS13TKN18^-HOC>8W MCO7*\[D?>5BXLAPCL7P2%R9!$
L(212P*/)(&JNE'9TGHO2!3LHFZDCV9=4U M-D\CT*CH*&XAM6^=.345L7SHEA2PQ,$%E7!\P(>JM_(DV:J]RTO.94OL&^Y MX)9EI=@Q M!_:X SU[8,??E?
2S"1>N=L:NF@ZW0')JSZY81,J2(;+!T:*6RR*$AZ;.YM"& M;HEX[2:]9L63)-/=3V(>!8GO4(BYXT'D.L+.1;X#D4-3+Z0D%$9/Q]B=(C*S
M]9(DY05'3Q3\|:YXQ%FN&0EZ$AY%YV2BT'I&YYI2F9LED[6^RE/^II#*MRJ4V*6=%/M_XY/PKQJTB*<_KMKSQEZSZNS0CK;%> MQ=2+?)ER%;E>(L/"4H@]L23'KALY?N)ZS-
>*"QVA-;.*[U$&DC1H5F>S%7D, M,S7=MH2$GFX;@V#24/*2>/;:2IZEM'1SR4LBGV@Q>?$5TQKCWW?.V&U9Y.*O MM&V+=%.^?9"EXC_FPR>RG&9/:]ZV'V,^I5Z8>##RD5#
[),&0^#B%3DH$-1*S M&&M51)O$SR-V/+'\CR_<ZZN0,>7/$5LJ[;TK.D91:,94+.%<^.JN<5Z_Q;T_OP5<#WH M).U5S@6%_AQ>V9Q"F*6K*$1"XL:P2D@'=J^26.9F;Q/17Y_Q\O'
M_J17]CG.FI+';U[>BO7XOBA?;E*91MP_P:Y_9-4*N8D3.PF!@1A6N(=N##'V MB/B,:81Y%!*>:+F'AGS,O6/L*,N#$$E[>W/"P!^2O*;+9PJVFH%; $+-K:8Q
M>MJF:J+LEJR5*1>+&JR)4!W:K*G#F1Y85?5-^A6O>=7=A2 Z*CJB,/OA5-55N'WFN6[@RC$Y/]E<.BS&%6X'+M:H_(7K8>0$8S]B4<(8"XE6F,OKB#&[>U(]7+5]X ;
<]CN&OG2S_+VF.7F= M.5>T63_]3.IZ2:IP!J].3>O^&ZUPH)<._-++]^L5V(H(>AG;DJNME+/T M!GS=B;)E]E]'B&77EE>=J*,%['6Y,8R1D)FM;Z1S.\Q;'#3D??.R>^06O\@? M-
4V&^@S9-C7V>E,_%&7V3\Y6Q"-BI9/WK&D00N3[+DSD!6SHX22@(0^QP_42 MZJWSJ&,3C5+NOP[*V>_E@PX['9,7,'RN8[QMX71UG&&^8U\SE,/Z#"L&@+SF
MK&F>:3;3\$9QNM[8FB[]:).Y(+45HV*=OV4C6^:"]R@>9C9">HL X]GJ75?A MYD-64;QNEZ$/XF?5RDFC%'D.@CY'LJ8I\R"F/(9.$/C,<7'@(:6:IJ-49MYH M]'1!2[CW-!O2:F9T'*-
Q4VA-X$%"90'$V(NC..!>$&MU+U$G/;/B]HR 2=78,#+M@U4PXV>2Z0!L)JO M,P]L>EIO"S%MKT1?>$ONA@;A1?T(?4 .'02#$?0+$5VOU]O*K=V%1[8]AE>L M1#0VQLP60I
>U +>$5>-0]B?>5EG9,UE&?2O@DHIU'S[(3J8ADG*4A@ET@T/4PQQZ"&81DE$ M?9)$@1MHAK&/T9O]MG!+'315]W?T-2N#JN*G>J%H#17=Z\4)@)B$MJN(:2^\ M?
93:TB'N*J*?"'-7>LU,^3]D>5;S3*JL(]Y+;X+2:K!+D$2])7,@#+FMN>2DD!#/(71)?_+9C3,R%FLZ!F6&;'5L_5. 5=L038+% MDGDRXV%1HS4)ID-3-FTP_0U&&_3.;CDO_UH6FR>#
[BLC0\SMJ+24@20-&MHF M'5?&(+B\P[DO:9#,B+X#/U5%&0TVF>,C;O8-D-!N.$N0^5Q,S^CT_(^8,5- MDC#U@A@Z*'+%GH*%8D^1!- A22H\B9"ZGJ-W1[M/8/8+UI;
<7_26^0,0U-9O M<\$T]_4-G5GB64Z+8&D1/1A\T=7QM&"'R]Z9I\P4J4EAD+=V)7\0JZ182]M. MP9^*JOK,ZYOT#O]8,8K#T'4Q [(8V1V+8S0G1J1JH0U5H.
M]2M(MIDZ>SST7;!_D6S\>@4$)_+^6_"BIY9*D-(H]E,92\)9ZD"4$"(LEBO^ MZ?@N24),0JK53M4ZI/H>QFM#JF;_; .E9Q7M8*1M,76$MF1'E4@N:EUU0#BT
MN5KO+ARY]@%G95,442P,F\>FW%#5[WO?9<\9XSF3<7:KE),@C+T8IA0+FQ-' M*4P0\R'G+&)AZGI!H'7,,CO',QLL"U%M4I*N*<) EL&Y0R].$^2[4*";\@>A M9C%_JFG6,[<6
N$LS?!RL7&ZJ+]VK)PRO_\:L7.Z\%N+I=,FO'2 =9'?-%RU MU>UW[9&'?8C:@,"5V+6G(4I"& :Q+#+IIS F)(TYG[(0P<[$5IDI=)@^N=?
MK(0PL)6F;V@QD.=JO^57*]-2D=D:G\;,:]9,$[[XLF5QKA<,Z]8'_[57+QV6 M_S46,(-)L!J$"9+UC ,9<8J=$,8H2"'U_=0/',*B5"GB M]'#@F9>#;4RTI*4?
^=V(/FY*IPBD9^[49#$*Z!XR/BF&NQEH\;#M(?NG(K7W M?F_:)HC4.SW[F(MOD5?U+B\O>^:WO)25$?$]7X5N0'W$?1BEU(=(EB5,TLB#
MKD^$$E$GB8A2:VHCZG.KE(Q6VC$C4W5;=IJ=W178<@1V+.FV&]+!6LW3F0U! M31VV"9Y!VR(#$*QU,]*AO7"3(P-8CGL?F0QB9HR:T7._E;QKT5:"Y> WQ;K
MC+ZL8LX3DL04^I&'("*(0A*E' 91R#W?#V+B:-4W/TMI9B/3TX6;BH.JHZQG M1ZD 21 2B@$>0.#R!'*=!PAV<>%SKH$>) MZMPG-1UMX_AO%>#45-TZ'IJWY,?
J/QAB.8L,>$:0EN+#%>AN7!\N 8,QU'B M.B_;KGBYBRGDV/%#QEV8D%@L^REMBI^[8K^!G2#Q""6NUK*O0'-FZ[!M^;4C
M78&F9K*M$I:ZG4TL8Z)G(B1Q**F#$\#,VNI$0^S9JU*^4NL3#0C4JTW:"O%L M0B[:*(OKG'5!W+K1CN.#S!WGTT7VR'IA/>E9 B+5I+09V'.>V/(A/1<%/QG,
M<_DMO<_VJ2Q6O^,?V>/F\?I1%H1^6^2[YNGDA3\^K8L7SJM-+@9[__7V]G_C M=?K"<;E^605I$'N$Q="-TA@B%W%(9&D2/_%C1!PW"-3:ZTUA8N9UKV,+M'R! M/<;D7=:6-
=#P!B1S$$CV0,N?VO(X:1K&;[C7&?-/0B)M^&\/U"8&6L:3T^W#IMZ4 M_$0.6^,.[_Q[!WE^[#KR#D:L&,CU?4A0%, 4I6[LH2#!L5'31QO,S7W(,NB,
M>"FUMN7X9(:MM<:25N93S:=]K5G26Y=>88*,NUW:1-)R>TPKK+U*/TV;H)YK MP&F5AJ%!EP44.+MYYF6>W3_4@B&>!\-0!N$EE,/8I[)2JQ=SCAV*
M6*IE!D\0F=NZ;4F"AJ99+]*3Z"C:HHDR:YH877'U#<:(/+;LP"D2RZKWB)!' M6COVK)XR5F7=;X"[]8Z%*7)YE, P92Y$-$TAI@Z'V"$L)0DAJ5I\S='("QTK MZMVU"\L_KF.3I#
([S[.W I]E?DR+Q$L##1+_VFG/\7B+J,Q9,7H].?^ ?JF? M-OY\UP9RFU+U+DM37G+!J4'U'[U19]:<+BUDT.ITRP[8\6-2)$@3O''5FQP7A+Q,Z]7+O4Q"DD(4QQ265O%
MAR1(0^@$48PC%L::Y5#'RVK;"'B1ZMG8*&C:K-PZ$G+],HR3VL]1C M' BN47AQ^):AO=R48G1Y^]'&*,:,)(C)&8&(^QY,A.V$2F+
A^I\^4W#*LTYG7&LG5397Y7:/K]#]D$D+,/@O4VSKCQPF[2]UCPD=_+ MWH%M>O#+Z0&:5NP^2<,@C"CD ?$@3ZD")*97)BRA*M FHS\CJS,1D2 MWJNV/M[:??$94S-
&/\D\Z%DSPRG0KWPY/SBVRFC.R.FR-3GGA_RHP.<")/6# M6T\DBKTK'G&6KX3M32*/^S#T7=DBG 8P%ALPZ/F8"NM,*4VY:O3J62HS&]&3
M>9G@CY:VHA$=1VG<_%F37<]PS2^V>NRG%?'-@CL-8="*W+PHWDAHYOEW%XN] MO,C^,+CR\L.&#B6E,ERSNL4O\O;K[:8LQ5RO/(<&4=+$03H4HC@)89Q&#B3(M$?
^('V3?MBLUR_O^%/):29;^MV6 MQ1,OZY=;,?6US+7YQR9[DN9Y):1TW @AH:A^")&L]1P(IT',%&K;:]+">,?4EUP3URS[(S%CJV8B?%49UGV9F M.,V\G1E@U?*$)H
RXB.9C+J8]S1!Y*%?-648PR1]WB3W5L+)HBYB.'0@"^6! M6^3$$,=!*"8B99Q@#S-&=>[:MB//?*W6T+EJF@1K9MAO15?SH(P$TC.(*K+H M)\(?\FTKW7T[[K))[8?
B'*6N'SU@Y3"D.>-,?"_R8NS#-.)224@ $QE&1Z@; M1I'CIQZ-)QR%+'":?&8KK'&6/(:/T2'(O&>W\PH\Z?A#5W";AQ]I48+O#QE] M (P_\W71+": RA[=X!&_,(!Q4^9,,?9/X770%Y
_2!^5#P^X?SES[,=F1P? M5:L>F"QW=*S ^H7#D@E'M3(*\HNLL]M\?C$)*.($01Z%/D1I&D+"PPA2%R>I
M)_[FQDHWYGNCSFR!OLKOMZHS*CS4WX6MWI1MP6L=E=Q'8=SJ&,NF9V<,Q=(* M\ST28T*([VZLQ<)[C]@?AO8>_U)_V6X#_Z2/W)U.$\=A;I)$T''%?U!("8Q1
MPF#JQ"A$*?.%!$@:2,G3W>D/(REQ9+L\%U*/VSP,Q;AJL8:!G M(]3$!W](+BS%WE^4TBC,_ORHBT747Q1L&#Q_^6'3VL]]0[TVPB&OLWR3Y?N\,_9A76)!0\QU^?
*QYH^58([*6B[%6E"Z[XM5KS@A M2>AQ#".?O'6L.3._G^ H[<[?L; M\%G__I9 'C/6WMZT/NKJ52FY<^=1D/)G9L,A+XW-QT#76]N5$A39^[TH$OZ M]]J=<17X2A:Z\/T2Q M!U&"
(HC=U(=>D#A>Y"""8>5#%P5Z,ZMOSP%XE"R QX8'D$HFK@ 6?Y,-9)\E M(^I'&"HH7CZPL8R-GD:_%BSJASV6X3&]?'D6BUY;!3[+07T>M>XV1M[-/.&R MZ1$_N''Y'Q7
76;D8WNXS/91MG0EHP':R.F2RBB+'3AIB#0\@])YS;0U6\I+ M,9'"?_J489*MFS#^\V%):12%A)(08B=*(4IY" FB(4S"Q&,1#1WLT57.[^7! MR)U.CS8M-
I1T)FEUYH@9]1BFCBFYL0$#MJZV\4M7YG%AIA.@MNV< T_#GFUV M,31HVV:$A+7&;7K4%V[=9@3-?\:-2&._X M"'-OP 0)]7W5B*"7=U9V9-13\P%-T!.5C9B8; J_$5NL4?
FU]E27Q3/:58T, MN]B^ZK)HPYV5PM-F/L'?<)G)J/U=<&+JH@C3((4,Q0E$8N\$8XP(=,4/$Y>Y M/"!:M1./*,RL?3T]8!RH>8R)VD(\25(]'=024GL=/2N(I97R>/Q%U*SXAVN
M=N*]QZ*(A_^NY"Y45])_CZ.R[9W>/]K1BI+A]SK4"2 MDR_/O/@V-,%=]BB=0TF8UTWLA$[@R&FA+_O"D^75T]KSHEH-$AF5RLC[/3WB M8H[O]$!#GW?\0?VKA"_\F>
<;V5GPJF#"'.$H!S><(S*QO'4FPI:F=:' 2E9J1N0BI9FMR5$1?DE9,V+Z,EIJ_K@5#/2LC*'XDSL1'(DV4SN" M'9U7[4EP).ZEQ@3'+Y@I\-M=?
MEA/_)A5R=WA8B/$$DB&+@\ABA$7#8O*&? M!@AQ%%,<1#KZK$IX9O4>L %Z/D#/R-5>NS0]75<&5DWUYX!+SQ+80$K;+.B* M;4&HFP8;XNEL.?
4,O8%/5Q2,OO_!U&UK\D#WU]:T#RL(@9"&, M6,0@BAT.8THI#(B3>BB('.YJ:>T(K;G7^HXRV"-M6!%\##+%)=T.$)JKN"$& M^BOW9>EL+=8CE)9=GR^+?+0D*[QBIM*'%6O?
R5JUG*U"RE)$,(4X)L*/1X3! M!$<^C,3/$$*Q^+NC5\?Q#"6=;]BHD&-'!_"./G@2GW4E.=#3Y'-(J6FQ!>GU M-+@G"&ZE__W0.-\=47O:>T$J2YI[CLJB6GM!U$.-O?
2X80FP(K^7&;7O.*EW M7;LX1A&*: !#GSL0<29T-:4<,@=%CO"F'4ZT^A:=I#+SHBMI0GD+!"15M6Y= M&A"I*>EDP?54M)'Y3D]F_9)B8S+9*B]VDL:RI<;&Q#PJ.S;ZL.$1=]
<'_285 M[K9,).!,Z'Y:E(]8"/ &5YQ]R[.ZNI;A"EG]LM_Y?!5A+PZ3*((N]X7["@N M) %B4.R#/9;X 6-$J5J9'7;F/BSOF).)$UOVP(_2"2#H.$0]"QV?6V!L6F8 M.$6*A^^+
:]Y0G\1\S<3,=<_S+<"E:T3_VG,+'LM8 6XH[L#.Z/J1Q>\Q8]\ MS8O\FOYC(\MR%7G?"5GX,YPF% J71F;1L!#&5%:(BN(T#=TH]!%5C3 X1V3V MBX.6+-
C1U3Q)&$5HW";9DEOW!F!6D=4C#VR(;A9]< (".X$'ET0:"3XX^^IB M 0B7F!\&(5Q\UO0$LSD'W08>OO\A,]KY&Y[S-*M7/J$X2(6%(9QY$,5('F*2 M"/I1P%.:9\+I-
TY7GW$!2X8.T8 $YR O*A!V?*RS2Y3CQW60&I<#24_AA_A()L2V MIP9?#O"9H2^\ONQ&L<@:9!8+4-87?1BU;/"VH1
M-.CLK.R2V='6O>;40%3139@')UT38@21OK>@+ZPMUT&#\K)^A#XD1TZ%P1!F M!N5#4?+L/F^]&/IR5V)!EDJZ?\59+HNSM478A&>SPLR+TX@1&/-(&!3F$&%0 M9,!D0
*?)3&E!&EU3E>G/;-!D?2Z:HA7H&,+]'R! 6-7?45$P9-F@W4-H-7L MS$SPZ=D9N\CI-V;7Q\!6IW8-RLNV;M>'Y*B7N\$09N;GMNQJBWRMA7/4W#=7 M'ZMJP]D*\2CF&'O0U.
[!CE'9&;M?=J2;8KE->5$RY:R^I7 68 NWX+8$%M/6^>56/T2Q(;D M9I<@)@AH789<$FWD,N3LJXM=AEQB?G@9&,,S48.N?E/[+ZX:%8 MR^))3>GH%?>)S\7_8.Q[*42NFT+,60
)2T/JIH&#(Z7\K@D\S&RJ=B5%LO:F MH,8_Q'>[7TVD]]&_[WB3SW"%"BQ39N"RL5L 5SU;^+-#JM&5:'YHS8SM3!#K M]3::!LY8"R3#D9?KE#1-]+V&2A.',@Q?[$_>;]
(/68X%.;R^+:JL.3OK3VY] MG[E^XC*(HC@0CBBC$,NXXR3R4!3A%/NAHQ6DJ$!T9FN_9:'IP-TS 7HNC _$ ME?!4VVO:1DG/=EL 2#\P4$-B6^%_*B27#?+3
.HE_G79L5L6_J!UZN7(*2 MQ D9Y"ENN@IPF"0H@91ACS,2I<372D@8H36S>3A?E[FA;J.&=0N9FBFP!(2> M!3#%P%(-ZCWI9JTWW5+Z"6I+[XFL5D=Z_Q5#'X
W[7^N<];6T!=_[^)P9&!< M2A,2P-@+?+'\4[_9\4$6!([C4,HBKE>FYRRIN=?[EG!31GU+N@\$TUSBS\.E MN+!; 4%S.3>27W\%ORB:K77[/*%E5^N+ A^MT9??F%@]]R \TV%QE
8,02](M4XAP(B^>0P]&;DP#+V+(B[6]4]N(:IU4"'=B-.O9(&!';*0O)%GD0N1'\80 M)QZ%<4 0IL*M(6&LWZ%RZ>C?^7%2,W*+Q_DN$]^[3&#O3Q'1JQG*:S>&MQ_U
M'3]:=XOO*7]ZU_T=/DNZ#]W_IJ/\ZR_&#LK"6M/PR MO47U75G\0\U7?]&P5LGCT[IXX?PK+Y\SRIMK]R8M<1CHM\U=;&H@5]M>BOWO
M92^"ST7]G[R6QZKWN2QS=LO+K& ?BK+[45MQS_/C,.(!AHPA!I&LJ) 0'(B_MD9"%)';""&F60%E4 !V5-*JLTHL#.GG:@)0N=WO(\M4@X[B5ZNI42U$I61.D
M_\)KL!/N"K3B@;0HP4! S?(MRWX\)'0BGW@N%+OU6*Q&0003',20QY@2Q\&Q M0T*=U>CG_71,-N&#[^06OS2GR]=E*1YI#BV//I>K_U]]&FHK[L\[X9H'#LU<
MOWF%N=:O9O0JD-LJDK0L\\O67GJ5B3DJZ?0Z7$R^SVU=L>N\X;/D#X*5[>WR M=AN0^*'O."R%,M\)(H\SB%,20(9"/_!#'OI<*TY8D_Z2M[Q[;/0["@OWO$HX
M:U_YVD9OPNVO*7!3[G]UQ+=_%:Q$_;5NA76@&;D@UAK&\/"&U[(.[6U9/&>, MLS:Q@!%#!"?AE(UVA+/\5/'5, ?(B_MTQ!/"6(\VC'G60%<I\9H%. M_!'H":9 +
<#K'[YUB.XY05<7T9-_QQ(&P!;!T+JA)<]&=(&Y.B(2'^$B9=@ MUYOZH2BS^J5I6T2YDT8!2R"C;7N*%,8!"F#$'==#!",OT,KF/DUFN2NP_[,I MLXIEM O%4F_L= $GS;L=8^F-
KW9T!#>_W#DIE^V[G7TBKW.UR=76JT:#R6>5S9 MIHNKIV07)+58 WY<,K,&C=\:PH>ZT9SS^EG\73'C(,.IPW-1E7?AAX M:1 X, R#$"**8TA0Y,*81G'@!ISY'E9-TCE-8FYM:XB"
=6N$*E& <$SV(PK MFQV)-15N/F'5$UNF"VV6MS(L2XM;((H!$/*LEV/ZT"9[=U<&8A5ZPKTY:EX" MDLZ?[62QC",QDJ1RYL7%/9 4B//RM[8Y0RI):OG$Y3^]5+DDN
MBG_N7N/RB\9;\9(+P_V.MW]^S&]+_H0SUD>R]U$B.6MBGJZKBM?5"@FSD% F M-NB.[&J1^!Y,'-<7:X##719C[$;A*N?W#<^JVU4#1I3T(VGU8\B.LIIT3(N MQ*L:V!#
<<*"]HS>!6WG'/Q>$IB<"#1_@EYZC7T&6@Q[2/@!4(MK&TUV/(VIR M5# !$'M'"29,+'W4, &H$T<14T8S,V37C#5WLWA]*RA]S+M&F2N:)I'ON0QB M1"A$//9@')
($>C0(@S3QW2 A.H>*9^C,O>?:4@422"C4B+:$]>S/.934#(P% MV35W7SNQ)45I/=Y>$%O;2%P0RI(5.$=E436_(.JA'E]Z?&HOGD;YS\:E'C1X M"0,WSC?1&WD
MDAS/J=BPG:BVS##V*'((Y'XJG!,L_!*Q@XIAXL=.$(<)<[E2P28CZC/;L@$O MC8N_QPW8L3.EK+4&U&IF;#8]:R73>Q,ZEWK8V"OXK4&[:5K7NO#\9NZ$5_,SK%0D##\?(A2@-A
7R$@\F$2<#Z![<*("I>DQC%R+=0YEIZ!@=/=XQ%F^(AB[),(QC)V0R#)!,M&>^C"ES&.IDR2$
M>JK7U*=)S&P&.J)@2Q7\T=+5N+D]@\VXGMN16$^K9Q16_9IZNM!FU]2]J%WR MT1$2E@+0+HLX/U]X4L_5&4M]F$\QV56?,NK)TZS-..L M^[0BDN+$\S DCL?EG7, $RI+D?
U_[+UK<]PXDC;Z5_AM>R*$#5[VWY3VW*_MCN.VM+:Z-^9TG*C 5>9.J4I#5KE;^^M?@&15L6XD$@0IS\:)F''+,H&\D)E(M)E/!I0G6$1)2HS.9GNI3'YDT] %&ER_8OH=C#-
QH4_U)W'/Z95 53__J^6&[5D$48^;[: M4>3*IG.UJP@Q1ADF*U1PEE=S'CCU>S6QP$MPRIB%W7M%[A3SXS?@^F>Z$=\R]"=E>T+;J7Q.IS7 M[[D5Z.CW6B3;;\$RUW[.U^(T?
W\6QM^@)F#.%W*YSF!6#N![VGK+O"+-Y67; MUF*!?1%G@JFE""<$88%C1-. H#1+\ARG3*I]K>F.]A*!.8ZU=B3AW4HNJF1X M(SM64(O#*
<Z\ZWOJL7F6I=;N_08IE(EC&,.)A$".@@H:]B5.Q8:YE1]I3ZU13L*!"IAUY\!VDF4(K4M<*L:R2)#=KO_3>O6D?,/S>T$WCVJ*]G)2X%I MABGB1+DP'!"-Q>D'B 11X,=$LB
'H9]=)C.Q]-$D:;J:;(WGB8,/((;4)/9 MQG6\\# W5LO]")4;O/"K%\O1)NT*D5DW5/V"GFY^!IZ&F2D7Q>).;9\VK[>< MJU=>U;@O]V6-OZ"87^29LL$Q# ?#^YB:UU MW]2H7[C-?
2]/]K_FGRW-EHTBWG=Z09FSD[48MWXJE]:Q[VOKA![D_97_8)? MZX U,,JRR(^Q]7:UJ3ZO-T(GT'Y:DU7U13!1?-=)_)^*E?BX$<]U?;(?\12C M-(P$PCY+$>4)16F&V#'LV-
"YFAMM #4?]3U@VTIP]>0= MV/+^T(QY-6= 1V&L:3.7,87^8,YC$M7!BPV!>G!5?6A*=MYR1* RSNH3H>/M MG,[O#?IA>RQ$:"Q(B -$,8L1CD6
,IP*Q!BCN1\%OI1&\$T79Y_8?;2T+,_) MCO5@9O?6TL&,VU@PL,%>%,"151[//:OI713KU+XN/V19]7L1D+W3:^#GU\,C
M;2N"&@GI[I];M8__N*HV97VIT333?/Q&5OZQW3;16CXWXO=0YK6$8W 7D?BMC)WHV3V6J$[M+2=NO)W@7BNY5XON:=D]+;Q72P^L@OX!WI=I3?
4/P.IT/KO;>V3XB_KYA_BB MX*7?/] K=%5(_B.(-&]9^H\@\94U^H?BS?*:^H!IIH+XKYLU^\>W]5*-KQH> M#VU0>([#+&0HS@.F+ZXYRHA(49A&@8BQQ!F.81"%IJ0A7M
*J;##2+TE[;+R M;ZV? W:7-%:KX47W!*H"7GV?Z*CU_E.4P$.%=74A;DIVWBMRH#+.+LVAX^')
M>^^TKRHWA=KUJ]__3Y.!Q4B2X1Q'R,]TTTB_PXFEFO!TWM;ET^3%/1J@>R79Y0(Z4!8H&Q F=T]*H.%$L^4%P@3K)@<"1]J%7E^* MZA_:*?
^F!"DW1!'13GH7&.A2/I;$$9*I'R$<)3$B$1 M:A,??=:TZZ_WB+HU^%"_YLQ"*F?Z@'G"$:H !U)&(CJ*GOHS1HR&8E]&B>9 M#8*G+'W1;J-
I*/=>Z.S%HJF:T'LXT[2EOCFFMMP#:>^(=GUJ8YZYU*N&?H-U MJ0&@K=H)#\I9,I',*F^I=^+98Z2*!-8[63B),A! M-XXV7$Q],[GCR3LP52]1.[9NVJ0?WK0\:B/1ECG@/:;56S"\
[YQ:M\ S]KMW MW@X&\\8+0N3G-YZ!KG?(OWNU@[0.OV0=HS57E[%6/,Q[:3M&36>7NZ,F@T?6^5QJ10:[+9ZV&#KRF>7"QEVXXD+ 1#&;UO3(- MMJ\"Q0ZGPEC%"?
M)9HL)3MGNKO]G_S86YORAU$A]F]<']9)J6_KGMGC1X47S MQ609)3X-8\18IF$X,4>4JY_2C(49#M.<9" ,8%/"$QM6%X![Q\B-5[.R/[VO MF8'U4P.KUVS=GD)I0*,=I:,1F.1F
CM'(1\@^T:XXV;*N(XT;CA^YARJ]D:W M@\IR%2>(9'Z(PCPG3*8RS'(Q6YH4 MC/=_C4RH?69*1ZH+N2D[R;Q:M)G2G(#?BJ%[_?'>/G C-3Y9R>U+GR\3R>X5 MO'6R$9#K?XU\
(KM7X2QER)*\;2,-IE1<)#)S,XH^0<^[3O0^;6>@]SOX^4^ZQ]\7[0CNY6^5J+OY+8@?"A*$ H5) MSA&.L+)3F<0H21*UGZ4YCP*0G?92F]A<][2]FOB-5Y-':XD4 TW32IC=]JO.
MS'R=*01FQ6-T 39G(QD=674_K5F-VTCL4QLW&V0->/%%L+5:Y%]!9[B7QDYL MJWO(A^5K$WB?!NP[9L"0%\<:&#[G'2L\S"Z-Y79[_MLGY!BLB^,)Y\:YN"C.
M!8R+R_!TU=O0S](=PGY>J4NO@M]@O2K>*:B;/Y?WA\-__?_@?SC$PC3?;;[A3Z M@=GR&ZK&/%75M8KL$E6=J J4J@J1NR=1U6B:V=)4(4)UDU1!X^!^\>OV^9F4 MK_?
R:_&T*F3!]*%Z4_2O IT:6J00U:<]%D6(0TEP3A"E3" <2(:H))%:9Q$ M-/+#C!J[2"#MJ6_3&F[T95]''^_D+?CR +SPT;5PSYT0@4"SVY_--V9.]D) M=6CG;UWK$N1Z+;71XX6A,\
[FD"U%[?IFVRGL3H.N7GSN<^*CE :Q))D&,LT1 M%GF(LHS&",LLBI,XHT$&@F0:I#AUYE#_A;UE7<&P'LV.AYQJ!^9O1RL&?$YD M+*RCLZ)A>K.>%QF+?WIF9#[0SBF< IP?@
99[O. 2X%$C!G"-!5#<4PL>'F!9&"@T+@3;;$LU^\?G%U*4M5]8\1HFXI:IG5Y=T7U(M+#U\MF%,(YP% 9*$40V^&",2!A11$?@BR$0J0Q!$VAAFIMZ7"7WSK3-L]2JW
MKL%G2K'4!=P>6U<;0V1E)VHW\Q9S*1/F4(ZXNO$.?-W4BFU0?0Z\'>4?8!B:;I_:2I_FT"#9DMRJ/EABV0%B*#%Z9>D1PM$I=IS.JP>\4\=9[] M#]LYLH\KMGX6C^2OTXYM
0T9$<)'*8Y\A#G)E6V21+DV1G">L@A'(-N\1FAB M\VS(>AOREP :Y%7-F-FD"WEA9MF*JDC.T[]N2$)'5GJ5S*R&.B3LJ:T./F\!
M="1$^4NYWKY\K*JMLH0/*W"3V)XIIDYJ4I2]FK37TK[Q/JS7F]4: K78IX)^ MLW0H/:A1NXS M['9LI\=^HYY".S#K?C/%F*=ZNU:077ZW T6!4KHA4O?D<1M-,UOR-D2H;L8V
M:)SES8IXJH%MFQZ.6(@TS'&L-@]9K#;V*=4EA0(%-,@Q\:G(8U@J0W?VR3.O MGIH36[MFEL>*,#Q4MQ4/>+!M+!G\'/F2!*[.:%Q^R*$K3 M!Y^5CE7TE>=O+^M5VR?
S7OY:;:M?R5_%_9YX5.:B#P)D S\%.'$3U!&<(B2 M-,VQ#&*9][;QZEIZOW[]3<7,SPTO@.(I,W4.
M1QCNE61Q'_5F^@'4E#G7DUVHT1+R5EN='*0U5!EHT"M6Q:8@R^6K]Z1O"P3_ M=T?%92"U]-64F4TT7RD92+"C"C+82+@KO2^?R*KM9'.[XI_)9EN*>]E"F:Q7
MG58T:1Y$:12@--"12D0%RFD0HX 0&C&U4PM98NI-C:E.[%"[?-19S@TG^DL_ M\ (N)(/I==BM3J(MF&?]$11E[E\G49B=BW6F.) G!2N@QYF:SS6;/P6+UW6I M\,%CT<<_BS\
[5;_E>J5^9/7N4N/]O_NF;_2KCZON,\6*%6H'VCG&4.XU"H4* M87-,53#+?1\1GDN49UE&PY2G*<9V&.4NV)LZ\.T@F2MVCXK=CQBN3:QE66<+
M'3VXXWIT,J_C5VNX]7VS%P9;*CHJ_UKWRBMYY?WVPG5BUN'M7'LYDR873Z-" MY[CL3IA[(_1VEX]]CO'NE(J=>]^=%#Z2OSK==7>_;9NUO",OQ88LB_\1_.M: M;OY4P?
PB2U*NW'>,0BRIBJ/C!.G<'I1%/HF3)*)Y2BU2GVSYF2<[:G^HK=CS M.OS=>/M_:5F\3I,>CLN8?[9^MV8>>))53WNL$N=JQN'#E3:S9F=9MC
ME77J($?/!S_^"^B,U(W.]CQYKQB@0D+LPQG&:(9QA%;:&DB!&\YQ3'+#8 M+%B]2F'B>+.EN>\$<-.DL!OF15W7R_!>?[2T,,_71 MOMR\&"@_;?

MO4+U[+4OCYMM7]W+=GKDDY>VSCM:JTRQ"G.O.[5OCE.=!W0P[%%<2 P.2(V%!V94P M!0"R.QPIPC*KHU'(K85"8-D\- B*.L#9/G;=)(URVP@G'2 MZ'H6[(B'NWM()NC:"!
["6@"89U"\.T2 N,BT9=KF>DY,AXN,'Z=DGOXC_-^ M+/EM67[4A]S/QAT#C@9-_"%K$N9?\K$XPU^SM22P+_JQ)+H14[?H]<935(OO M!=^2I=4''..A_OSZJ&:_:NH%CD3# >9
MCV@8:' !0E FI4 $1S[/,R%3 4J_,Z Y]=K0!_UYXVDNO#\T'ZY043O:-#L^ MT*?B>WU6MGJJ04WJ_BQ#2G&'B'HNYM28J!V*/P8JZKD*C'%1
M+PR%N0S&:T2;MPNR\9=B%GS\B.\?YA%=]D%V]NIG[X4,?0]OC98#9?M? PS'\F6X M;H<,I@^_H?B5E/\0FYJ+WU;%IJJSKYMC-;4,!3C-8I03G1@=Z\[(&<,H9GDN
M<$@)Y\P,2+^?$,2E6*'HZ^1^\V/Y'HVD09"*2I\U MVGX6:+0^BO(\92R+ M_;O1AL<0VA%MH_9JT]Y/6T-\L&K_UZ&KX!L>-!F"+S$S"F]_>N%&"
M;9G,-67H7ZAMJER7SQJ!O@VTR)]USN.?WPKVK2Z>\9K?U\4TFV_"8\K+D=7K MOU4-4+WNEU<7WGQ;+WF-7K_9EBM'137#BNNY#NH9/-MET+ W:L@@Z?AY^CU
M6E.]6RJ/^KC^=?52:*#S$PA?P]-U@ZDF]FL-!U[-@L["?2PTZL_:^_7SP\<. MJ+^*#FNVS(_G3;0T?&CO6$$PMV>JFTFRE('26YW[F\P_VVT 0-CN'0%DV$BH
M+]U=>,6*95$O&)_7*R[XEM6(RVTV70VNN! 9QWDL.8I"%>9@%G"4\4B@$(=9 MBI-(_=<. LR0@8E=Q@$ORSMF2.T+NRP=DDQKKBQ1Q$R5;K;AGU*5P*-,*06K
M%_NN/G59!$2I-VT.R03H9$ -N48M,R7_-FAF0.5<13F#S@/S8%6Y66C4UEUU MVW]NR;*0K\7JJ:V%.)131E$B22HRA&FJMJU9S!"1B8^X] 4/ C^)$J--FCG) MJ<]$[]YYNQ*1&R\
(D9_?>'O.ZD.N V^[XB-XT2I Q?T>:AK% 0\3)].9L1N" MJZ'/\:C9.DY'_>W@< "$9G$Q<,%W3L5B)'S3\T'#/]]6]_*A+/]>WJWXO;S[
MY^;U]D\5?/U2KC;\XZK^E^K#DO]>;59/[Y0OJ]Z7ZH?O)?]["4N=D]!2"9AY79?:(MFW6XA?&F2,NLQQ]>IU1FZ^D8T>NJPW%D)LO-N7 MEV7!Z@U%B^[@:>F*IC;\?
=UV2_WFN]!U/'H.\SV9HY,:_FS-.L(6_''.32R4K_)K=Q4VL5>E/W M0RL40Y5C#P$F^,;GHO^*PFGO'R;XS@QQ>#HV:RN#1\>MK9/95:[U4?B]5)&8VC?ODD0"
MDK,DYSKG5P1J\Y)CE/,D1R2.PC2A>2RI-(V)AHA-;' U^39+Y*5AP%OO.+!(MK1G4W7 \XU(C,)N<71GFL8A+I=A%'2.5 XHN3*7MB2,&IY@M8C 5IAL;&(^!
M5QI]4II?/GQ32TZ;ILY%&L@HY"CWL=KA$1H@@L,4Y;G(PCC/"1%&!0V7)I_8 M>]7DO)H>J!3@HA[Z/=-8Z6">"" 8J,;HF@16)49GD\U6871-C&Z!T=5G1J/K MU=69U>&Z:
[E<_ZF3+1ASV1JP,U!'&K(\$K55SA@LNR%QWBY6&IX3FY!K,]=8[<<68ISCS#JQ9[B)L<[^',-3= T$**#L1O^ZP3>XAA@4-PKAP/#X^PBA#I+KG$LA\3LP^<< MTCB*<9
@7S*!,.8QH@%383;3[2K"E":I43V_&;FY[SX/$)XWWD,I7DBA?M#) M6C6;[>K825@?C7@^H&VS\,&=#F&NX[I2I@ 9-Y/24< P0&S66,%,\-,PP7 4 M_%SQXTI9FJ@V.L.Z1J=)L03
M.X =N29=' +?"8^2#&:=CTF!Q(5=()W39:>$[NS(;.= MT%UCMGLB=_49NV"AZ0C0;0AP5VV*9S5Y![TJB?* YB1#?H*3UC_X-$-1)@5- M<<@S;-0N$$)TZON&2[TV=EQHD AK.#
CC9J%!:[U!+R%<*$B<) D=E1J&!$ MDHHX)3)'''4G5;B./ M)2*$1RC+"?-IR@-*N1D$!)PXQ#2L8"$Z[936.QX\TD33>L^Q/+0:^]PR9^I MALU"YB8>#)L8H^A4>)K,.)*^#PCC[-
HGO'6H+9:P]P M^)!:W$&'GPLZ-71XA^*/ 1U^K@)CZ/ +0\?@ WU5(5&-3JESG^J\!GWFA6D< M$(P3E+)((AQ1BG+*!0J2+(NX2 C.05E)/;0F=@G=ILN["@GOJRB_%TQXUP"(
M;^I$G(9'/5##G3RMZF:3#Z(LUOL[3/]J_NUE76Z\3\7*[@RR[S48GQ>X4"[, MD^S):?VT4$ [RC?>SV2I4V.O5ULV;_:/=Q68IIDD<94NXA1>KG$!$-Q<.8WN
++B("ZCUR1F'JRX6:GE<3 M!&YPKRO%\,I@C*C ^P&0E/"+@&N2N#KU/YM_WB/^:^*=G>=??= V@;@LOM?0 MJI_6576_.OQ]0?-,)'X>(\)I@G2K6I0'?
HJR7)"%WT"3AJ_HR,TDW6H#9IJ4"+!*!AV1SEO][E=#,:;]# I]G^PZ. ML("@4ORO5T+'D-]%^?I^*Q[7.Y \>;>2:_59U%CPYL=8@"DGMMZ6$V_'BL>W M-
=9LRTT==1_X&81]'*6\X7.QB?0&LW?'*H,A+<$58 >G!* S'V827/@C8"2+ MX? [M"^BVI2%;O]0AQ$:_GM3/(MZC]I&EW&(0Q++%!%, X3SA"#B!SG""4M2
M%78G>6#)B3VQ'7S4>:UB$W7H3;#4!'.A^Y(4 M#&:9+UW!7*2CQ 7 ,+L#GJ_B27\0S1V"1C[>?:,!P7G(4A74T3!#F&0)RH(X M1D)@'C
NHC0S*O,8(C3U[4M#UMO3!1OUH*;,#G9=[9>F;TBM5MD='_H%W8^8M8"66HMRM^RU5 6^AE4=]RM,>9[6%0 MCD/.$^JC1&*.,%9_Y"KP1&KO37 H9$PPA\2@1E0G-
L&6ASHS\)B+_?F[71* MF4K-@E7GBH*9L0L=@0-9D,R.HEHSFK.&N" UG,:[L,%VKN.W5;E/AGLD?_VL M2,IB4^T[@STH)[74572*BUW]\RUCY5;PA=JSBL#'$1)$-
^NBH4"9'\6(\XCE M/F$IY^%B5>/C\$=SOS*")2,CRALC.F/,V*"Z#-; 7SL6;[I-]/9LUH:W+[-O M.85YHS%OR]/%YO7H0 MZ\]B??O]J:[H8)L:BOV!%!R0Z#$PS<3!DJ*.=
(7/9_7_V^]J:7D2)W4^+3N> MY@>L;/ZXVXA"(FDSR@&0L15=$,PAG+D9I1H$CP! ><9X01T,F]*>6I#R\Z M?/S;KMF<9@4,1C92P88'_E.H#7C8V.AH&H VL'RN;@*,Z(H%
[]?/#Q_W M%?(@0-=^;0RO_NX4 ;/K01U, =EJ)*L=6&O_U//!M!J)> 30:C;"S=7\I:4(M^]R/2"90+'F L) !RB5/4$HISDD2,$I %=0&-&>_L'>SNALHTW!==ZLBX 7' M:.V,ON"?
884WH/BFU_Z051TPU,Y-?!)5)<0>3.F3!E>J_V@@HW5%F%!2ZF/# MYWM9MVPC;!,L(J';U6*&BK#:WJU7Q73D24KXNJ!_D 242R11CA'F6H3Q.))8F M=H?JC2ZEHZ(^=
[WQ_BY(Z=VO M'%;1NM.3T[N=40R]P16/"P5>ONEQ,K-MN3[=?%Q5F[+.\F^08@KV0%[U7W=W M2PLL6.+S0._"8XV8D:8HQQ%#5(94Z'Y?$>R V(CJQ(Y-\^ =F+CQ=FQX+1\W
M^WM6:$6_B4K-7)QS1<&\F L=613] V1V5O]O0G-F* " &LY1 2"#[5S'9_'G M 03\H5ROU(]-.;&^EV[!J[M X0]EL6+%RU)4AQ,42J,H"V,?^:DO$98"HRRB
M,4HSJ7XM,IH1H[(XETQ-?1Y]@+O_NB$K3DI>>;^]< U[K[,[+@+C[]F$^2(G M[\C,5> !^"BE3W10YE)ECARA$Y9F]9,NE7CJ1IW.;>=E;_E_;ZM-3?)Q M?
CX(OZY+:IB(UKHP&85:'$!]0.Z+Z18\#C3 M=0@8Y8(*A'4U4);G :(DEB)(4N&GH-AN:H:G]LX/"]_='*$LMJNF=UN6^GWO MPIZVV8!>64_NWYE8*<^EQX=.?S)V9UU M,9A+^:
<+Q6QTQX+R_4**E08*VY?HW,LFK?2^;AI:BF^*,?5<||N[OS;ZKW0I M[E9J)]$ X2_BF(<2"XE"&E.$<:QB=DP2E&#NAR3R0QF""KV=$'M]J6:GD>\T:N"GEN\Q5L: 6_H
M4)O.$1%=\/9&((H.U7H==]$E$XV,HJ*L$GR%R\V;W& I_EMIC.@Z>I_M8\&W9.GURPE*H;TLDE7*[,E4 MLZ7(7A:AFQ)[Y0DX#-_7]7;S[5:MJ04CVKS(BG#2NN]$D"SR@P
E7/H:@#1" MQ.<213'UHUR&:@TT[N;70V?JA4]3]EK2C9>OB5L@:_8I]]_6'*H N,3-([TY MUIXC+=AA[-EK P2M9R!C#Z1>W^C9H/0,1.A"Z)D\#G=.NC2G>K\56D4J#OAO
MP38:BYG5=PB[,)U)FA(5H1/,0H1%JIP4]PGBC/*,14S&@1%8D"&]B9U5S4&- M%*YY0%[5<-'@AC=\F!NLB?J&W99CI<#9)A3$)9%EI.4RBA .98)PBG)$ GB7/V1RYB$4<9E M
$^H/:,SL:^[BN+A! -E'+[)U$FN$*E= 9),DI!Z3N5' !+I3QV]_C@<*/1= ML7F]+05YM^9BIXBA"+*U=XIR4/.9&**#]J=>&)#U*0\ M3W,1+![,M0&!#@YR7.K7 ^CR::#=
[S$OM=5,^+_VY9)E<0 M6BP+C;/S;EN6NDW*#L!9X#"@.*C.?VE:BBP3'D9\G&1(T5"M:FJE(,Y82 M$1G+G$9<1?5&1X 7YIXZ)ZVAMF]6:[ZLG>I@>&4;(1G,_HR%
BUO5]BW6N%. MYYIMD;LB1'>=N_:(W5+W17P7JZWH9!T]K)<%>SWD@/N"B AC93>YR! .(K5# M(P%'+)(!3FB>20JZ01ZD.+%)M?2]TC9K[& M\CE:!(?IS;H6&HM_NB2:#X1?
%G]L4'\>2U[/J5;=AW+-/J\WMWS]4N/% O&= MC">V.F_IZ1+,D^%8-KU$&6M;,+Z3-M=9O^9,I#&;]%KJ: "0* MK BKRV]S*K/=BX,%[UZ9PP?
#+ZP>""MDP=HK!)$D(LH3COP(2X2Q#%3+\-(2E>-,OJ)S=LAPTCPL]889J,L5O86760M M&7EY$9R1Y7+!94037^8HC!.&L,PCG2*>ZU4^CFG(*8LR@+5?HS./?>]!=M17 MW-
#V-'' 6GE)16E&11R2$.%4IBH&8BH&HIBB4"0XRI)$1472. :RU2.(6GCUOSY_N#-WP5Z>0U!Q: M%O% %&\6F$VD3IA+FU:3X##.0B>.8CH(Y5D#/ N5G$9[-E/8N:=]&R%]MKQB
MQ;*HZ39H)A]7=RO"-C7-+RKZ6H3*.U$_\E&:YRKRX1'1MZ8^DM@/ ASC/(=U M]091G]A%W4DIV*93\JO-1M/UCIF[Z< #M0SN'[T!]1"R>P=FOFHRS<*\U2Q* M!3LM*^4X-
J_3MS8'%'9I9=8SZ MK]D$]'*&*;[?6TVJ3J=QE0--@KI&6VEE1#=I&+W9NDQ;J:';?=IN GOD!?'/ MK=JOWWU7?SRJ69JV[S$5>9IQE#,6*.=#U;9.Z*B)9"P(8A&$U.BH:(#.U*YF
M3]6KR7J:+J@3_)">S"(;!](#/8.-X%88"CUB.81.N$1E=L2$'E$O 27T/6YG MK'>D7"E/4#V(LL;BVB1.E5F@=@2O=579E9K L- +<=.\$5R08+<))D[B'!
M'!GM53*S6NV0L*=F._B\;7;JAA0KP7?3JZ5\^ZR!4P1_+V3!BLU"QHRG7&(4 M<>(CG>BMJP@)"BGCA&="1D$,2T\=(CFQ+>\8\/;?]4\='KR6B;]!MOF^*Y0=14>S6U
MTLEU^:Q/3NM?[?*\C0;+3RQWJ9V.&E_"T\/,U-GOW^81$E]_"V^C&_*':N)[N;8U?Z MTH M@V3ON6(VFV>V.V>06-U+:-A N*L\NT@ZZ;QV*+];\)#F+!(IRB,<(!QR@J@?
M1LB7/!>8\M2/(U-_:4YV8J=Y?B]:G74@]#KLF'L%@&:'7>9> M=!J5V;E29ZH#^5*X!GH<*F"RV;PJ7,"N:[48;;=+?;DYC8;]8$=4Y93=+[HR$*
M//N]H!BS7>8X<6%N#RHI>!=Y71A'N\8+!&;=)5X7\'17V/.D;7N#QL8_%"L= M,^G>'M4OY;JJ%KE/1)1F$9*81PC[F8IF0I8C&:<^S4.6$0I*K[M*:?(1C?B
MJZJMIEHW+X'V"KBF(3-3="(W-! Y%5FMIC5-EP#\ V(Y]._1F=F8/P!<<]! M[H<&6%8>B95:A)>W*W[+GXM5H8^)=,F1 MF9"N:HX&J,U;=&0F^EG5D>$PB_-:H>8J="I8I5?
^[:K8/)/R'V+3/3_##"=) M%(4HB^(9\)#7\&%_%FFB M2H.C6L<*@E[DO)UN ,>TCG5D>4KK1%>P,UJ X'U'M";3S'=""Q#JZ(6,LZV M>\=7P;9E?
11Q^_1T^YT4R]OG#:R5Q\4I)O9QBE)95VIZ-4&=50?M\G%9\GX' MYE!HF-^ZV/_CP(-W01_.TMD-A1[1(>3RO#.W"^D5[KQW2/_C<'.\^^?F]?;/
MDE>W_+]W]6*&9GAAZ,3F=_?/;0T3^V?=TKK3B-+<""_).VQ\(T6%&=U5*1VN M>@-"61G5I?EF,Z8>8;I&U/>8W?[^\AG[ZT*%]@&E<8)(HG;S.,\H(E+X*."A M#
.ABUU!8.]7Z$QL<2=7.C?[.YU7V#[^FI;,]N\.9(>9H(78X/WZ@%".]NG7 MJ,RZ/Q\0]71?/O0X?)6K?>EO*UXN7Y\Z*ZAYR'EU@HGM3Y$4BJ;^$@]DS5>[
MZW(/KWE.1(:974W2NRBST[!R4#2K]>_ZK+.M@H."==?"X8?M5L2'0TI/G1I] MP'\0&8[\ /EI(G5Y-=9XU#ZB<9Y27_B$^02R(EZA,[%%=J@VN?<&81E(369+
MH@/A8;9I(S=X31R0RM&:>(W*K&OB@*BG:^+0X^-NDUL$WA:0?D%(&H0L8"@7 M0:2;LPE$:9"@A.$@S63(,PZZD[I,9O)[Y#9%]:6Z[WQ@=YU\HB(S*QTO.,Q(MX3);WR-?
%LGQ)?()D3>Y0;XLZ+7KXRM/6[1T4%M^KK?]'Y;D:1'[/L6I9$@(M1A .] 4Q]CG*,Y*R-(K"6!HE=YS-//6!Z8Z6IXD!FCD<2=]O;*-D @:H9N+ MVCA<8MVNBKI^?1X+E%"?
M(IP0AC),?11B27G(<)A%H&JXD_DG-H\#-:\F!\PV/-&%V9HT0D*8L1@+!T\P MO"R"J^S"D]GG32V\+-I97N&5QRRA'?1%W^W+2RE8@V?SI7CZMJF^WG[Y:GXE
M8#S9Q#;59+5V&? :#KR?% \5L(YT6#5F5N=4*S ['%+(!/LX8VE= 3\,TIL7 M L)4_#,P"..!MJOGZKLH-P5="IUSNMO,^!'F41KXR*<:$!G[#-&<4Q2EV!=9
M0$B6@>XJ+I.9?"W=$_4T55$T"1#(DUS3H0=7;)$,"3N 'W3^O.W) M(-UT\,/V_9ZDSXC(1(("PG*$*L*G$%H(;G%&V"N6LT/"RU1F/B7L%?7\F+#_5LLV!TIP3S,D
M5E6S>>E^OIHWKV;.45(41]6M\1&!&:[,(:(V[T[!HVS7X$^KM1B5N>0?R!, M-"D "S^@:1R(3.U1(H)P'E&U!/DI"ED4R)1Q]2<(IOL:H3G6H /=&T]3MD+8
MOJHI\T5HK/P6JQ!4=*M5J$\NA\O013*SKT-]PEY:B'J?MS/:1\&^K=;+]=/K MS[I:X.-JH]Z[WB0=-:3(J(RR3,8HY6&*,.<8T9 PE!,FLUBD*HH$G3<849W8 MG \|H)H)
[\!%"Y!AF2=BIE(S4W>N*)C=N] 1V V 9';D$\QHSNH@0&HX]1:P MP?#+[KO5IMB\WG*N/I[J85UMR/+_+5[>K;E8X##QDR2.4)C%"<(BSE">A!0E M011%-(R#2!C??%\G,[%S:
A[+>4;KZ'M*>*>IFY^+]ZCJ'X/X$Y\F,G;2@ZZ M0A\6S.H^O6?:V2[7AT7KWK0;/.WDXF 1QF&=>H(P)3'"VC2)ABY(0B8BDDD_M3;/%9JWH6]T8@,QQ3\7ZV'S4#8'=UP?PIH?
_AJ?^(XWJTWKU MJ"C*YUU?/GVI7]2E7DUW$9DE,L21"I,%HPB'>LNKMKXHDF'*:!IEN00E3_0 MFW@-U-21&O?L[3LX'AB -6HQ5:"993I4"\Q2:XT\VFH$;+Z&BGYFXZS')-
)=6WVQ77_]$EG]_)LKZ_V;PC9:FK7W1S%^4$:"HC$N!";*1 P^79M5J MB_9.(_4/'0YN/++Q=DS4'9L<0@:!A':US!O1G'?QAZCA+"0 #89#"7U>;T3% MMR+T<=J>]40B"Z- !BA-
$[4E3GB.LE!@)&6 @R!._# TRGF]//W$ME\3]!1% M3Y.T +VYH)!^$Q\O)LR6IY#0',1GG*1VD#U0B4'@/-<%ZH'BN3!H-N"=ZPQW M879ZGH)?
K_[MGKZN/I0*F=S+^^WFXJOGI13^FWUO=KP/>;!+^5JPS^N'LKR M[R40Z\.:P,3>Y.^"E$C?1"+]4Z?-Z@=2E,UR6=\I'T%]_%*2E8:74H\]E,6Z M]/38RGO\II9:W4Q)R[=1B[%>
[>6DJ=) 6KG.G(/7PI82@-S$$:"P*KFSMFV MJYGKS#-?Q=PY\T?U*UU=VW0RJ#IK;SZ^'1Q[(J_Y5[9X;5WU(M$*CN-
]]$J7SSZOY%3U%]6)=2%)NM>NG_)721@N"W:@$@3Z+VZ^_)1FCGWVS! M4\PBC$..2!A&"),\0327&.41"_(XSGS.01D[/X98QM_+4+=WF4_]:1TZ.O
M7O>Y5M9FB;W9+;@=>;U:8&^C)/9:D6^\CM WWDYLKY6[6:<]+7EG.0<64?T0 M[\LTB_Z'8'8Z7]Q\+S\;?E<__R#?%;QHX(=ZC:Y*%'X,H>8MB/@Q9+YR_/># M<6?9HX
4J^K3NJI$=;^Z^TM#KVV+ZIMFZU[6=]P)#H,DYQ$*XC1$./ C1",B MD!2QCV,56$<"+U8U%"Q_!#0K&")LY ;SQ@V>D0=(,4EH*IB/0U"C%C=*'-'S0='W?OI4]^">38EF M:
[E3U<"6V7%:@7=_,)745?^'07KS=H P%?^L!X3Q0/BI[-_+NQ5OSSQ.SSC> M?2_YW\O3DQ#8H:SM_'.Z=/#M6/]=GAQMTAK+7ZA\]@Y]"\Q1'L M9$IW?.8Z5GU61Z[61&
<[<1VKENZ!Z^BYQG?>?5]49+E<_UGGBZN/K=KHPH\T MSP(?B32($4Z2#%$>2MVA/,\IC?T\M.ZX>TYN8C]WW@/UQCLPX>VXL.\:>T&! MPS?=;M4"][I ?6UQ>T:- M@,_J;O\?
U#MO8PG&<8AEEB$22XIP'@M$0A(CY?4"P?V,\!1V]'V=UHSGT?OS MP,Z1H5UU6Y_N#,]KW6C$_A#52AEVD%K]8KH$T[I":7X8K7Z1+P)H#0RQ1#4O
MUR^BW+SJ"31%FL^?!EI_3])"=811I^Y".L-EFL&V]<=A=NJ@\?__NEQ_7>9' #\.T],?-?PK?VV@8XX? M[Z7V'*?\0,S.=FSS \E\X7CH!^3.;H=Z]_RR7+*4>^!VR.4A(9YQ#.*@BC%
M".>^CW(J?"0I%Z%D648#4">?"S0F#LEV%+T&QMSNE.F2:LRVER,%A@4(4%G! M>\<>:1SM%2]1F'5OV"/BZ5ZP[U$[$_RX8J7N6?E>-/_]N+IE3,.J5H!9K<[TMY/.^)_TW?L>
[T\#.@%;,?&LCJRZF%ZL]JXL?BG M%F\^T/J0F G!JP^*Y=JKZ&.F:B%$$@D_S)'PN3)Z'JA5V(\QDC&.$AG[09J! M+H$NDYG^*+@FZNGWT:Y0-
5WPR>\E%1D?]HX4''R^"Y39YCBW1R1W)[B7B,Q] M:-LCZ(5SVKZG+5I _]^7#^(M0[R/ZP.0.VF#: O#Y_8YA35;=7 3VNO8>[M^Z.=O*ZP6&]6ZXWABMNGAG[[C=P5+
[(IY)L2I63QI%7"_'M\]K]2__T]S@UIOG8!%GQ ^81CT)DQ3A MB! =.80F\E3RTX LCOLW7A[!KT=AUZ7Q?80;@R&./3= MF*W>LVD"#H"A_*.G^UUPJ M=V2_<
5S\&0=!7BU!GZ4)XG+W':XF[WW]H/5.(]XIW^\)7> M-K+]+RGX'O%:YZO['L.D!7*S,\6),YMNXA7W MV/.U['B:'^]]]>^M.VMY H"Z&:IJ^"AE BW!E@F(@B8X7@'*;X>P9DAC/CPU
MF-!'Z&G H7 W\'NU49N9S<6"P=N5(GBH&X35*(,GGM@U_"ZJ3;V9/\Y$NEXK MJU.Z?V^*8$_*9LT]!UR[PSYD4L7"O(E#G3HN-+96DI7+@5.;S?E8*Z+KANPG
ML3L".0E_/F_UG/>RCJNZ8=*^379&_"PC*451W94FS G*)&&(L8#'. USEA@! M8]LR,+'OVN^R2+O+6M4,:3NK:I;^ [:/!^O7;*L]I=9@CNEL6_IYK["&F^-=
M[/MBN:W!#B;H86ZK%$?;23#Y67=\MLHYW919SV/GGYKF=XLT%*G(J(\"/V<(M8YDA$B4Y(IG/A) \CIB],)JI@7Y$G@+K$<]Q",U*9C7:*4V\P5P68!WQ/T"
M@,WTF%]'QM=..JM)'0MR:B@G_VK;$Z[:W,M?UFM>J=7_JRB_%TQ47]=+OJ T MHBD)4I1A90@XRQ)E#4F"6)+Q(Y2(B+0=<%U4I.?)%0U6%=-NHY;=\0]31W:
M..ZJPLRLR8T:H$<%=AJPZ"XW))RS1G-7"\:?57ZBW]IV:@_>K'C 9CM:*Y8,Q?@6%EV69$M#]YF[;5<>">5\#?' MI?
.TR7!\KM*H30G/&]:)5@A9ZF6\!GLO$Q]:/FI(+18%IM"5)^5A-NRU!]_M2 3C4F"4Y!'7_60Y(FF*U1]^%A&?A5B =N[724T<,#1'YQW*-]Z!-LQW]*C+ MS%>X40+,-
]C)#W8#PZ(Y,OL>0K.:^;# IV9M, (.<-&PZ%,B^IMQ?.KJP=("2HBORR'#V5W"<#9JNFOLQHMZ+YRA-VB_9C6=\R MOM9%&(=+;M\7/(IQH*&N,F7Y08;R,%..@*K-
ODS]4,08LF!?)C.Q%]@1W=7; MFEQT0Y1DMDR/%QWF)FRD!B_0_4(Y6IRO$)EU8>X7]'11'G@:?G'_0?&]7HDO M@NE;U-?W6_&X_KU8+VNG>B__S_I9O-,)RN7K)_+G[?/&]-
X>.N_$EMJRX^WX MJ9N-JNWGGB6]8==,>2U7GF+K1F?J;TW#;BMM]EOXU(J$V?TT.@3=Q]LJP^HZ M'DQLMMMX6S5T+^.MYX#YF*K<+-YMG[=ZWN_B3DK!-
DV!P[V\Y>LZ9;&.&%,6 MT3"1&1)!&B'L1PFB/LU1&KTYD:QIDP<3ZF!*<^^-^SX#4\W+25/MI(=GR MHFQC3?;[E"GT [P1<*$:8[#PS F,XN3@
J]9@'F,0);]AP)OD!&*$)B:MX>KGX >HM#)2D5D]E-E4EGZ*?1-\ MNQ3WLHESU.2*BMKV/)*_OI!-O3-2_G!9U)P\:G2GP\E<(#/!HT0@)GB*<$PH MHGF&49#
(*&&!U%L6D,,:P711T^HATM)?3^A=0-%KN1D+'0H./67L&L MSE0OSSC;P6FO0-W3T?X'78&[UBD6A[R*)JM:13O=K NQ622YY#@4$0JS3"&U/E+H<#L61-;PW9C%&I/JVR7D;)-
^=>#KBG)O/,7'V/&EGDI^$LG2Q7VOKI79G\Z^[+._W M6Z$+[1__7.NKFH#G48AHF,<(XX@C2F2.L)]F6218G%)0NT(@_8F-67T9"Z'00*FH@F)L&CT%QY,[X+57AR#-_]<_J M-
BQ5<^I3;*=Q >A;)R\DE(884XFDR%4,D.<$Y3D.D8AX&O(@2)(XM$?IG2'Q MXP0-%I3BT:,7,U\Q3EJ8.P *.A+(UC1% V#/%PB\(>3LI70,@R;^DA<9"
MF>4Q"#G<7C\6]\XSZ"=.":$XRE#,0A_A(M11D2.,IJD)$PCGL<9+&7'6D-6 M23I:1T5-;HP6#+=EMI(!=V1C7SM\8W9),%=[LJ.YY]V.71+K;"=V\2&;NY;Z
M9/^V+.LUW_B2I3MJZMN5||L'0]2H"P*:7*W8RC;^3L550'-=#LLKE*.I9KP[MN23"\:7)Q2?L0I0OXKM8;87NW[.#]_VO8O/MW;;:*$,KE;TMMS4UM6%1_^./
MY*^%C/(XR4.,TDRJA3K+,2(- X&YKSOG@0X0+7B8V/Q:CH^4CN>O#\5 M4]Z.JQMOSY>W8TQG#L#6-AOUFZV $RL59O=3Z!.\=(]0B*,%UH:#69?A$2HZ
M7:S'3&6)\]9I[G$O]69NU_;CH13/Q?9Y04*<))$,4!Y(@3#% F481\B7/F>4 M\R06%.*X!BE.[*:..MRLI5>?%>S[W_S4,@%,>Q]6HYD#4D8=$PT#\;.+$5/Y!7[WNEB[/DNGPF
M2N/UM[I<:]3P&^_1O%?O9;&'P_]1$L-,\X*P4Z15]DIEM1\XGVVV+<%50;J[M@NL/P4UGCQE]R_^[NON++9]^)\LO+Z4&COZZ?7XN7W7V>+59/=(E#&<>/O/$
MQG>,?'[H95G=>)J])AYM<-*_B!?EK79@Z)W.#$ +M=#NL E/JUB8C5OJ=/-- M7-"K8ZAY>SU9>0T+#C2I9$ M7VXRG<]T*$QMEQ@>YHFD(D!9SI0E<1DCDDD?
I7F>"Y'%/(^,D*(-"AA==^^_,&+)N D798=F-^9! X'9 B7M0 M[TQGF@T.#RA:%RIM56V?FR9_O]4'DT>[:3\)TS@...)">4?,F$!Y M'"2(YB21(@PR$8&R% SI3NPKWPM9K%08_K-
8J9\V-6[CC=?AR&&I:;]^S0X7 M)] :S(DZ5=B(:E$C\9T7AO93?:,:4"-57"_W-!MNNV>YY5Q]357[GT_JVPD6 M>4"9"\<"17F6Z82P'!FY0&..!I0"C.C)(P>ZG,LXMI*=[L?O
T;>]^97@L MTJ\GT\W-2.FM=CEPP2WV/#V"C=C\7)IUYEU0CV#GVZ&^A^W6_+N_=%BQ+:IO M.HQH+B :',5%)G!.)/81DS%&.-9YB&D8(QD+RB6+0TPE9)F_3FIJ STBO+L-
M@V%N&NC+;-EVHP6@H=HI +PF#\OF:!GN(33KRCLL\.EB:S#"$NFN*:'\(-00 MLGPD?]W]I8^111N=+9)"BI3Q'.=<92SE)$)$F0R+- QI(0CD$7_P/TIC[8 M:
(N&6_(U7DG+@/=3RP(4ZVY @6;F[5 MP".-41J!8]^9R>D*_VZ VKP8>&:B MG^'@&0ZS7,=KI)9[>?<7^Z;S2C5.R_WJ':F^Z?_KZZCO9*DOH+Z(:E,6;".X M_H?;%3_^1>?)!:-
^$,E,;>PI(]I)K8\R0B,4!4&41#ABDH-"5H4L&%EMWM4L M?5S]MBH%6ZM?_T^=H]HN6-5'Q12IUBM"EZ\/ZZHJZ%(TH>R];(8HLGP7/ODX
MST*18"3B4"+,LPR1F(5(YE)RM;2D/ (M)A/Q.?&"TN'::]C6:1]=QNO ;<>Z M5U3>@7EOQ_UNYZ8]V4&"W2C@H?1$[]OP$/OMWR)L"7G3%P@_))]6O:X.U2?B M-$^26R^)."-9R
M0O#-\5DN*\ $DN7*R-'MOSZN^&?R; SO>GGTQ):M25AWY-H)V&^D;F2#&>5I M=RU==LB+[P7?DJ77*_.8#EHG8KGHD[6;\JVZ89V(U-/SZO1)RZ[41Y;Y7T)#
MDPI^JP@0M7,4SZ18=VI7+..FS;SF-9AJS+7C2.]?NUGGJ1)(&?\Y@@&H@88=_/$:4^0XRJC0 + M\C#S.:CH^'C^B=U,3:W&.O?^: @"_Y.U6'F(D8("?, $/G@9<&7I7!5!'PR
M^[PEOY=%.ROPO?*8+9"A%&4I>(LM<,!.7A 98(QCCI1%)0@G.$!4ALK(@@ ' M6,92!@2&9WB%TL3FMJ/KM81O.B#A4'##:[HRLT G&H#9HI7P%H"' X(YPSV\ M1F=F^,,!
<<]1$(<&V/9E^"Z:.M"FKU0GI5XF<:ID0UE,-:RQ4"ND'T7JKX33 M/&%,)" PTJN4)C;>]T;KZ$,[8YP34-F)NM$;IC)GHL\;;>X01&=]2BX1F?F M)@0#XIYW&1@: #^\JM?

*[E)L+QOS7?AEG(6)EZ:_\/9W[-YL#K@/=RUGG];UO}Y52KW?*M&I_0[4*M_SSJR7(366DB*TYTD">R-BVTM3E_(V;>T^9XSXMO9]%>\7*;&!3VE|Z|G/G]*M]BVH/ 'VZ_A#U39WN# #_HI\;.4N2T5$F&,J(s[P@HS1!31*,LH<;XO)#KQ&?UENHXY=8)V>STMQLRXS0PUTWQ9#&6RB)N 4R&fY<+"H M.9L T7,+-V6I205"-JNLFTY_R^M!Q<1^J7!*,2MR)!+!$,XY14SI$BF5"H8Q M8[C,//K,7" UMW=S)!P=*$=_'6@#+=(_7HYN31 4@"Z-'P""-)3T#LH4MYKE$ MZ"4*>08$OE+$,_1$B"8F?VQ9ZRPI;.M569(KG=.<%W&.LMPVK|0T1RWT&.IMPZ4#52|ZZQNtV*1>.'@O1=0BFY&A 5X"3T)E8DN2 4$ZRB+X+MB 9$-\^X#6)R=M:U27.|05L;1 MG:,;L.MS'X9M2>XU1%NT8?[[@#W_1G2FZ8>GN)#"H$&)/)JQC@ZJ*+%02,B=4O"AC|K-\6/7SE\XIM M[#^M=,Y33C*"LI1QALA2$918KD7*>RB&F)5_=-IN;O>U;MW,9J))J0K^USM#J;=A8[>?]Y$MW?P<*\XAFE11P7$E&,"X-X7"+"BP)E@@M1LKC@&>L0-U^$ M%\7[0/_?&&TW'RHX?C S.Q-L8,*!$,@W\]-YJ+>%0B&Y_X5[.%P8R5_63.^ MWJSWCW]L91?S5_+M=T.^;K\F*\72N&2*(9DH&X)7CJ-"HPY[HH::RSPI. MRXL9)UV;7(UU=?SBD3][GW7B,&I9]#)':?N_$-98S%\1AIUI.@S7(N$MG6&8<M@CG.PXN/QG2&R65@IOMB\,O')D6[_O"PK_=F][,&C\WSXQ(KHF*-2J])PAHGMB&EES16)X@)K;1Q;Y08VU\G,G4S4$(YV)\H>;=1W58EUK7;:=DDS+OT7M4K+)&4I*\T9&YLS=IP21/)VU#?,J:;I M=*L@]&=A;B-V9"K:[Z(36Y'F"ZVW45$@BDN.RBRGA2Y92J73+<<0D9EM>4,2F0?O MHAY1: GV!6SITP_:='[[%>>-W/FFV].)+??U_4*YQCS7*4H40E&F*@$D;3 *$[*E,6\ M+ F-(#M&,^V9O^8=2S)XF<4_Y[,G)!B>#&Q[(L#W@I/:A5NHMH7NW2!Q=>K&6ZBWC]MNE. MG_?SG3_WM\CW=_=1737A@:^L^J+|P%41$AD7.D")VEIV@%-&RB)%@99:.WVE= MZ]N(@;R5$>(+>J5 MN@G^W -U?,KWSKY2PCX@_]@:*8XIWN9;\I75Z@/?K+\T7NV;!W6KC8Z],];& M#FJH5UAJ39DJ$;$& /.\0+3(J=G,J,7@RPX?*F-#M% 5^V _$>BO6]QMSX#_T42|R,I&%S8@L M-4-8"XU(%A=(9;70B4@*%H,*S29S-/ ME9O97/0-P*SG(N""S*> 39_@H4C/S]*Q@4,/D *[G#AD+W)5BF.TZ*D&]6* M880920 EA"'-R])-(2LC0U0Q"W=2/0(AV@4-JG5 MUWP&]'6Y(1AUS96B7O,E6_NV%:$WK]KD)Z*4-2SIK+ZX?H9O6U02-X4_# M&_EWPRX_&(W8KK]\W>U-A>_?[AW:=30GA7+VI;<3SG&4;*N#L(%V6!2"HR M) FC.)8])EXK]O '4Y_9VSF,:3TRU*_EM'4//UFF?H[8D2WW[O)PI(=MPNSX M 4T%&#I@-P//;ZMS<_Y9L?3RKQ_PZPC]Q.\-Q4 3?OB;B_7?IQ;WWWK??O$_ M;\N.)WZ_K?=5\[UJ@O^JWC?$;!*?_*@JFZC.QJA5)@A)S+D4J9*5MN;&G%D3 M'B-),5?F-*OC,H><6=U)SVRN+2/1B9.,Z.!+HOTW41_6M__ST%Q.M'GBLFS+#S^8X^N'>+E"??OF2-7,M#??F2%JOA1TENHE:^MGF6HNZ+>O1$QZF2\B8Y21D60L88'D"*Y8,=+_>]+D937I =7\|?]H<-3ZS[VWFZ?OMQVIGM9\Si-V= IFN_E&?5.,W;UE;H5YAJPFDM1T9OS_W#9'5"5!2NF<:QFS!(,N MYJ$,S'X*:-EINE-T;4+?;U''4G3@J6G-U>,*>A8 @NYZ(@/2NBY("R"]<# M/RB"G1& Y!<^*?B!\%S'\[Y]M]T=!F2W74>ZBX)5*1-&,Y:AF,<)PI3E MB%*ED1:*:)X*&[_W:-?HS3W_7B/[]%+SD\=Z9^!%]Y7P7*\R X! ?"'"VDMZ M^(WSF&2A;I*OTEGVAGA,W+.,W]$'/_]JOJV%JH+I<=%@4LN,\0P,6Y$BA6B M!=$HR40F95G@1#GEYU]NS@*!C]671(@U&'G MR=K+ 'D$NB75V,+CXH4#-.5^IK?AZQZI_'<:O29(8W>@YF!NMKW.@/;*$,9-C*__/-FO|: -=#=OV"+[6935B8@=M.EC"4,OY^4F_KJ7LJ9.N-PYH-A6 :>,:(:)1EK% F>PX0\3-S9DB)\Q\@0$S>'7YCDM9PMOZB72)H+%##*B@)ARE/$:1HC%2=8YW&6$>9<;?]DY9G5 MJ[.566+1^S?NY?1)Q1I6I4E"P73(51Y0@?Q%WKTJX1^NM%@)_$4!^G7OES_@MM_,Q*$E&$F84)A<($Y$@0C1%@ALM M2F2B>8XA>Y((Z9G5ZFJK]YOHQ$UT8@>VDP$0=MOCYL$-IKGNW?&[+*QP6R-<M_$")H#PHML!)#G&ZW'"G6Y1/32/TON[!>Y9HG61]7"-O.M=CFZM(L2Y\0 M2DF69%+39+7?[=G&S:QS^9D;\E2Z,"ZX*LU;R M8HZM!6>)N:GM"@8I3'&C#DU2PS'TLR*/3"LZE3]?YZ\5?=*MT=6@PRS%GKM%_.Q[#N8R\D'OXW%1F1Y#GO]"P(0S_"8"T/ !UG;OFL[&=[?S&FW%#=KY4=M1MHT]O^ZVYCGZS:9>65<'%UDF*(X+86MM&&(B31!>8Q)EA4ZRTD,:8,,$9SY M0/+9/A)M3DPT-UAUCXW_B%3#",PJCN+H9O-"H@.S:+\\@^3M, A@(^0]62 3M,TIN40/B*SOO\'#@G&;YSLJ6]B< MP*MTELT/'!/W+=P| %XY_=/#QN5Q#O/;]OJ%Z]YJ\LN5G; M^6&1^AWH1SX);WWTVZZR-;QR\H/#_NOMG:K6@G6)%H1D6I B09DJ WIJ*/MT79G *EAG0PG/TPO%Q'=O;50 M& C\>@AY0P']@NX4!KH(&'%^L!-"Y O]F/PZ<#U?8>;S_LO<=K5E6/>E?9 M$N3ZW;Y2ZR_;%4^8RG5.4%[&-B);,,2S,C"> "IPF1LFZAB;6.([CKW;X6!>1&&6<08PIU?Z.N,Q5ZWO. ,O6^WK M#-!HO:_[2GX&K#_ZZH, ^D#\,O',,)QR*!MZS:&F-2?U35H37M6KQZ?+V[N]MMFP&>G^T-\JH@C"5IGMIL MR=@>J#BBA J4I*JD-"GC#*;X8 YF-@8*+FRJ?LJZ29J.+FQI91:9MKQM+:K MAM@1>2+O;?OYIA]I9M;^J_ =>=C?XI+7+3<1*-,.;EBG/|#.HZ&Y6;$8H838L(HA!P4/83'_E."+ MU^>4$<%#T #F P\N,]4/N!S)H.J]!5:[%5]HWR[E<_^Y0_#;7UK\YO6^\?& M<)XN/E66%UEAP|\9SA".\Q*Q-,\0946!DU(SYE8@M@2S(T M:EAMXJUG_V@%L// 6PDZ;R0"UZHO\O:A+N++OE.8)1Z=:C+WZYS@9\Z'YG' C>,&!VFWO[7319C.]VU2FZ MJ SGAZ2FQY6,<1XGLD0\8Q1AS6T@(-=(QZ+$3 B1\P2RETS@9>XT",L9VFED M>,N&YQZXLZG!!_XB;7R]7MC=LA@=>83M U->C)N97PANF!6?%VFPB0Z 42 + M/(6310UL ,B>V\|02\+3M?[8RFKS^*49 6-6^O5?^X_&)*O77[=?/HJ:]K6 M"HSVRU#?GJ5D4.#)@3:?4OHU4-%UUY@WL.UP@FPX8G+!PPN^(1,"]:G=1MO5*\1I9>+-7+3<1*RT?C$W"%?;^5QD&2#VQS^WU=NRKHTZ=F5L@3L?]R5[HG M9M]+2YXMM9A67!:AKP57/K'P')IW;%TU,PS, MQOIPUTXYL%V&[%<(*EXC'!;9(AJ7""*9\T1DI=*Q 15FSL?JM@N$BSVD\5H1V7DK4$^(F.HC19!@O-&IG_,T(:HM^B/?I'RKR')@S[54N-PW' M&>67'G@SSNB_QTP;9\"#C:UQIPCOIM&1#!M]H6<4"WSDBBGZK)K!&8VY!W)-GOZT&A]V!QPV788(:0%F;F/ 0% M]?$=DF9"@|:+RR[6>75(]Y+U<\/^?EQ9LE[5>T?/Y]WN+_ =-O.HFGDMOZWMZOU>W=6KA,HLYL8'XR]AQAM+$D03E:.,8YZD248)\U8&2@P/!17=^=P">[^" M)SV/>?;ZZ],O<8:Y+ K-4,*E,0B$2L1D5]_"ES'13*A<@PS".8FYCU4\@A.4 M_0(NCH>72=("#QTP0>%'A*NRA'+MSPDLZY\)?%?#,E;[^23_%^UPQJ8Q&-P,A M#\W2/RFAUM_L9>P?6[[>,)0_4O]<,=9B\>5%MKXQ[Q$LL@DPL(V8N!EC'"9 MX4RJ6&49J-NY+R,S*W#5K,]M5-CCW,$3HS<1 ?F>O]H#LPM?]%?W?^]\:\M7Y&,I5@">)6]19SL#F:"E@@H^7-QI^E,2!85PW@<Y/4F-L'M!M75M[S>5TSLM5X4J)2LQ08Q@8P=QIA"AF%$ON*. MV1>P56>V"T_O CNN(LM6]*W^SZAM/MECS7C5^X?*L2&%!X;#9F)>^&#FPA.YMP,WM_!'Q2BX!DEHL^<0/@GYRBN<*OMUQ^/[]UC@S31^DU[OM-V/#;(55D_K> MY(9]KM9?OJAJE>J8RJQ-$1&:(IRE,6*"Y*B(\S0VGDBN8=C$ M23.>Y\#+35>9TN8I=OQF^ X0^SFFLP#',SFA,/,H]<-5/Q@/6Z<"2_(;Q;]N^ ML#;; M QMT?%20EHJP1GM-QO&#J:75-[<*_R-^Q_[?GN(//XBD;UXKPG*L'$;-2 M&I7#7#)$8HJ15"JC.54)20L/O0,QL8Q.'EB*?CHP]:,M93K&ZT\A_!YKX*$> M .C===#L\DIXYYB'1\QF^ 4A%CXIXY%*,/A(@1_+%E;1\\ M)>W$>FLR/E;J;OUP9PQ"\]&Z?K#3=5[OZGW]F[JO8A%36E*!=!$;,T-)@;C(ME/E#89Y)EM,D\? Y)K*UC/!Q=D[N\1D=&(U^ZEC]N=E1VV0I@ Q1S 3XQ=>,,U2T #5LT+1CF\H1L.??@O"Q^6T&M,LOZRM7>NUL!=`K1.VWGYIDD+6GNLOR8]BP+PDR/;\1)B4##%5M5MW+7E,"..=C#'S*L\^?VMAHPD=6{1_-2]O63#1UX\=T9%VH3*58H3Q)2X1C;5.WBQOQ M39,DT1DU_CZHM\(P9D5KB,?-?2C/@,NR](V9$_G*& M%ZZ#P+DI?B@P8$I_L4KL=:7D>M^.">O*"Z*?/BD#<\TV/P=-[1X5.5Q2]W52 M2Z=SCP]\(0%[_)F)->2O'NKU5M7U[^]+_6O=M#1>9RDDAIU5YG-ALH5XM+> MDY0)EI*6MN473.<'ZBT8$]J-.+&V9EPA@MXQO)>P+'A2*(.ZE17%"5 MJ 1KS$"C&H,AYA,.G0\F-ZL83'A@2--1;O^J_"%Y0A?H7Z3U,K7Z0V)?+=L?`M?,BCR-O\LWV]?`M?ZOD/ZLNP.1:P^*Y_LRZW':TMKFYD(RY,*FJEK>>;)^&]_NED3KP8;"M9=1\?SSL*GBK0"%5:%PJC MK""VU5{)$BJ9-R|5N?/C6S+7W[755B7:NV),_=@WPFVKA?Z"\5,)+66 A'L4#NV64) MO)RN9TLMYD1=%]'O(%WYQ-21B8>1V)_9]W9 X^U6'H,!'\(P3OM?R3.B2UP@MF9,$827L+1=5QM$!9,*DSCELPJLG'PMFN!W'N!Q&NB&E3=YIC[> (POA;\,Q M0C0_QL#8T7SP3A@IZ 5.\&F!,"Y>;!"@%U379_SY+1>]YO+MW?UF|ZA4=W/8M(]S*TY+PF&$4I[$VUHY11 @VUHXKAH4YT8DBA07W(>1GC_7?"E$]&-6[9X]F MD4VC=[NF,E!U3$5<;95>0R_]0"'[&;&Y@(-9KBNUE0=6HD.&0(^9.2LKQR&8MK;!R@/0+UU.6.@S)>5NFPAF^ZW9N'JDV^;]7;'9Z.,\VNEX9V(G-MCL*,'R-M)<-IK;7LNQ&Q?-(L'LNR83DNN-2"R?6/1?A/*GN[-3.D2?=5KM;C-2&?.L M58(S5=3LO*I_-#=(%;GD99P1*E0,,P-]A=K,2M7V';Z01*+3K_D:8&Z[;# 8 MJW/V$8$9"HZ=1 S;*_D:K1=HB#PB|N6NQV,/36QM;).D7K,]>M2[]KFR6VF: MEXFVM<4),I-4[:98$](>[8Y/D?+ M3;/#8!3:R_Q_?L<7Y4L=*/CW7.$8Y+BGA<:.$1IHF.2EIP*4'001GYF M93\PTQR33^P<@E:]]S2G'ITA\'8S#?.A"#,7@0$$&Q(_' (9%R#Q10V.'S#/ MC9#G*KY)N6:-MK%JW>8#G0IQ6)XHP5(4IV5]C%";&?M#$Y1FG',FTD)08!;^ M=6*SA^CZI/C4@UQQT'8#E#%29]F.2:HX 8@.G.H2L83E*$VR!(LTI04!G;+_M.4U$ZL/TR%!;+^OUOQAWQPT|CM;MM/T./(L7QK T?$+>)@@Z,)O:TKF9@(5'-M N^8F,&R=Z\26CAU=TS@\[S=T2=\;S>^]7K?9$^L"ID)'O,.*I_)M)YQ/[\((IYUO=_4]D%]4F+W9,NV<G0)FO8=W\DU&F M),$$$X(4I;,GH4P1S^W%(,ZD)U9SSHFHAX7-]&!CZC/R/1I M/1@FCPJ&6Y@[D&GB_"S56@'UZ8/1E$]J;!4M@,HCYS+LB"?8=IP3R)3R9 M6-2WF ,4E0Z;S?NM7'],RP>VJ6%UNI>>G3L#;,,)>C0!90^7*Y!SW M*:,*^/^9[(%KE(=DL6O&.+2@LN51 R(\Z0P8NA5C)R3>$8Q/GOK^C%G%M4&0X)3332.4J09BG"2*IIB@G&F-,TM3\"=GUGQ.86:L.Y")+SZM5Q1DB;MOO M%#EAJ@42$;Q;7I,CT#YXMORB.]PX[9[O75<_YYV*:\|8G]GWT_7@\49%D)E* M%,>H-"ZU\;+M)9[MH]>4@B2XE+3(G3]U.M":6?5;RDUY2_^&V_,2:@@SUU!W M$"2@H6|/$'R2Y,?$"Y<3?Y72TBGP8R)?R'@??23$W!';U]/IZK&261QSB0ND M!$_M/!&.6%]F***>R%&G&TYB|@.I"L2 M$TID3E#*$VF':?V%$8Z4192G.RE+*O)"@W-U!86<++9OOVU.0.EQ_T0)*32$0L MLARCN+3)88BK6B.6%'1'F:IDH+9;9WOZZ-0U1G-@<!"IKV-Y>2R/RSQ5PP=3,(MP9&"V84@(/GW@701.G0_R$&.+\,7T@6&J_TAG1!V/<4_C6+_IO9OOXO-@[TC M/:0$KZ3D@F2)0IG2YC@O2XR82F*4"%D8AT$G0A'8<7Z/)MHD;<1'G$BLA4J>3Z^7E9]YM&H*1H1A9DL!:8%< M&5:YZ6+"M&T."=VG'4Z3U&^F(51BT!#"ZP(-C:[\|-!B P6O,]P'&$CPJ0GA-MKM>[N!MUFT[^9G?'UMN5))P3G:4H93@U#]NPJ6ESA?)*I:*\"]*7X##7&9E% MPEL]JM%?+5W@6?8*1H!HUB3)?+)&@(E=790H9M#HGLGRPZJ@%X-4US_M MIZ"_K+?@VX'[KQCPK9A>FP2$-).XQ(7_BF=);.HB>; >WMH.HB5PG' MG"!,;?6B*ACB014HSW1),"U2:ECP:C0:D,NYH|/7^N=W87_?)K,AWY-C!/NE MT0=&O"_UMS^5>]P<7H!L6EF\9O?K/=M8%IO_^(>F(&1XBON$/K45(/B\BVU(M'E^HQ^T.,%_O@#L'L1#¥.WIL69N4,NA4ZF[]<+?BN51)H@3"L3!_,$H1*11% M/"OS(BZPT!DH,V^,X-(9/3T.HHZ%*?D\%Q!T,YDA<8%9OTF03,SON2[G+(D^_M%\B]8,//=>&'4W\&GH-'3F\?C'OX?]MWU5UK=8Y]=:@L-"4.*6+CIW%!$9XG3KTUGB\\MS%I2 $O*LZ$'[894T0"V@E':9Q5Y!KKM0_NX>::WAYN_G?;OL~46495K0AS4X^KO/6.=N^T76^O^T;RDK\;]/\52;>SF M_5[=U2L64R;L-AQS&;?:0F6ID5:IT"4O28H%*.PY3G-F13I0[@?M@3%0!]P<MPZ%AT0!&1UQ9*E'%R"}_K(<1 T+(2.F[@*:"'IXZ4%PVCNH.P5E(%? HS"0T M/;FKQ]6;MRL^]TY,P*_8^WGWZ]M_>V?;CK<$W181?W8AVG@&.?.ZG7.[$!=O?A5GFZOYSTIK?4(FIQSOKA6W_A M-Q[GRS1.RML[>PDDVT34]x:=[7[]37TT[Z)SBZA*.LD)-5_W6)D_,I)H9]_C M8Z)%3JA.7.OQ"QGAR&00]ZF$?YWP|M9\OCDG9M)YCMFWNVENNM.":.;CMG8Z?-/]PK*=AFLT]E5H1G C%&;6S>G AX:.M$BZ#M" Y M%T[=7B?P,/=Y^\B5,6\)XBNRC-DL;UK-]&!.5NOTK(76?X QL/$)3B#OVA-M!9[]?WQ4 49Z?G0]0Y!/4)X,+Q=?W MC*C-%>|OO1R>_[STW]1^Q0B5QD=6B!8Z15ASC(R?7"+!,"MP24M>@'H408#O O M]Z M74DO?^\++!.7B'3!T#<\4O\OY*"<:KQY/"^D2!HHQ]<>F%++>&T;O[IH_RH<7E MG[N-6<8F(=1^4]L\IR+-,46& W/L+Z5&),$:J2(C99&+0FO8+)+Y>9[9Z%U-M_^MW'N:/4?]$QVPU*$WBP]:7IM1D\'-7W3@!F%"WPMW"SM# .:R80;ZGVTX M_IY?S?]>X7F)RR$?*DMQ 8Z7S5E<[A6<93 N2'K"H+!/ZN";RSM)0'>L3H Z6BK@\(#-+43D?$;AN4D:,BA6,,$EQ^.Y03 Q2%9;D_"$Y!> M/]P]6"OS3;W5VEB==MD/^E;N&F/4E3C2.)$IPPK))%/&-%!NRT URC+9%)B5 MN=M 4W>2,YN&$Q-1R\5-]]6WA\$#)\R40">PQ9B'11@%B(00* T*9C,$Q*H M' DMEEH%$[R?= 5\]TKM!<;6,Z7FCVO^^WS85KL=IRVV#%,,_I;S'TAH)?72*L M"4-(QGF<;(K3\(#2.]W\SAZ^[^Q$Q\6AKZCM!]XQ$OW4L0+LEN8{JVO /C18 MT%\|"P\0O00L8,%YYV(+AR6AP\0'1 '/0W/#"Z_=}]=9V^28G[;J;W,. ML7EYQDZ9SVS-CZ*)O!Q+=)+_ %1"(B-4-YK#'FK(SC0KEFAGAQ M,+-Q:7FR{OF!J^;GR# 6G3B+GK#F503E|_^PY5D$5* O\V/CZ9X-,CNN?KD@ M<^$+2@J9A,U 2HC?NHLEA$P2NY\,,FTA/P_R-:N_WFZE_8_-//S&-O9YMYTO M?']CJG*9EV62OPK9MLB,<0X%JA(>4I(,OZO! W;<*(Z=]3*$,],;9@?>FS< M1-UXY\>,$0RL[MB"]K<+R ,,\?JLL,8+[5AO7H9F(;QY8\4)S*6F!\1B1#'+D$R31"6T M--;*J2HR "S>S]^P!B9Y; ,'&V>G',DH,7XV:-%H(;9MK\AG.I{CWSB.Z+*M+W(G.ZGG/S PIHOOC9M8O?I):==&7OFWW19.VY3HHP9_E@=I6W;0T;M7<8PU MY4RA(K'M,D5&$4F2'.F2%+K@.2$4-)'-B>I2P8V|MWCXB;J^#C8..:!CYH8H M/+((@&$Z>=P7^$'E?%#B)'/B>8)CFBUP3.,%PI9;]6&8X;#3T']5K!GG:EM M.VC]LT=FUNN.TG^Y,>US<8;U:)3G6$/&G,\W46 MT8DK5!^^]=+^[3FLX7 C_\NNKE^S[GK4N\]F$Q^:1I>\R$F:(''9DB7!>8L3C MN$1%7*1%$I.89TY778[T9E:64]Z(O1\]H3_:8-@+/[>-+R J,,6;! A\R(,: MF*&F/8QO6W;L@%OH9_,?'!_S4WZS1;8[9Y,8W&8 WS[LO^X]V_AT)7%*M<@I MXD3:]J0L0XPE#(D$8Y8H\ZOWXV" M=Y-QD!*/T)L49UW$_RYRCL^-:%%QY:7DK^ M_TW]W?RJ7BFM4USB%&EE[GHL18YHK%>9A"<6"2>@_]HG.4.6=PS3G3Y A]GM<"X6^;@_#;,C4]U7;[?]I?[OJ[9VJOM@!IM7N[_U76ZO(MH^K+&%)*I@PQX6, M(4RUS8QC">*T2(E629X43A.D1NC,,"E:RM&!=-32CCKB;J9A#*EA6Q!0?ICR M>XKNK.R.@@VGNBRT*D$31P9HS:RJ++>6;J*%]$_6H M^YWGAU!SV[X#80%3VPDPP/L;CPL8JJ_Q *5E^QF/BWS6Q]CA$7@H^K?=]A]F M]2[^-UU_XF/KB&*$>7VEFS34,H' ,IO7VY;G-HJ?K=5VWU7QDU*DC$>YVUZ,<G_M-E&!&>*9$&F<8*$4,>,BU3F=IO;YKE'HIZSD2\#Y+,Y3A8;Z"V#)0;OMH,2 M!=IG+]-8=(<=%//YWCK\X1"Q\(^L^E#]OK>UW4UHR)RAFP/TBO,F.U<@36F*M<%((1)D02/"4Q04G.]&@<(:IN9!>/C=^S*OIF.9@2$[*HD]L/ 0T$V/DA@7S ME8I:)KK>8(:--B@V5[Q\3.Y9XN97B;Y@_'P,B,$X^NC3<%_\|MBS%L?IMTM9 MZ(ZN^.A",ZQ_B7YD&/CIV\^]E'-W3WPJ&HF^(^@D:KI%I7QF] M)NXGF$H2]),2'Z_&2YA8/.ET0YCS5?M_)2O&MF.#-7]KFKRM9OM]74]F>CU3]H5+I.D9+5]8630)141)C5*998)) MG1/BE$?M2&%9170"PDWK#5]WL&,DLIQ)6\81E>%# .:.EX9.PL5#<G9.+@9) MP^LOK-I.PI[KNMMCOK7SS8@&FY1B;]IL-;[M669[^6.'R[S,.":(:V1V4H98 MR162]=1%@G.M,"AQ[#IF56^1S@Z4&XZLWE,0QC R^T\'.8%F&[V_N\1X3XF M6["R[]N$%]YE'Q/XO(:[]D_1,;GX,;)]&:S^]O./K!UJ[]4K:IO]N["K_^O MO2_KD1M)TGR?7\&'Q6X5$+[@X3Q\&AA 9ZTP*BFA8P8-/03\3$5W)",[&*F] M[%^_[CSBR B2;AY.IG]QW5D9%N9A1C=S.V*;9CF!2HHEPB3F"$FP@:)).M,P@E$PDE!.@VU;HQ,K]^\;JFNR.-<>@ MMA7(=G,.-W0PBS 5.F"3 8'!D_&P(CFK&8& \-2@@.XU3756PY3^=XD4"0IM%U&.*2(QT7YV.'I=2"5,6] M>_.-D\9FS-"\)=IZ-?>$JU^{)^KV5U:ZM:33CBI8J+F14) KE MU'1RX0@C*O1/-.(A20H:QTPN=QN]<[#3J0LT0{JUIV3]\G44#XT6#%%HZ^-S M9.Q4[$IY87H&%-6A>W&O,-Y.%9]3F+DO<;^(YTV(^R|U_)ZM;LN56G%:[E|L M&]/5/;16LCH<=$1,1$I*A3*A]'>,<>T)\T@@&8LX"P6FBH$.B>W(3OW].S-1M'+@(.C;LSDBN0=7RD^D=*^"GU =,*L2&I?7UN[HO-+Z^4P G'VM87<{)H#1 M-;F7K;HCZ)>T6O'WJU*<TSN%;JFWP2(3>8]PBDSSD2\'-,.2 QGOK*X[*]!YXJ! MV14/DYLZ9MX2/^1)+(*:@849OV8Z8VF?\=6:5M7"!)#7#\(HRY<_-LU?!K_+ MW?>-"+X9?H.:86@RV3#8=C;%X3 R/J,Z,$3TZO \96A-DQLWE0U^\'/8A4FA.$96BJLB*%%,FY*F(6"[O3MR$B M4\??C\DV:[#+)*4^A(:UWY?2TEX3&#G M8Z,4)U;3?>.LEO*B^R$X\.#65:P?0[LOMU=D8(I\%2C.?<1&\?7<0ZR?WK/T M#QL5OZ]WV/B-\.$BOVE;\K&L2\!^WXC:KZ@G+!1)!+^^6"$>Q7J;'[(84<4S ME*F4*T4(IQ%DNMD *:NW^:I19H9XH#6ZIW>U]T1??O)%7U8#:OYM:((*?:4 MXMJ/XO @MMNP#0?Q07,T1@0;F)31=^=LLS!&6#^>=C%VZ75;CWIXX'L' .6.Y M>\&*#YKUY@_+^)*2*XSA&H2C,9.8H,4DZF39 "4T+QL.H '5V&:4XU],#85[B .N=P]2388?#!PW&?J#G?#G\QXLM[W/L\&H&J9K\ ;W\+LMJ!4,V8Q%-A\BWFZU&/7[:TK"BO% '-8 MG>9YV!FYYW^*,.OXS \0WA%W4GO]-=*=ALEY^^],"O19V!YI]5T]^Z*9M:%_ MZ/ZN39$O+.O?:$ M_ _F@#+R7-,Z' $;&.'ANJ*;46RHM9[Z,DV5#$F8(1FUXXP)#A%)PAP561+G M292**,X@R;0GJX-,%SR-]HNY)6C## &M*<-,T2D6=M;%64*8P>AL1$O(G^Y? MY-^3,1^N;N&?4X3=-0LA1CYIN>J3Y'+UP^2Z_|,5FYUE2'^]QHJ?^U M+0L4(TB@A<;8?E]:7 /5JE'5>5A4<^4>3R*PNY/BHS0?FM'8^1!5-A-]&6>$!"B,4!;G(<*A:?I-H@C%6O%%%,;Z?Z"8\Q"QB17|4 BE/?UZ MV'=-/?C6T7>M^KJ$FYUJ^T(#IM]7 .%>(C8@H>^"L4NDGJ=\;$#HWF*RH7M<@M P-L!VI3_M JH_?7S4|*

[,YY3KUXG";RX,V8E6JHP$<*4M?!0:SQF<8I8G(5(MJ!RS(HU9@6-8*,".\.2./S.-#3H^%L&>D^# 2CT8^&%@^WD=M+;^O'_H-Z[M#ZP"7COZOP:H,.H#>6P#D4 IK+
[&WVE@+DC,7R]J#<%X] M"[C7?=-QL#A-8X0PS2*:R@R%/%0(Q[%$+,HIBG!4"%JDE!6@T207:$SM0[3= M4(>.D;WW>I\Q'BJH1=[/U&/_.Z%=6*/9BH?/7R_A$$'_OY!_EN
\&A+_3/4NZ"X<'8'7,#QB&&? M$&%R*#[(/XY*]+>;4O_(Z^!(5>=Q9H1JJX-#) 33!@BGV@);8#2N ASQN(L MRT&#RT'4ISZ../!2A]C--,[C7A,G_#BER<*PMCRCF I!IY,+
]3G'2U%/>K\ MZ[TP[6I]Y\|ZB>SK\ )$>]XC#1=8S@XZG!:Y+N?V;K4[O/4)37%(M%V1A!*$ MP*,;!(QXKF269%@B0OLDC%[3&1B0[)/E^QH.AF+B^C8V81K98:I/EA1'ME[=
MUEE"+^G:G$)__BYE&\Y<*B4BH11&19)SA!,SFCA**1)1*&E.$JQW"Q"=O8*7 MB56[3@>"Z?$UP-JI^TQPP:S"@:G@A*N@8RLX\.7/4GB PI-!N8:36>V.!\B> MFBH]U":V *UB4C#
[AFV/5QA@EL4= 8=Y M&"/273$)HV_EF6=@C AX/OUB[;'$MSO^A$WIR&MN_&FVJWNM/OX12_8=I;* M0Q6I/"
(HB[/$M,OGVC=@J>D%FE*IF/YGD&]@0W1B=6Y8:,_M.@^ZXV(1&#X< M>^-;(6JWP?"-$TS?O4 $+](%R.RK4->&Y+S%N@ 0S@IV(?8#C$^&XV9D$ M7VC
3,$50+BD.HQ*Z"_%H9_4W*D-HT)?2&D8O\=-P=_+JI+RX[TT9?_E;=W8 MITN4>+RACW7PX_6#_*NDV[?ZI5DJ+"5/!4$TE3G"-&>(2QR0!)6\#:,^W\3CE91&<<-,5
M%CMN0RPP!NY*_"('C$\H)36I0X^,&CYS$&J%H?\4;P=4?&]L+"@_SS['I+> M;0]@"7BWTYNMO-??+=DL5-%2;,S93U.(7,]0>#QLW7,2YZ3("R2RQ$PZ2!)$ M99&@-
,22,9FE5%J=PT)3VR%6E8Z!6EFX#6GCDV"4_"M82@ >T1@B(?MT)3 MP8Q0AYD\QJQFI"UBGQ$S^_:K4V'GUI/5+X:@=JTN0 ST< 4M-UMC5Q"EOWJ]2GCJ#_RU7M]]W
M4KSXH?_V5H@E-E&FXWWC=R:WI'+)!615+%$(HRHUM@T1)2:;HPAX6&2A)G* M8+EE0 :FSCM[&@+I. I:EH*.I]H=600M6\"\-"CJ=C9@2BQA!L(]C/!\-TX"-]O-#[UE$2\?
OU:F,/CMJJ3:>2QO M7YB005-\RF4A8ASK[43(D4QQT/!9>](@ P5OIF5Z?7+3 M]>*7!\U!L"I_#>Y;IDQ1BNH8"NB>(YAM H!L9Y6F@0YFCPQJ=:^0FR.L?OG:
M(;CG)7@QCAK8%,$!\&2$ (1G-3]P0)X:'H<5''-JZAY1;RFO8^1U_CB68<9E M'B$>J@CAK,#:9^$%4GDNDS!AJ10)*(/FC,34^3)-WZN.HENW^G-<[*S!==+"
MM!XH*#R_I5<67]DLYP3FS5WI%? L4Z7_RFL=DTU5O:+;[:/:;/\P)5'O]S-2 M21'JKSDA*"8A-IJ8HX)E'!58B*3@><8+4/-?"YKSN1^:A>"$ARMFS=J "74Q
MO$#D[%4XHG.%&S$JKW?/H9_B,SD+HQ#T^P?CM[HFJW^2MRO3:*SD,#T&"NF0ZZ#J9;DPI2P?ME\V)0W195M1:PTUG[&UP/V^ZWDC?I
M%/KGM6R;T[^XVVQWJW\VQ\@L2EG(>(A"(3*$\SA#E"8"J3#.DB)EF),<=OHV M3G3RX[@#"XM@ST1]['S,!O18S@)-VW,ZOQA!#^ZNA,?A ,]>7F\G>A8D9S[B MLP?
A_,P/<*^;L:C[<-]L-VJU6R8DDVDJ$I2)3/O4#.O]"=FQ#:;\;-?ZWIO*6K[7_1 M]8-5T[B!VR>V%X9.4!,*:&7:K]8S8K^7=YQ^1V&?/8=&/"**:I
M0EC$&!$11RC,)&.9"*54L/X)P_2F/@INJ0?GP[N!Y\$CL-E]G3V" 5/6 1R" M;PUQG^?&=F+Z.D0>H3;OB;*=Z&?'RY:W.>H\O5]I=W/U3RGJ!K&4[UYMJMU)
M=$=2FX$A[]9\.FCN\]BRZ:B5>IYUV M%SN.?6SG>'Q4;0]W^5EN?ZQ,'T2ZE2]I92S!T5CF=?W(]$\?E:DUOBV-K;B1 MV]5&&$M1'14 JY3DE!.4X3C7.BTH*N),
(!*GC$B29Y2!0G:3<3JU73B:E%*S MBICA]?2\V*EGP73/SFYG\5,\$9BU:AY S5K0-NH(7FRWICM88[S;!R'J6.+1 MY[#KA-!.M)FF2&]R0'W-V)R,SWD'=$X-
]]ETS\D)PF.@GV35S1PUX9\Z]TR M_GGAUHEMZ1'%X+4T4[=696- #0/_;A__O"3U>.SS2H%AIFI85F\Y^"-R.44_ M+ZTW6^1S0)CCJ.?090ZM4;IVTNK-/QY6N\?/DC]LZ[J9=^7-
=O5#4U@__A^Y MKO6;EH_+.,6TX$IJ%XS+:K>62\F*A+-(.ZF"$(1S M(1 3:8YR)ID,8T6E7;?.2XM/;'!K&N8-C^)?V*]!1]V^V.$,C&&#>:V(,(,(ME0Y4Y= GAE.%P]EBLU4W](EQ7-
G0>XWC6<_3$Z27CZ:7=KV35BIAA901(DQK M$(XSC%@<4I3PF-"?EI3G^V<'V,V/=Y=2GT'$+,\RO&#_ (QPT" M^,G-N'"^3FP&*,U[4C,N\MD)C<4MK@I]=[_I!;MK'7XU,2D)?
VF!#@W34$@\I07 3_(_S?81@% M]W0;_##D%T&>+L(P-+^"RH1@JH ^[+YOMB;.\I<@C1=AD2SR)*ZC@6FTB J\ M2 O<7;PRTT;$(M _WS=M5M>/?
PEPOL!AHA3UA!;ATVQ<%L>;K7BR_,P&XK)P MYU:AYSKXQOAUZV>]7>GU[G9OMMO-]M5FNS7OZ*9\NZ:W2ZGWQ(1C@F269J;' MM$!$KX,DCK#
(!">9M)K\;4=NXB]\QT#7NX:NFV3B^N]J=H(#/\$WPY'E=]\2 MS?&]ME^,8#KL%1[0UMQ>:J?-NL7RLVW?[44]WM #[H('-]UKKL-%=W4/-/B
M=%7RYECL*"2]46Q3BN]2W$K]7?N#FA.UW5+D*LW",$=9CDW1!E9Z Q%BQ+5O M((HTC#)B=0+LB9^)#.K,S\#MY"KAV?A)_SJ$:V!B*P/*K,%:3U"IO-]GFC=MK.RC=_\O6#J-
MZ_N-AM36=/F^V&RZKRC"W#%4J>90HE&F? M'F&>,<14&B&>Q")A29$6&&0%/? T?3Y1S6&]^1,"F&&SP?V=M9O9D1A)O $ MS"/V#L.D.@Z#7_8\!AV39F?8LED7B'@LT_:
(FB=CZ8.C62VF1PB?FDV?2U_7 MB>(+_;.9X53/55N+22>8&2Y:;M:J]T4].VJ7.WD^]4/H_<[_:3-/+MF^??[OKNT"$4FHQCE0GMNN @S1-,H M1 FG*L681X)8G4I B$ZLO
T+J.8A.#"QGS3WWK6/L16@=KKM&R:8IOM "*SZ M$)$]&0(KDK.:!0@(3XT$Z-ZI1YSL Q"A+!2))$7:SU$(9U2@(E,Y2N((\Y"G MBA4Y+-\!SL3D&1%O+\PUL:R;N
):.U,R+5PPP^(PZ&22&(\[)K//GF>6(X[M0.ZS4#S%;%YM2JW#]7!>,Y#N@Q;X0>^=RMTRQV&$$Z6W,9Q1A$/M=9 P31#' MF-*BE-
GS[9T0V:68<'TN#DR1ZL[&R+%P1@)L1)>)>TR6'!_"5- M]M"9.V5R6-P+"9,C-WC*?SYLG*,,,U)0@G*5)0@3GB*&8XXH+6*.TXQ09C7Z M>IS4].I[UL3)V><8 ,Q:A3W
-9A)P2NSWZ>RI,8(/2\N<^C7H/%'6ZJ?+/= MMYO=+J2Q1F5>%?%!'8 Q%6[? (S90)^$J6!R83@22+M17(]6>:DJ) >122+,L*D43$;7;R,9F)5?]H(+"A MNNA2F(%.00]$=BI^O>
PO8;+?,70XTLB>9]S?$+DF48;7Q*T?YKQQ:L=Y[A\ MN;O]O;Q?F2QL^(35O@4FUKMFMLF7U9UY#7__Y7!1_6/.\20Y3 MO"&AIYB7.B:A^X"7BZO..^)E2+"S(2^#%_O*G>T=5?
Y:^\S53KMN1"GMPV81 MBE*1ZXVSR%"A0@UPRA)28,)$"!K]XL##Q'I].0'U\,$Q\PA/^%H$'6?7IN6. MPV_W.9X85)C)F)/#QF_UHA,E@X\SL$SYPI;0S2>2&R_U%73:^K* [':Z:]1
M]:Y)%A O'W8?-KN_RMT-78EE7HA"8CZ!C)& /NT"S$CS*76"8<1IG,XZMG7&: C&81?($ENM\&VO) M_0ZY&2?[')-NK,'H&7=C?[^#:W)[N[LIJ_*%^%OU^0=_5>W:06ZVGDG/_5,
[M)K>W6WEK3K9N9%F9W)=#C7\5M%WKZSH]@)O2!X6%E^(!!:"38@V Q[EV-J*Z M>2M]B\[GK(R(=>*KC%U[[:B;WS8;\<=JO:Y'>2Q9E(D<8XJX2?G'B<*($4F1
M#&D8IS$E6<'=!M6'S9VGV,/$L.TTUK8*T:P7!3%^P"5 M4RK/-/[DHJC]PTLN7^Y\S*;W];O'&_U\=R]*81I_UP7 -YOUBC\>0EDD(V'* MP@3E2A*$24(1R6.,9,)E3+C
10@:)V5+>/I#MYJ-15 S4B>2[%G1?UDS$WQK M?[<)CET'L_5QG'?PP*=RGG%S.:@#@>#OO,Z.[-S'=B P+IS>P>YW,S?O5Y2M MUG41SZNV?B3-11+&H4
B$HEI_!^A@C*.:)XG+(HP45@;EHWV$^P,RSD)D G9 M$[)6A2_FEJ"M:@C6!_(PW!&CMC<)W ,+4_HK4(7OFNI>F7Q)/N7B PJY;V M"_A4'P>N]%[#?
SQ>MNW[\4'K^Y<_Y/J'_'U3[KY72Y[J+7K,""*42'-F(!#! M*49)'L51$2L4)VQF(^ MW&&&91#R9BPDW^E_.F9R$?Q5TFWPL?30L-(O/M-W';!AYF?I1P #M"I +(J
MO/]RG1KQ^T:LU*H9 ?FNY%OS=^_*3ZO;[[N/ZJNV*JV1?ER&*@YS%1+$$IHA M;0P3,\=(H)QE(2T2F8DDLFVU#",]L2FLF0GNCKA9!*N6'],R;&LX,LEX#_K/ MW=X', T-
B/.PD9L6/>!.Z><"SK[)\70 NO4S]@PDJ(6Q&Q8#W8J!"\[6F-A- MT.,>Q(XK.(:2+_K/?1[??EXN*1-<*LS<)JY=N_*:K>M7\6F/=:7[[3\>&^6 MJ'XSS9#-
N+MZRN\R5XIB5F0H3,P0]8(J;=>3'.E?2J2QS' $JE2;B_&)OPJ] M<]2/6^ZRQ^!BJV,CSB)H! J.)&HZQ 4[+5/0"K4(&K'JYI2U8,"P^ESOB66< M_B=\^K"OVG&;Y?$'_W*.!P_8ICY*?
@ZLYB+[7D/069^&&>G*G/3=VTO?=^F M:7]4'S8[66E6Z@/"E.IU(0]@LEF5]DBZ^0%I' M7Z9G95E(8UG.J%I;F0-ULZ^KZ00F;ES\K"PY^V01ZZ'QQ)>;:58[=Y27F]]#\GV^_9\1_C
M^\3$S:N_#AN0$V\K[(#;/KK$;(ZZK3#'KKGU/7#3]JX4#[S>)YF#8XU;U.84 M4D5#)J,,13)2"'/*$(UH@M*VWM16;< M8OF0%V:I+HDZGE=I+[.]9?(ANYM% CUND $:DVG
\/3>.IO!&6/^V-",7NOJ M_/R0Y8.LEGHCE D18T0)P0@3E2**>8$B3!,<%2(G(2@:URT\L2%I$D1:8E ' MIA7=UF&!"P1U4!H*/KV14YZ]>1_MLC-[&Z?"G'L73_Y]XG%
[QV&+ZBB9D_$D MR5B,LLQ,AN41044<:FV2J2HR'IHL+%B#HRLY@KRP3JV03-]9TTZ\+W(]T:B] M'OSMM'E&3-VCP!>'[4V2[^D)CKGG[?
5P\W,.W!N&SGGBWLBR<+_CS>>;&RW[M;KMB#W6TE3V^N;M?;QZE_E;*B. \XB&*.389I:9]6Q9&2+*4$TSEEF%>W$.&5Z+H F4[F5JQD',E/$'>3?L[.#/]L3=8SR.F7[# M#]OV,
<^7W^>_^W/G]D%8_M?(ZW-X"-YR^EQHPV-7=3-D?L39JMQTO=5D4\C4 M'IL62K)8D@+14!7:68PE(B+'"..<*OU_;+E+!5&=^B-B^ B.&3%&8<]*T/+B M&H8'&LG?
^"XBS)$I&#)M7; MD9W8KNZ9.-E^GVA!"S5L0VV)J=V6V#]27@\N%UTQO[_-*$QB3]M)2Z*S;@AA M0#S=T@'O_MFJ"M]NMDJN=J:(O2T8BV.:LR@W#32MD%9ZB04:K_2,
(DB452 M8.Y0MS&C"%9:>G4IR'R5AGL!?[YBP_/79^((Q$1OPT]><@AY WZBJL/>9_'< MP0D'SO\U8A3NCV2^\L-^%MP^CB\?
JE4IJ^H%UY2K5I@X\MAR9PMKA!F]M5V/W,W27!V"YHYL65N#. M;!)$KV@9#<;$>SMI>PZ>J=4T&*+^-M3PI>#C&U[_$*+ZN-6;F^V;K9DP*SZ6
M;_ZQ>WSQQU94'W;F[_^H/JDUWVD>ONS69A>E=SZO?FS%7[>P20\>2$ULP5ZO M?JR$+$5ELL\:!^8P\)BN1&"Z43:N3KU'K()RLVLN_&-5F='I:MUT4=3^37/6 M?
N)0*;WLJ\T/:2:HF,Z*]J,E?#RF80/X#$\(9@SG?CB>QUYXQ-9I0H8/^K,- MT_ (UO'<#9_+7CU-*@!L9+@"/1V.T6_2%X_ M-? $O9:-XQ">QXI2L.C^QP..T'VNH8!V< R, K1<
%XO\;H]ZG^[JCA=FP_< M6_TWU9(5219')$,)HQ+A-(P0R9A":1SC*"D$B9/$MEZBA\;4N[:6:M"0;3[> M-6'[:HD^=(9-@2>9@4H/%Q=4*S$BD%.M1-^:L]5*C
AU7"LQ=BD\'ZU3[VU3 MFTY+H;]M>KMY1S7?&[9>W=8[T$.H(I(D3UDAD6FX@# C!+%0 MV&&7E@8E/K6R=I^LEI]ZKLT11\&!);LJY^O1'M;QJ3%T_.+_//#9I[!-":-;
M)IMW.$$9;:YX#"2V@9><+;_-5=CC-#?G-5R=-;8[' !^H'?R]>:.KLIE&N:$ MUZEMD4P0YI(@PHH"A3%E0J8YU8X;;+[[94*3VV*V.SJS7P2&M,78\ U)
(Z">_@*PU+YLTUZB$SLR/YG+8/6V,3Z@89T3(L M!&=A$ND-E!((9UPA1A*,2,ISF618" 4:K?AD_;G/U3I]]31>8-3C*126IV#N M @)/N"QE@Y]979; UWG4D]7G/6NZ+-K9.5+/97-,-
ZN])GWM4E#MRH0R0B3/ MM>85D4"%Z;Y+5$R3E H69GBZJ68=&Q,KJ-LTL\9OU_=,.<1L_R#L]'YZ>&'F MX8JA98/(3CRU["DPSS*M;,_$3SRE["E0UTTG.UO-/4K:9/2]*<5KNI-
+3K%(M"I6@(DERA&6&49'&.2)<8ES$1,K8JIZEE\)<$=*&:*"I!H8L/#YZBHM]=-19 M6L?8J*V@3I'1B\)<%1<]77'VJ.A%@2[%1"]?>$WWF/TQ7WW*MQ]?U;6R>_T@ MES2-,
(]9C%BN0H05)8AE7"*>Q"14,H^CE(#F%UL2!BDE?*IQUU#ER4'G8G^0 M9T9_M]PL@M?0/@W6\-KM#*8 #:;;-GCM-@&3=3:(]V8T]I)[[4QC0?89VM38
M@W&Y9PW@_I^MT.S#IOPA*[WG_/!0)U7%JE"<484B*O76@*<4T8(PI$+*5904 M+(E #LYLG$\=M)BMK&POE_ZQENQG*2I[^JID21K'2211FA42X9 GB'&9:>&S
M.$D5)IBPY7W]A?V\H]O=O_ +\U2*___:N+\VEA&[G_$U ,8"9ZM#M'_V/U$5 M8L]S^.EK$)_R_?](!6+/XYBO_K"/ 4=O;%6:'N,G@XS>RU(OT)UYIBH/B7:[M<"$%PC@.$5%
<(9IF@L:&O"FK>3(FRV1.&AX<3T%'4;1T MMCQB W2RKH4%[EY9RNK+K1HC-Z\[92G\F1ME>Q^\($A;G)6^\LN6BB;YU-!Z MMY-W8\F0PS=/]\JV-(.6Z$G*<_"M?
J%K#CS5<8R+Z%2>,;#L;%47XZ(=%U-8 M7#UM8-"$^[]HL.4R(4)P+AF2!<,(TY2C(DLE*CB12M*\")6 -YL&<##QQTJ_ M*?DTT;\#AG[#@$[(3!D/;$\%:Y[FCPV>P3%SD/!
Z>,%I[!XQHV/%(S03= M;.6]?FG:<\47I:@WW\W!XZN'[5:36^8J5(G0&V+*F=X0QWA!+6BC. M69SF$*-C07-B,]-R4"?!;FJWF3=T ^I0;V6#H9W1\8P,S,QTH+34:W":F$*7
MWM&RX,^J .3U9$=L*,YJ.0 0/+45D%O=$P3TMJ=L^HE\DO>;[6[)"2L4%1+E MI,@0CHH! -V@(PQ,%SO"QSQ6X1FK'= %[
M@9T2!OHDNBIGX&S1V=,&^L2ZE#G0>ZWC!UH_T>]Z$_!QG_2_C%@F:"1"A//, M**#^*!<))DCQ@C.*L?XV@^9)G).8^O/;$@P.%(%?W'-0+#^P5XD*_)X"I(1_M.7L%\?
6A/"Q5\"SSV#_E=@GS,%52?Q830AC"J?X/8PHCF80\BG%L1D*Y];Z"LC+UJ?=1PZ9C MUNH"_8ZYP' 7M.QY;(4%?BR6)XNS@ T*IP4YRL:9+E"Y+U/%IB19VJ7Y0I8 M?],B559C
DM[$!N[3_Z1W]W]Y$V@^@H:1X)B3NHE2PTOP8-L(MWQ;)87,U 3XPF_2-M#2^'JK\O:S?D,>JF5*"T6(("C*$Z(=-2P0BZ(4%1G.F(RD_D>K0LPQ M0A-
;P89T%_@+]L2#ACIT2&\/6.,1$U\0P R=J_0.$WN'1;MB;&_/PC//[AT6 M[WR [\CU;G[=)
[FCJU**KIEBVRU2,D953!4*!2$FGBD0Y3%'*%W6O4R+B!1$%H@7!4:X$!DB8<80I5%*BH)'S.[8 MP8;8Q,IZ4B:M'?NF0T=5/>S[P ':PWA9J>ZOM" *? X$!X;)=B(Z&MJUA"I
M>6=E60A]-B'+YA[WYG"?]CV-;@X]C0[!VQ>LVFTIWRTCF>=A2CC"Q-0BQSQ" M+"$294(PC#%1$;.J17:@/?7Q8]>,Z]-1,ZXCAHY.#
()O'4\.GYTS;O12G>;\K;NF7%T:B&)1,T#55<()J:2=,T4XB% M<8ZX"B-"9$Y(#-JG7?Y!QV"PY[#6+\-CV^7E9)Z)\UF8TS." MGH=-C;S[F=A$H%]Q,'8-5MX/QYR8>:8#LFN
ZS\DNVI5USB3ML,KTZZIGE;] MM32',Y%C; *M)!([T)S8*'3?!+QT_OYI!1,8*T%! 4;FB779>#EKF_^E/QAIW1N:/2.%7O7EYQML+=
M08&.:W:'+X0'KW^GJW(G321<;N6Z#K=4WU?W[:Y4I3%/0A(C'F)N6D9DB&8Y MUO]118Z3K(ACZS$F@Y0F5KDCVL$Q<>!6?ARP\8BS-QA@"CD; O:!8V](N(6)
MW1$!182MI!R(_P[?/UNTUTJ,X]BNW0W71G)-2YY-63?747K+L;F37^B?;>%@ MFS?\)&6>9DQAGO@S?RIX:Y. MM>^*8G]I.?S58SD#_.% X[>30NX>O)T&[2MBM\XX>0_78_(-
L",","BSB%N;8=-&G;=;^R] M>7'TZH>6B6$H989"B6.$A2@0P3Q!&8TES9C@(F? @'8_M:G#3G?WZ\VCE,%G MN?VQTDY/7Z?>1?!BO6XY:XZB]\69[5"&.F-NT=8-!.]-
@S:W;HO#Z%L'MOU@ M"MSO=02/MG@=[47PDJYKQ])_MT4KT>MA*,_?.-N1\|>:)==^H-RT?@XYRT)*N1R;:!Y\ORST>?+Y:9)AJ MNDD+"D /2N04@+Z\XFP!Z$&!C@/0PQ>Z?
82_5E(]K-^OE/S\77]1Y/:C^B*W M=Q]5W2;N8]/ZZ>NN[A4'RI> +SS=6]GP$AAF%D'+COEVU*P$ABV-6;,C#EJ6 M)DBM<$?$TS?%@8%9/S3N
#W]^ERQ4I\:';\'>MOU]__XM^YO]'_,3NX__NW_ M E!+ P04 " !L@4Q:3O#T0B;1 #7=PD % '!R;RTR,#(T,3(S,5]P M&ULY+UKW711?NEXF9.:'RI<-QW+;7=DV?LU\8"2!A MN'?
BG&I;I7J1R'R0R$SDY=_^Q_?3R2_?<+X8 MSZ;__JOX"__U%YRF61Y/O_S[KW]\?LW\K__C/_[E7_[M_V#L?_W^\>TO+V?I M_!2GRU]>S!&6F'_Y<[S\^LOR*_[R]]G\'^-
O\,N'"2S+;'[*V'^L_K,7L[,? M_&7K\M?))?FXMO_Z\N_8@#) M PB&RFNF)1$!?Y"VYLN5G_]]U^_+I=G M__K;;W_^^>=??OL?YY"^S^9??).?JMXO?_G7SZ]_O_/Z?:O7;(H3PV^K?
7O[J M8KSM%^FSXK?_];>WG])7/ 4VGBZ6,$UU@<7X7Q>K'[Z=)5BNN/XH7;_<^QOU M;^SBUUC]$1$1.2*?&7[XO\ZW_\RR^_K-DQGTWP(Y9?ZO_^\?'-C27/YK/%V7R<
M2.)_2;/3W^KO_'8A9ICF5]/E>/GCS;3*=$4P;6+UT>6/,_SW7Q?CT[,)7OSL MZQS+O_]*GR1:I!9R3#G?KNB\VR.B_IK]>=OZ0>;KU:26M*,WYJGHXSCT8L9'9J3N%C.
(2U'OD@912C,&0], M<\U9+(DS*9V0F@>!SMQD4=W,@G:S$N<"TU^^S+[]1A_^K?*M_F'%P!7S[BRW MYMA^=%\PZ3/]]BA[<*D(SZ3WR'2F$P0E6Z9<1&52##+S@\B^OMI-
JJ]+^F2> M?IG-,\Y) 5TL!_-T1^HWH;_YC=_.8$X?8NGK>)(O_NLRGYVVD-5RUH!S:[$0 MN;_^0KLN.)]C?KN6RKV;6^UL26H95[]YB,379^'U>(+OSD\CSD> (JKGF"
M10Q0@OD4 HM*BN*BYU:'@Z1^>\6=)"_[E?Q!'!Q8^A>H/9E.SV'R$<]F\^5(M6B.D%(JI4 +3R@(+D!PSV@>?,R_:'8: ;:ONA +5+PH.YF0G2/B _&,;LC\ MDNRWD2+=90HB,^
ETUY;%KQW+*5H8Q;1.7[8S;5UV9VPH/O'POZ\[0,G^

SDE+P:5B7CE2;=DGYD/@+&>1@!>%(D ;D^#6RCM!PO0/B8,XVINI MX'1E1M0,N?+DFY&_!38;ICR@Q*B2COF(IL(^U'_$+^,JRNGR'9SBR"IT=.Z0 M%15)G*@EHZ-(?
XI&)9L@:FQA[-Q<=2D(KAC_B?B/ M+V;GT^7\QXM9QI%,*",:\I==/9:6U':H2"<]';SE-GA]V,6W Q$[X<3UCI-V M?.X"-I_A^YM,[!N7\3I L]&% D,Q1M3;G:P\G1-
I]*0TXZYD3#QEJ64#P-RS M_$Y0\;U#I05ONP#)2$%_?#__//MS.G*12YMT8CP3];J0%@0>@'FI M@M;19[0M;*@["^\6;^,_"2KV9&A/F%A=C>_G'^:S;^-I(H,J@[2!
M62TST\E:!D9K9H0LAOOH#WMDNK;:;@#H.%R[-^L&%GE]%IY\^#J;7L1@ MC$03'0J6C2*%IK-FWI,7I95//N:LE'8'B?WVBKN)ON/H[$$L'%C\GS"=SPFZ
M0L;/X^4$1U&&$HV63,ELF 8?F+?.$H@-)@LVE7R85W%[Q=W$WW$D]B 6#BS^ MSW.HJ3>??IS&V63D@Y9>",4$L8+,F*19Q* 98)0YNI#1'";[&\OM)OB.PY;[
M,Z^30__J>_H*TR^XBK>*G$4NY-<$&2+3N9"94LA6"4+)9*-($@Z+7&];=3<, M=!R2/)B57;@#?\?)Y'].R=G]A+"@>RR_62S.Z2+C+F?OA&">8S5="VTIQTB6 M;-3):.ZE:!%+N&?
YW<#1?1"R!7.[0,E_SB;G)(#YZOULOAA9A*"B\|S4$)DF MIX9%CX8)C-I+::(R+0(*MY;=#17=1Q\/8687:'AQ/J_\6K\ZUVN0A'"^&#GT M4:AL&0=R>+00DOGL-"NT&Q%YS,6T>
#=OOINF5_=QR ;L+:3?(_7X^FGY>GR MU7P^F[^8$1&I"N/U!+Z0E>P#I\N0Y6@3LP@H]3,\4"NE%2%;*HB63+>@1/: M\W18-.JAU7<#2O?AR0:L[0(BJROS!2SQRVS^8P1:E
+:,R[HOM1:(@L)B3LR MD&6EHK>QQ4/YC45W T3'XRD_XZG_VY_/IB=GH& MTQ^CP(.6R6LRH8VJZ;&9@;&.H9/(A4V:?MX #UL7WPT7'0-(YX%L[($'\[C
M9)Q>3V:P'!DG@U$FD4H+9!1'<"S856&5%EXH!_' K/,[2^X&@8X#G85V0T#'(PU-^D,C\YSV/ZC9/E M$A=KKJ]V883E,AID,E0OV@3+0N::^:PA*!Y5,
(>]:MR_]FYXZ#ATV8BMG5P6 MBZNR1LR___A8*<%IPL_X??D[_?(_R"J2T3L9R0RJ?"(WBH$WEIF8@LF*0]2' MJ8N=2=D-.AU'-X_#]&9(^K??[C#V+?W@@/Y:JW-R6$^M.Y]HU4?
K8=H.[)U% M*XYN+W)'U(3H*S,C M7F+8DYE"T8CEX!!.CUMX]PI6'OG^0I;!6;*_'\],W M>00:E!9 ?G(6@HQ?HC8('FOOEX($=E)UAWD3-Y8;IG-6,TG=L!GV9N/0EN*:
M\'4G!!]],M7U\5K7DG;!HC"%>9V%SL__)O]VT M:QPY8[+C'!G$P)DN4;.)3/@*LE^X#3<1;"P[3-^N8"-B+E1U?YB]FT\5L M,LXKHP4FM='GIZ^(R\4>M_K]WVIUO>]([8'W_/F"?
0$X&ZTJ,SQ F.!%UGY!);IG(M/K+2,,^S8,J")T\93.(/ M^0L'[7)%P3!VQ-&0<*%9&K![P"MF,5]>4?XIX13FX]G)]_%B%$...GO#',3(MM,#$P"G2CB!BS!"M3 \]BE_BA5:XAA7ZVQ5.
[EV\$ZCL(8QF6,^>7L%,;3D55*".W(W9 +%%D1'D9@-EBLJ=#$MR#N74[8^,^ H;! M1R.ASEIS>$"8W#DR+R:P6+POJ^?^%6N4+"&)6/- 2)OJG"R+AFPW%Y632G*!
M^B%OY:!KYS8QPW@S#=5*6W9W@)OK]&^0G[T]RIG DJYM3"4Q![0*A'Q/=S$7 MW*K6@+E+12<7T&'BG37E=0=HN>0+>1WXAOZX&(E4DO#UR0=K-Z88.8,,R)S@
MR@J)TEIQ+/5R2<4P/O(Q]+!?F2EP9]KL?%Q,*,XK7!QDX).%,F>\IPU8^[>T/B&\SAK"HY-GM'E-I(Q"E$YYET0 M3!MC&(B4&,>41) F>;F3H_-DC-PB9%BH'"+;K3 YA,T=*)
(7L/AZ,LWU?U[] MU_GX&TSJ ^')\@7,YS_&TR__"9-S'$4;@^'$IBQA]81 RM9)ST(,44DG$^V] MM;&R"V$]8.D@ -RV79I+HP.(G:14.Q4O/F)"VA)=WN]P>5&%68HUI7#.##@Z
M@*9D%K2F:SQIS,2V9*#YS?4 /<.Z3NT!U8SW'>#HY6;9%[/%)9-&-OALHT*6 M>*0]T*^P&!(=C6QK!U.3"NX4HGD"?K;1,:QIW!XW!_.Z [Q\F.,9C/.K[V&AJ
M+8D.P'63^)#026=)D];>V9KG3,1[\DTA^%*B=P):/SH]'3!'OK;:V]1/8NO^ MF)@M8=($$Q^1.#!.2UP9<.]FT[391^9:@DZ><2BUL8!;33)SC ?I,$DT)>G& M\+B/EAXNJB9(:
<+L#A3)A_GL#.?+'Q\F4*>>Y6KWG]58!AEJHTC&?)!)L^S5 M*G#)&4@9F8C!J@0UO:?]]70_/3W<2TW TXSI7<1[WM->H';,>HNPP(]U"O#[
M\@==M)5A(VXUF$*G@!O@ZS0B^@1G%HTB@PYE*:T?&AXD:)@19$< 43NV=Z"& M;AC\(P#+@_"%D7E/QIXLD7D5D2DDP_GXA,\U$3D8*]JF-%>1\#(_FSM !-O
MZI3G+^,X64-Z0 MJB+?!SQ/ DCSKA-' ,A>S.P !-=B ->L=T(Q6IN!6:BC?AT0DFM^HJF=,ZSQ M49O6%N]60H89]G4,*^5@-G> E37](PG(P21@=%F2:Q>R8L&1KM.J.).5MU:U

M]J/7*P\TY>MH 98G<;*#R,K;,<3Q9+P#J*HWB./*_'V2'B*(+6%T\ MQ'Z '_45]O+5 S/7* /COKCJ$1KFLPTLH;/*@\#TX'SD0YZ_;U+2#9P.DO0]
MK]\',+T7\,S/:=T[7!K%G&WF4)CPD6YO#XYY8E3]4ZG-2E56K9^_[R5FV ON M>!!JP/HN4/3J]&PR^X'X$2>U*G'+EKA.I*%I2]&9.L!/9.9+]LQZ!!Y<@&A: M:Z-
'B1KVP>I(J&HKBB[0=3,:?K&CBZ$>(\6-,^"0I1BJL5DXBYS^Q+5-,LHL M0+965]3-.Q;UI%PU5 ('7C]%\'SC_@-I^>7U[?(*57_M#;?]?5]3C&(M:XC M%$4JV2@)#
[63.^1QXB8EP[YD'0E"#9C> 71>S*:DW)8U;/X2XV7&H_7.1^> M21OK\#'"?DP&6(!!^0R:&]'Z@MM.R; /7$>"3@.F=P"=+9>Q,=:'B(H%*;$. MN4SDOPI@"D3QW'O-
L;7&V=,0.MJ+UI$@%EC MK$(QKU;EC"&8Q#V="WO<>^J)SQG/X9L=+UK41A =**!;:O3:1J0';[BKK9QJ MCFSMX!%LRBQQHZ,#CJ5YFNF]Q'3CEQT/46T$T0&B[G$+KF]
((SF6I&63J&.< M72H,.*ET)Y-4,1BO8NLLCD>)ZL9#.Q["V@JF!Z35U^9KK+O^Y*SIQ'!PS'!! M9D*HTQB+IK^""=I[XTMZ:&[NWB_[6ZGIQG4[(K;:B*(#4%W;Q(@TK#?69&9<
M-3:+4BQFD>@?*2:/6:%K7<5\;?ENW+9G>71[$K,[,,7K")[Q*V9%:1'751,QL@59F%R\^KW!\CIQI<[IO'41AA=!+Q.XN M,'-MSMQF!\5GZ55F*MIZF*1GT6
M*N!:T#6M@FO>F^,6#4.GMAT%+0B.8DGYZL$ MEY=8QFF\' 'W2M&ERI*LT2Q5FSPX.@("4$H1@R-]VAA CU,U;"SH2(!J+(P. M]-
&U':Q"6W4D]QR_XG0Q_H9UHM$IOITM:GW<^_(9OA/WK"S%)D;'AQ/WB(^A MQE M[:QHY;AY<'#4GJF13R%QV!JC9_'6CBFT#C!YEVLCGC'$D L#!<@T1-J! M%
(H5FW,2,8H(K2M0[E(Q<+W20(&)_&^@WCE8VP:*8,A!- LJ9H*4<#7B>&< M&8L6 A=9Z.>N9MH-6?\T=2>'RZ4#G-V,>WR ^?OYJAPLKPS-#SA?#:P?!6)2 M
.N8!6.9%LFPH)1C*F=KG11&-']:V8VRH;W$H5S1Q!&!Q?AS5VMMK X.5]^ MGT$54DZ>[K?T1BF=1(,--WOQLDHBPS*A.> T9J:H=W&HT-H#Z9W)]K
M8=M[E:M3*6%M?"!M*$QSBXR4;610LH]0N(;4NAAE![*&32YH#*C68N@+67=T M;%)!>:C%@*(0OU9Q.F%K+"6AE)GS8%HG-SU SK#I!<=#TD%L[P!!-Z*\FWVM MMC2*A4 ?
A&=@R(_0QI*21=*Y* -('[57KO63S+W$#)M$T!@];5C^,XY%_;!B M]U=G%@C1"H*+(MU2$P4,BR 3LX03PU,@ MD[JUAG^.Z:DGD\GLS\KLU[/YR]EY7);SR=VA 9\(XND.='?
LRQ)RX1" #HXA&T%FP4*=?:&T M+@*TK$5_<6MCA*?1Z0'22.3L&U":I$;VTTS(VH*(D_\;O#&,\T@LXEPX M^1S >D(DZ_C!T.<$U1YBZ !0NP15=$G<%XA,<,OK1&7#(
3.A#*&SD[6*K;V M)%O%MHX?+#T6Q%H+IB^LW='#5DD5LJ\3YZQB6@C%HC6>:>] 1FFUCJTKVP^- M=AT_;OH,V#I($#UB:J.& 3)/T6NF,G=UYG-FX'-FNA03G'-"PM'Q]
(2K\/B1 MTV?#TAX"Z!%'[\^7BR5,:T_\47#%AB(DQAX8N=]EA6.$\)^\L_:Q_/5*J^+C.^M?0E45 M+FL;U]I>!E/&=16*CQ*3=\G8UN'$)Y)X>(]R9KG/-3@\"EJC$U$R;FUA
M.B7+@C6%Q5"*UAPEMZU+,&Y2T$V,OCD^[F8H[\WY 6_#Q7Q9Y^/E\[0D1Q;G MW\8)3[Z/Z\P(A2X3Z59D8H4N=)%+5QA=XRD8Q<&)G;)F:(%KJ*&_72'FOK4[MP

+21Z5V ',C@ 5%"5L'HTWEKUQ;+NZ?SL;#9? M_@U/(\Y'2$?%@J&-<#1,HZ\-96MQK 9%5$%/CUBYSQAN<$1 MU_5MU4MY/$^U<*QN9B\+P:$MM9=W:0\LE ;.6BI(XNRD-
_JZU,K4]U&9DW8%DVM5A?1Z-R9P#S?+W4QW11:3+=FRZ'*D8R-) ME2IM6PZ?9)).5GV4JUC$MHB#>F,@\SXI% M(;.&PI/A[1,T[J-F6#W40-1;P7,PWSM
T%_GL\6"O,XR7HZT*V!I^RR")EL1 MO&8@O6/6RY(+%NE]:[?[VO*=&$1MM,N^;.V@C\WEM(Q7W\]P2E?IY8G)QD0A M"J\=$@/3'H%039>I4XC9B_IOF\^6N(^83K+IVZ"E#21-
K/U?!4E'$2>=)[Z9:PF21EV@+H62CTEZP3@S3CS>DP6HR"XQBAT[>X# M3&N3R=U0F@D-@@LPUL?6;ZN[4]=)5GX;C!U)*!W [3-,O]3QBS5PMGQS>@;C
M>67;BZ\P_U(SPIWE,0;%K(Z):=29124L4X8#)JNGM.F-O?W M;+KX',T9V0HTJ6O)/D>Q/646]M51]S.;IKR9WE=[D7N'=AYEUO<'.'?<8KU
M60QJQP.L+8G)D6%:0*!M:,\R)"N4Q5B:UX3>0\INT/M9GAY;\+L#S?F.O.$K MW\8%S;FTP/RJ0!0"9UZDR'(6/FE;4.O6KT^/^O.U GUS,6KMH M^71I<#@5(@?
B"/TWY/]FVA$HIYGWR5J1)0?=.JWS/EIV@\O/\L#8A.,=J)2_ MX_C+5_(43LAU@2_X[KR60[PO=SJJ7.X/>$DA2B>=2TTYK5XR3]W&%$ MT1I13Z5Q-
Z3]+"^'1Y50OPA\.SX=TT_P'PYI;6^CL].IGGSIG7MAW],Q\MK M3/@=%N-4WUC'DW/ZKT=&&6V%A#HSA"[XH@/SDAC"+?>I!&>(1<^#UB;[&39T
MIHEP8R9\618;6:$.7!%L:YL%P+17JF]1O(<78R MK#I_;CP^X3@\$S@Z/R*7>[(V!"X$.:*IML84VM7ILLAX<-XXR F:AX6:39$^
M6G2R8_CN);@.P@A;MG.U%2S%6A#,@"8+3H;$HJZ39X-U'HJ$8D1C##Y SFZ: M\V=)HVK%]PX@]'B0G\[D-.(/"<61A-1XR8&2A<,D2HHG@,%AH M7
2T)7IZCX&7NUPN+KZ\GLSZ;=62^>?1^K-NI;]^!]7*AR[O> M.RZ-JLGSN3:, ;KU8P#.?/ I)&X-L:IUKD)](-0K
M@\RG8HRR#LBN.=;N^NJM>ICD'VFD^A0V#]T.9FOKDY@%]V3T,G2ZD'=$?E+T M-1\[6!O))E5:[N1)'*U-T'.U4GV2)!]M$_04M@Z-BWN;V"2I;2@06#!>TCGA
MA8'0AJ&U*D8AG8P[Y;3_L[0)>I)0=VH3]!0.=Q";>(EQ^69*6O2\\F;%$Y,, M3Y 4"TYHIKDSK/9-(X>69%R,+PY;WZ)WJ>BDY\;^BJ01@[N#R#LXQ0W4I0X" M,AG?6?
F:DTA;B*G..!:@R&&(CM_.*&X,E"M:AKUW#I7Q@Y#9D^$= .2MI+4I89$4*VP!7]XU@>T=LN M&]H=V)B[M)F,<4TMXP_(;S.#M* M$J_0MGH6D9F0:N-AVD@$[9F2*'E0
KAIG4ZW1Q+OT2IFCBSO!W-\G\+Z#A38 MU5OWXO/L(Z;9E&YLO+&ES[.GS^5R6\\E)VBAU9Y0(F$BIQVI_1&X9F1V!99F,TA!5;.ZH M/T3/L-U:N\-B,]$-"L3:1>:O,)Z^G[ZM>U?
G>.&ZG3:I2YKEV/ M!0/TFF4(A0,:+ORM;IE;6_3<_EA>ZUV Z=6 NBG;T_=3>7?^RG9IV>S=6/& M]V7566\A1C)$DY1-S- A(2;EP(*O'9&E$-'J4KQK[7T\3-&P+5B[>(1Q-%
(Y$N>%7VM5NML(YAT$44843.S7M3;R-DV+:NW4'O<&'U MHP5?XGS\;=61>Z/@+_\^,C(1EWA@8$PM3E/ H.@Z-(=[;M&AE:W1=S\U S>)
M[0Z#C>36B>I;U$T@;>/5]\JK_'BZSJ/OB8=C4I64H=46<3KE%W@+"IPS-:A MS-H&**YU#.91H@;N-ML='MM*L1_]>+MJ]QH'7\#9> F3JPH/[3 H7LLCL=1I
M\.3@P.KT>2:Q<1Q+M[NPA"G4SSJF*<)(!T M79#YO!@9P;TM7I.A4L>7:PPL G)60K&<6"EC.CYL'R!PV&?J8^'D43BV$EG7 MJK1N[.J$K\()HPB^EK5$EH4A-
JI8F,\H6'79/&8'UK5N*+D;9<,^1 \&Q(.% MU#,"/\SQ#,;YXA'IHE/VYLQM-AN,DTB^'1,IT6:)B62YT"3,28K%0H=C]#.
M>0]*AWVC'@RAS85X*&*/J2YKZ^E50Z+E>F.TS;=CB+5L@FPCLJA&2F6)GKAI M0B)#.T)A8.FR*!I*]CRF)%NWPM^7UF'?LH=5J6T%V2ED+ZR8#_!C5?VADU*Q
M7A3)UKZT0N7Z+N^8"B*0#^AT@-91]4>)&O81>W #N1 M8U$LQT)G*-17=VZ1Q52ZAGWI'A)SAPBH4]B].CV;S'X@;B8- M7M]=K&T_-.;U<%]MA&4>C6=<"I
M9O<2HY'WTAW:V?I2_Y\D@N*Q1!>9B@EH6# RD4,R)58]4[8KBSP/+!ZCLI+/,VV,64[<2 M4A=W,+E0FZ>MU=SI.=)NZ7@M?WR8 +GWT_R*?GI6?V7$M:<3!8)QR'2IV$3W
M29:>R6*C5P5R@=;U++M3UV49=C.DW$[6/H[0N@C$W-G;Q8AT7'>%KGS>_)L\ M"G4(,43-9*X>F+"*A5!JF"EPQSER>WQ(/D!?EU75SP;*5H(;_A&F9K6O)B5.
M84),_#0KRS])!"_)%)[,5N=L5<.X,<#'_TT;S$4I#Z!8TD"<-+HPKT5BW*,(M+HF8Q:W$GZW5!D];M4OCL#7>CBR,KI3@Z]F6)<]8Y,F?J M=':P9-@X'QCGW.N82TRE=8KCXU0-
^R@RD,)K)*1^G>0M#!R)G%-Q@3,A(9 " M-YH%ZR*3)@IA3)32'Z'MSH[4#?LL\LPP/)+0^G62+QL';&$D':F22_&DY .9
MN[X^E==*;FVRXM:5G&7KOH=/I[*3IG9'=9);":D/)_F:>O^TG*5_O#];S5QX M]1WG:4S['7$DPXVC8:K&H'0".EE)N_7)# M$?
6)NNK=+T;9%L#BR:,OFFP*\NO)F"V*Z9"AQ!#J%/=C0VU%29?>[;/AZ^G" M&-# JS[39_C^]_'RZ]?9I Z(V;P??
IX1'U<-43[A]Z$6BW/B*+XO+V:GI[/I:E\C&W/.W)#REM6;\CRQF%.L">11)ZM4B*WG M53U*5)<>[W,HP<-%U('#^Q'/-D[\^_)NML3+C+*H"V%-
!#)\P'C;@7DQ(X]\OJR%_ZNB0DEL"(J8 [*& MP%?][;0+9(]F837]T31OCOT .<-F]0VHQPX12P<:[,/E<5D-.=@HY54$?.12 M=>JC9E:75.=V<0:E1"9J/BP6J8QNG3'P #G#)NP]-\
(:B65X559MT0_G_05 M%C@K"<[.,">83$:U)R*0^\.,K>,LA2H,O/;,*X59.1$"/#9/\;YO#YMB]XQ& M_L&,'1X?VW3J]5O\$Z9S(FJE6[D5#CA=XCKP0+I5.+K.4V) 1T(5 R*)8QKP
M]Y U;(N8 :^^%F+JZ@I\.X/I6L=*\,I%D1CJVK%0@V.@N6+"%2L@Z.BP=5NV M+60,W/EEL#MO/SGTH\MV9]S(.N&%4\ 01*R7>75X+;(,R>F:$&WPF;(RMU W M<*>79\;?
D:36P4/HJU(P+=^75]_)6IA^P8\$]_?3NMGZ_VNRWS>8U*-W%0E< M95M-\\T?7/O-4<*L8P3)E'/ ='*6K(R06)"DW770],_6Y8Q'V,:PX;?&3ZE# MB[F#N_R@S7[
^7B6[Y:NI,EYC:%?9^N:U:.HN#1<<.9XK1I(E3$&/;.E:*6$ M+EFUKB]ZWAT.&SQL?#XZ!D<'E\3SE+6SM$BI#_U4=H++#_[;32*F:L@(C+KZY1B\G=HLQ9JP62.P5FO
M1.LWI./;4D=S%GX&1+8\1$^"Q]YGX6S%&%(>\V4')R+$:%4*=8))5.3=R5P' MZ J&7*A@2P(=NS*WALUP^O_=B7@*/ X\$:^F;9)6-GNZM9.3Y0N8SW\0G_\3 M)N
MEJN^6Z,2"D1-Q])[R,0H1D8K^BO0MFBG(VV==SQ/EJ&?:UKC*(F#.\ .)\ZBE8YQF70@Q8M%M>YK<9>*81_;&H/E0";W M\^"QJJBT,SRW[QEZM?[CV;-(;(G M9_L!QZ:2=M6;-
(^7Y[2=-VNUF"_7[Z;+?\WKK>GP:4@,^G$$)#I@K4!59VH ME+PP3CC9?N;+KK0-_!+6W-0Y@D2:75K_]ML=)M.V_['Z5ZM_4_^KCUA^J?_[MQ\2*@FGS+ M'S?WLAB?
GDT>RT';_=N_7>W@]MXV2]S!3,O=X/YE(N/9V *!=)AM/KMX%\(.'M5\L K@D#9Z >:?(-^ 2LS(^9W?;%-D(ZP\= M"X*/NVXWP&4/M=7HO/YC]5I6!^,BS.!)7'A#2L&
M20737U@,]1\EBE!<3D:T-G;N)6;8&O#V$&K#]0[@\Q&7Q O,KV ^)9=WL=F% M-5(4*S(3@2/3H%-M1.T9EERR,$IY;%],NXV28;-%VP.G ;\';DIQDM+YZ?FJ
MM\%JLDSESAR_XG0Q_H;K\/H4E[.RA.^;S7&EA(^I,+21C@1JS4![P6R.2AKK MHL1;^69;R\Z>O/"PF93ML'-\K@\(J<5\.7JQWAKM9)W8L,Z$>%].\FS5$FCE
M6W@!*"$Z\D>5HWM9&!8*5XS;$B)W.KF\TUQ>6O":.J*_7:FB76GH&7V_F[[M49C>.8@V!S#RQ+FEJYE8IFIHC+/ $Q&/SF=J)YX.T'4Y$Y%4/6H54;>.:#Y$3V]#WAL"X?
Y(^6%2Z:::'J MO'D.M?BZ).:TUL8D:8"WMJSN)::W*>O'PU4;>70#K]4V:ALQS"_/YZ1OUR[) M>DOO\,_5OZ*]Z1RC-8EQ1WS20"9%$*2$4U+>ZE*CK+=IZ4=6:&TE
MU8%!]N"N;O4?/JD\7(U\(GX67.>GTH:-5%@<*YJO^A%7=PHD :H8*-89U[P& MZF"B>QNO/A!JF\NW7T"OBL2V[?>O\]EB,7)$BI.B%NF*51&0KZX3
M%\JW]G+W(K2W&>W/#MR&3$1?#V58--0,DS3G$_'N :2*(#/*TH_XAGFS.QY>R,DHS*%;([A-5D M4B>EF,I&K;>]=D56SL)#9V8=/G$MYS!98KG&8SS>)K6
M*9ZX&2TU*]/9$K]B_H(CX[2QPI)-0?]'#"3# H0A>]AES0.=.+Q=EK\].VFO MU0>NG'T.L#V3:/H"RUT.IZNA#LK<3;-JTW"-!-KYS!=CERT1BA)W,TUS"53 M8*3R:?>YA!!X2-*4-
DA\C)2!:V\[@F53H?6/T;-MW>U+$-)E*9GQ4M$62?U' ML)Z9Y#+'X!QWI@TNMRV_&Q9_ZI>5YQ).!T;AU3;KU/GMA1@KTR-6@Z1FN>)T
ML9+V1R1>+\9+_(3S;^.$:S/E(Z;9E^GJ*^MN01Q",+QX5E*=:8606(RKETT5 M08!RJK1V5XZ]I]U.P#_%&U!7\!A87?]]?<-V%06I8=KDHL11T(M7:=9*M N*(@R[Z",MWY\-
Z#]U&\^;1C;@2*]KPK@[6RQ6$7Z/\/WD?,V"",$ M*P1R\MZ\J+-.Z:^TV1!<]LGME.S\!&6X"UV[X>R?XI6FN9@Z@![1?;6)41%> MVB0X4PK('$:F(_"D#V2BN ET29:7[@W"-
@-3/\4+R?[,[X#U&Q)&])>.E6K MWIQRH<[T()6;K&9%(EO]>4)%"&U\C1>1 ME<>TKE7;7M-FDM-!YQPXM&Z#=UC>EOBG>*YH(Y!.T/5@QJS$Z,C;MDS)VBHR M.N*7"89A3-
H670*6UO;4X7G,_Q1/%GXOU>?HMV]@YJJ M,ROO:?75SQ8W]]%3O[S'O]FJ3]X3J3^P/U[UY:ZO>'*QXOMK*U[V1"NJ>.XB
M9]EJ0>ASFCQ_LIFL#;E&RBQ/[A%&/FG!@ZWL.U\>>>,*.$$T%X>U$S8=($S(M5!#%TL^2#JV[==ZE8ICBB>/)^HZ1?1C?.^[)^>G\]!3F/V;ET_C+=%S&":;+ MDY1FY]-
E??:=3>CW<1\%L^.'6VF9??;1J!7GW64N,9>\=@JY8"[5&< 8)0-O MR3OS$8N2BI.'UCKP?"\U!SMK#W'V,S'S=_KM?XP"&"C<2%:PCJI;#67DY$<4 M7@0DB:DT#[;O1MFP%5Z-
4'+'?6LOE(ZUU>7IR5V>OAPOTF1&7B=> 9\HXZJVSN:KSFU>9!9U\LQ$YVVD M X:B=97I7H0.JYP.1+!2ZW0MF78K3W
MDF5G)=/96.9]"DR9(KA0RGK?.HGU88J&U2^'8V'K&UH;_O\$JN1-U1BG%Q]- M+13+O9]LK69VH[U!V&?[@CL+/O+$=(+((DAD7!>=18F<9WB$@3LN M=4B6QP.?
OX)X1C+>DT:RX86L)CTPKWQF2="ES6L:MK*';65@Y7$,F5Y/^6C. MY8X5R8?Y[SGRQ_DB=08_%G=[G0OI^F^+[52&SM1VLA$N5BKEM(L3ZXM>.6: M)U]
<;73GC#5,6[JL0A+(- ;F[(*J?7CSJ-$-:CIVK[MHNTV)@PUP8PJM#A MJJ/R@K":2:$=5\ISUWS:W%/H&]:L:8N?+15?QY%3QWKJ;7TSW-NVN?Y?M])' M]U+42
>MOW\)&+I2(H)'EM#6RRRM+C-@409T2@4K2^N(\4T*#@[3(!GEN'DH MF7Y9?_P*IQ"TT,%K)K 6[429&'GVF96$(J,;^A+TZ_C.,$UW[@'@KCH:^U4B [4]Q(H5RL=W)WO:N+
MXRK*9Z.'2/>&CX%\<.?(!X S>Y*-7:P'D2@8>JHYT6NSHEABYK+< S M[K.G Q@T\YP#DQ"#!PM:Z]:=EYY&X;#JZGC8NJW-CBBWCK7;:QC/5S4I?UME MSZV\TGWTVO;OM-
)H.U#92)==KG0E\VOAP*-QVI6\]5\C) 9*Q9=.3Y)R<4 M<&A\5A^BYU!-M>W;UP*:",FD.H;:USX/B5OF):\#B:QP6G#($)YALYWHH6:X MN*UVV@FA8RUS$?CZB-]P>EY?
IS_@O,SFIS!-^#Y.QE]6JQP:8=[I\ZVCS4_? M4\/(\R.+7R)46^-SS1W3"8]E6T2DYY=+G5TM M-;MF--W%6J)@P9? P!J46JI00#UAB[NN.WRD^A@8V!:U/HHD M.E9:6XIT]DA*O*?
2IT4"XB/T-9O[?>^ 9Y-KNT;OF>.9,ZV$8I$KR6+06AI% M%C*T3O,YYH3OVU^NJGNKZ5^T=#8[IJPG? M1&\)XP:0P0A5G@U/'W_8]Q T] MK*
)5AZO&&LAFHY5S\58@:3>;)EA\W=ZD M9]M\O#W6JF6)U#=P(>ZOMKOMU>[!)HS,7.Z.9@LA7Q[I\@75\(Q4Y(5P2BZ MMG9I.[738H=JE*L;\7VYV95F-;)SE6AR1<$'^+%N<7-
U>YKJ RC!K$MIW8H; MZ" Q+T+&F*(THO53X($D#^=]M4?/;37UG-+L6IFMNTU\AN]7'-E#A6W[2BO% M]2B%CM<&=BF1&MR8:B-9SK4Y];" UG".B=I$\;F5>$/D--@C-
SM3U\A M6^1(QX=V"474>"MHNJ%1,8$*35:H@FO=8>$A>@8?Y-4$$ULFQ;610,=^UHO9 ME!38LK[TD4I<[AM_WOJ95KKE<1H;V$+7%GE)BVR!DHY&8K*6*?1TF\@ +(0
M3#@PWB09BMTE^??1A0ZV@>BK;Z;TK?.KB9Q>D[O R8[G4A6F/5W%/A>ZA95% M0FV*!9K;-7?)&,Y6:2O=.W;*@1SOH"O4V]GT2^VQ6[?RF?Z;U=SIX *)%4EE
MFKJ'FDP0C$[,%^\%N9EDV[5^[=U&Q]!U- <*]TZ=WH&<[A MFZ'1=5!13%PS M&VP@ML3:G\'3[:@"ULBCX[)UU&8[)0,G&!XLX4<@LP>[.P#-S8.T8@I99BE:
M1%82:J:+\RQJ%,SXJ(.7$.#VHVSC:VEG]7*TOM:MUE*>KJ,'X3,G@SO #C_"?-Q/3\? M8;G6N4GSI$5.ZY)V'16=(V_(%Y1!!FZBC:)UXOMM&H8=&]M:N1S$XFH^8 M\?
2LBF+=R7[%(/((410%S&I2M-K7R]]$7,+L)(;@G;&M4]8?IVK80<"M6,. MED+WN-J<%8B@M*I)(@GK&)O5/4[6?4B1C@P 6M&Z]G,7NGJR=P['PI.@MH=@
MN@/;V_$4WRSQE.S$X&,N,3*;ZRQ,12R"&"73.FCE0DK^=A"S,;XN21EV0O1Q MU=5^_.X -C72\/DBTG#5),K4PB&@@3F-+KIL$^C6#VM;">E) M"^TIXBV1GH*O%2]*-
SV]Y:BC7\;:[Y%#&]ZP69J>GX_5L,9CF%[-5^U2<[MGS^*&O MM7N WI'B1DDNU]8[N;7>%J@E,EE4S?/.@+5I)-!MP0,RBR*AQLQ%:/WJ\B0" M6TR">'2Q:P6#'DK-J"=/(-
'E&8!L=.<<$Y8+5YPG6[VU;_XT"H>U8HZ'K6VC M(HXDMZZ3]3[AEU5GLVG^*\Z^S.'LZSC!Y,UT53"V9_;QX]]L5E/U-.I;E5BM M5_V(9[-YA3,J^^6BJ>V@YN+PJ?<5\
M/L'W95.ON'A-I_,5,7 ^AH199,\+*9)163+"QA$E94^W:W60.TRC4,TM^N\/<@ 0/#ZAD1 M,&LMCJ$QM3Z2U[>P":[6<=DMA)RS^&J?L(M&
93#04[:\WE#F*13SQ@5P&YZ!U:'LGC=D"^-\K:X[HHAAE$,3X83*T=HGUI M'3;W: !E]JS"[0#$M\V0;9Z/R@$2TD$,PI/S'*8+8MY^4;'[OM1*
>U$:;,A8EO7NC9+TRI(EFX:895G6H)@GNX: MEK(1@%BK"UHGLSY&T^$6_O;O;^UK T$IE3TC#X;4,;2PVQ<]=2/XZ0.M90KTCWS'ZL3<'E>-UL]1-\JQU3]M!2#WVM64NB
M72EN]T)YU>IAFJ\6W?*&!*:H5#*PXFI'JB(YN8E!L2QC!BU$TNX(#W*[DM?@ M=?+Z4FM!(/Z.4RSC99TC<:TA13$*J-JUB#YR=IB(3_T M%/H&?YD\"J:VO$L>1V(=:[1/Y$[/:[?
J[&H5RU4]GJ/?.A[[=XB=Z:ZF156 M_O2\GQ>GXPJ"%<+GM"5]VU\P]HO3LJ4C&#H:OLM,O(92+I<5999Z8 >=.N1 MRSL3=[A==FVA-Z=G,)ZO"LTV4KA:<)L-X)+G).M83PG-
\C5QA@&$AT;*<'Q M+ 'B,1GS1'J'MMR.@;>[)MPSR;-C#;C:Z;JC2QUS]KU> 7LEG-WSH58Z;QOO?J&^\T=N?.)9M;7@[2U2ORZMVW75=$#I MZY^$9]G*Q!T8S,T[G-
U'R\%O@+>^>\V[D,'I1,Z+,Z+>K9[<&!XYD\E'"U8?FP?\-V_J)75%\EH^+_/83(N/ZI%F=+L M?$^ULNNGFZF;O?9RH!JJ"3.7RYUL6^X2B$(9PT4AP[<@THV3# O&6&825UXJ
M],7L-%[^D1REW:@Y* WK,NOCX;6V.0.RH"!?(S"K:LLA89#%()!)I4*V3@:C MU3D#BPXEBRB#@.C1 MRM;5O_=3<[/./\"T_%_;\;.3Q?T^7QQECYF?
(HF"9CA07AR.E)D9LZ^RPW-^%:[V%8RZ\1\N[XDD,*NH/$PW?XYS7. MSLFI/I\FO*S&^@K3+[AX,[W^.V/B NG(ZV:RAF"MJV.R#/G6I7K9"3-# =Y(MT(&'UEE +>@>-
JOV2(!^=H$.".+5T+799 +SD].54;/BY(]K]8$2A\+,/! MAU&FS$ F64>M(7$80[G]IKQ]U-T#:PS;N:TQB)HRM /M]L>"[.!7B^7XE%3V M8I1%@I(]LI
UL<21)Q]"K)8NF.QXB"F+QGKJ)@7#]MXZDL8Y@,D=0.0%++Y6 MQ4C_4R>F?8,);L&]"]:)'\H!'"KZ#&+F?PR(3TW)91HFK>(W(FP8;LC'0E0 M[472 E M;2? ^9\$<$<53 > >S-
=%_Z1(?H5I9_$H\W*K@(*;T"TKFV&%+!"6I VS/G M72HU'0JQ=2+MO<3L!*GPDT&J#>L[P-!;)-6+;Q$6>%?_9H*]*LC0T_6M 17S MM?]GBN@4\B@Y-.]K>3\YNX5A^4\&I%;\
[P!*FYID,@AG7Z;C56!Y4Y%\DDCC M+E8_6HQX"B9;*9@2(C%MK*=;W=8*89>L4@*R:=UB=S?*=@/8SQ;H/X)4.L#: MR\VR+[["_,O=DY-%*@@IL5P\9Z1T.9V<(IGB=+U'C-
DVUUP/4[0;MGZVF'M# M*72 J;LGY6)_FW\SXIKN<"ORNJ*&%+)C,:K$I.79@;(^\/8UIH\0M1NR?I9 M_'%DT0&XKLH*WL]?CA=GLP5,WI=;;3IN'R!;N%$* T-
0M$>.JWI1QTK*1B:I MR3=IC;=]Z-P-@C];>/_H$NL E7^=S?*?X\F$G.(WM:GEESH!=+VSBW^U<6ND M, 5H;U5YT\:L22R$8)@OJ6@O/(?FP\5V)FXW_/ULKP"D4T'H'LS_8:+Y;;X
M"VI7 ,E"0%_3CI4B+UJ+P*0I1F0=HFK>F_A>8G8#U<\6U&_#^PY])IT(I)2.4'M8ZI5?;;/@?GL(C%-TWXVK<$Z+W(P77WO7-]$Y"(K5B3CD+4?!O+:1
M12ZY!I423ZTOO[T(W0UV/UM__@RZP"8G^<(B_/YCT]+(OY:G";I+&N[6R$= M^=-U*[YXS8)*JF JV:C6Z6';*=DM,?5G"_$WX'H'V+D;D;E]&#C7#@LD9ES1 MI*41&))R;BT(-
AU[?G-ATA.K:/LI(_?TS_$%ET *[7LSF.OTQ?G-/:TW2S M2=LTK_XZ6;K%J7C;[AJD;5Q=@QWGF=A&2:G:)](M2IY\;_H3V.@R>- [5<4^ 9Y[D+D;,'^V-X1CRZL#2*X;@'R&[W?T?
\Y9()!K M328&T]YY%HQ*S(6 /@4D;K:N3+J/EMW]=.]#K3@? <(NMW3?;V=VYLB-@5O M@O^K83MAJV?+?+?7B8= .T5S*>UW^H'\J;_M;G&EC2G$%.<8%E6[=UO%
(L12YXF3GR2=X[IU^.,1DG8#U_V M!2#AW ZH&R MS^W')D'6CJ^>.*K;'8-EP:\Z3: S@5LO;>O8[5-IW UX/]OKP%$E]=-WY5B- M##I>3X[-
YY^W(\>V/1V_'X="B]%RP0JJ.F4^E5]J2_YE]$$YZQ69\HT/^/'Z M<5QU6GA?MOLS)_-Y+6U?G:/??US]S@=8]3L_^1/F^=J9HM,J7 U80_5]+'$(M'/V#:[0Q>B5$;/YRU78+W7;C>
KN[CQZ#2CF#B[Q]]Y-3;HX)#2YZ-KW4I=: MB5UO*<4=4\ZX8@U@:3X+H^T.NFW0<0C&!Q1RQ];!JLKVJG_[92WM.USN;1(\ M_LU6=L 3]6_6A?
YRH4MDNI(=5Z$F7MJ:6H+5;4F<(:;HG"W:J-:!UBUDM%.$ M%P77[V9+7+R=P2J8OLFJF7ZY6OKZ>V((.DK%:G9]]=EIF8_6L60")*DDU[YU MO?P!Y [=5_XP!-
VOVXXKMXX5V461+5RKKYT>H,0>_EXK!?8$JALIKWN+D:^& MM_ H,P3!;)V6IZ,B0#C4+ 5E=2A%9VB=]?\H44>KC;\6S_1)^IHZKXD\IDU&
M%@4F!D9KKXI'V&UP>HMM=Z*FVF)EY[+X_632L6Y:E]?NK8IN_.>M-,_]-#52 M-.L%K@8/&'(529'$#DPG2*)4CK)1.(I&YNU$:W-@YL4'%ZI3E^KHXT^W[P_ MI>

N08KDW.H:)G21>2M2G>!G+7IEBF_]-G4/*<,JBP/D?;[5,'ETT@9>=U(:U:!!(7 MM6<>M; Q2%KJ,9UQ* W#A@ :8.E9A= 1V'Z'21W)]NDKXG+GO:())B63F<@Q MU>:YM656 >9$]
IR!&%VZ==Y*!W#]O0\ NB.+HP.@J?K#B+O+V8"K;;T=@QQ M/!DO?_P-ZE2SY8_;9RL6KZ7F=*Q<(47.#9ETAM../9>.MFB;%[+O0>:P74.; MWJ?'%5''IO=%J2KA-.@H-?&(,*F1
M9^9E0,9C"*D8(V5I_=KQ) +;Q40OEEVQ?J0*6&M58HI<5*:M<"Q$&9G6(5OP M1K1/&+J'E&'M_N.AY?XHY_Z2Z.#"O)QC\/OY8CPEU;S)MUN.]9"Y+=AU(S_>X/I&\[CK&T&
[P*C6M4)[MD#FLMCH6X(XCI8Z .'MHBZ_/E]4W.:UE+NM19!>#K&_%0NBD%4]W FV]YG^' MPGR1AJ&+FN0 (MR.QS=#: OZAPVK'@>ZSR[7CF-
<%R4U9YN2FG50X.EQK>W? M:17+VH'*1O&KVR5&5^4C JW*9/L; V2V T$PAN*90NU1$2*M;YWB<1\M[2[:
MVRO\#HMQ.IGFE^/)^1+S[<<%X;*J85T%-8SLZ$^>S%IF:S=O6\!XU[I?P9ZD M#FOA-<'0_??N\836L9YZ-YLF6'Q=;3C>+C#8.QJ_RU=;Z; G[^! C5;?$Z^O M>;#(J$^B-RU0M7A
2:@B2=M Z%GM]_5XB]||*@=LYIOO*HR,L M;6+.UAE 'FO%X4T*!LY%WEN2]T!B#[9V (K5 MN7@)RS4?HDZ\!XL].-L+,#[3+Z\8
M(66(NN3(.,CJ]%ID8)*EO20/&8H7O'5UXPT"AHU@=J1G]I)(!W#:GW%7VY[F M6U>W5+*67%N6!=2*R5!G_8Z4LH8[SF/J7E)R3'VT8'&VP]6._4[?$89#YR%
M_Q')95I^4_IN/E>K4H)590%Q<;'91@C" !>2E6CH M\!)/&*C:(J-DC-+4O*36T;![2!G8+^@%?BT%UHUR6]13=$ZGZ!3F_\#E]7,4 M'$BAO6+@I*M]TC@+TAD60C*8,]
9VZ6,:)>U!K8(>T'84433@8J[3.1\,8'% M@@SONK.U3R8(*\@%Z>H:EA9!DH7"/9,YVV)DYLXW3W"]CYAA"X3Z<$O:2*H# MR%VG?W,BN1 I<"^8$37GB>&=B2>(MW8T3
MDJVX!Z4EAM[1.M(M[[X+8(:,!(]0UGUU'R"Y!DZ3?Z!3-IY^7;,O.8V4.0K6 MJ5":Y"0P#*/-E&E47BC#7.U[JEO+=P) ;UW$VW!2#M5&.T#:GI*11R*H"" 3 MDV6Z
P<3G<6CTF.00(QUH781QAT"AG5&#E;CXW X0*8- .+9?;1K&[V]3L F MGN1 (BLM=$AIJR7 .! M?I_,?J;T*!9+0ZE;#7S1]2C)LPEH M*(F\)>JP/*!(DC-
>&ZFBK3V;N3=F&K_NKXS*W5G5 T*DJ;WR>(+RO9>0BVE\ MY&UD<1&6XQ\/^\'(2*0G5F&XCY&^<&1]\AK0FLD0!,O&]-?4O#X_C;]0G&K' M# R4IC;-N]GT!
[*YM@57SS5K!3S%K>=:"\8(GN92ED&G!+DE97J1+UT%6-"T M^H#%HRAN_.'D5,#O7=E-0?MBL5A=K@=/+KXL'I07!2-"%HJC"YIX*6E*8*5, M()F0-
D63G>^O)NQ)T@9^8&D%K/74-_ K\A_K=\F;(^0?;K+:"/6&P_M[3B<7 M;?9E %?"?P4!CME0:M\"9U$0[>\9V$??E/=?>>"[]F&P=P(E-5R@>#U4]:9Q
MV<%EB;N_5:L8L2.UE8JJ'UGMIE0L2Q%L<.!E,J5C:03OM 7MF5-)$Y59;]-^ M^VSX5[;>;%JN=-[GZP6WK01^2].4Q_<[5"<5$?)E'JJ-I3&48V!UED!T$I[%
MD%WJ[U)A;W*'O3:HA:C=YV:_^FO*PWN5-20>/VB(;8(+5,<)N0R]4U[\-$I_!7S7&5)I*W=MN- 4H<-KOO' M:']Z:PJ>7Z;SZXMA9'5[5"P^SB:3U[/Y]5/.#:?<.QJ(Q'/"I_*F@R&8*VV-
M/'K"45N7K:@^G_Y@:H<-JOL'::_::SAZ>5&NM.;+T@8K)G_XY+/'OU,K:NE M986F*;=6>8FK/((UY%AZE0F>F.5%)TL&+LL,6?NC;5^0J86O=1$%."F6)M3W">,EED
5FDMG(JZMKEYA(SA&IC4U>Z# M85B*EEX'(Q6Z#P:R8VS7EI=N^?O M8W0,&W0>K=S[HS6.E72#:-GF11E;N$@!M.46!*4<,/JUX+FUP5*KDJQ]J_,X M)0//-3M:P\] Y@!Q-
P":NQMI+13GB6"!1TA9E9=?&L 3=-\R19_.1(-FMW9I MSD,JAKTFJ&U>CI1R#:,4Z,SY$(#) M%(/+*KG-LDM(R M\LAJOUQTH:LE?^=X+.P%M0,4TQS8WMY,4G V98:.
(<%X$01!@VP)Q=\FSX/0 MCJ:>\?5VK^J]_WH,Q#VA M)PEJR2H=J/+[;0ZJR;_I9Z?+R_%R/>]Z&I'C4EF9IN'J.?BP%ZAG M/EGO,6H?VBMETMTL6I[/[ZSZR$N&<#Z2C/CSD?
+2%Z,T[N$,9. N>TN",K6S M=/8BL,;E\^3-=5X@<-:6DZY=K M6;:#.*EDX+9K?TS?RP"NZ==K%(8L;.EE!MJD,F]+KE'B@'@F'$(H*5N]AG ' M+?
62A3ZF'VFZ2J]QA[Y"^&D[G7D";A1A5)'(97_U.-79&;@V MN086=^<:#:O\ABWI^^6W--_D>J$-VN9<'^X1/OFY6C:S.\V5#.6M!2]N%KR& MJ)(<8XP4(3B%$6QI%.IBU"66-
<$ZPWWU-)^G*:IG--?KO)M-9]_3W)5]N5GS M\3&-R'0BS@@,P60H<[L%>&D=4!JBQ0@JR.I];0^C=%A35Q%-NPU>;XIKV)9] M6OE%^L*O_;J1_&W#W<"'_]0-9^O
YVU7+Q[2UVCC'DKC=+E^$H2CR];'IEI M)9)$@XE$47M5_U=M/0&A^UF>//FNC(2CXO_;^4FX_RSN!@AE&-^T?7O'0ZG M?
@BI!L<3R.E(.)@ULKJ7TD24@F0@0$9TS0PT%3DG@&@-J*3L= MQL]T;NQ&S3'M*)]>X5XMZ3FH"*Q'">;4J\T_7346S? M(VJXEI8]8.5VO\O^5-/ 8\0-FI< L9T M\1EB D-H!*.3-
MKXQ%WU#H>=*&L5=4?!XD&Z1W4=-8^\J_[3CEIKLRJ-$LK, M4Q*0G4!@W70V*Y6TKGTWU86NH7.)ZN-A+\@=H)R!NSUWW:PW+XPR>TZLC<_"
M^LU">0Z>&%=F+FF3=.14=>H94.F(?;O7DW[U3.K3&+S^-=6 W?MC]F/=*N;- M].E-=JLR$H49::0F@DQEY"'G!DP(ZZG/EL5 LM>UC]\#R&S_+#X0-+/3:K#I M2Y?+2S?
_..I_\PY=IZ<:3PRYJJBU>[W*G M'WE4NA!ZN-IU-&13"-FY (E)B]Z!+>75I#R*).D-5J%VDEJNZDYIGO9K;:9 M3XEY! M-W X7\1_K1:;_ VTW._2G[?XFL^F^,NPZ2:^]K!C='A.Y
PIKPMXRI X*0E$ M2;R/6DJ<4>!T MZ59;GJ&]RQ:(S3H%HA.1X0! #'E;5D=;3ZC^ -$U<*;AFI:X4D6:+XE"H-VYG) M8%)T0*)-
#&,/YU+UOFP]\#&P!W0XK/8=7]2WC@<^$E_]9S5>_GPQFR[&<9T^ M=>WF"5NZQK"$CF)"-X^$,HN>6+#!.>.BX)9TZ4:V,F9+(ZXF.C$5?^\KOP!9NU7L)G/0P.5+T
MS8'GUJZB60:KK8>T[KN@\%\H$ I1VV2D/K2IXI9 9%[Y3BC)%#1XPXK?9"_8U;/I60@,GTL$CTS8W C>[=;$N;%M(C7(D1#(: M(*1BNPE5N.\<7[?4-%1EF63U>20GXFW
=_P^P5EKC'J?2#GG'?1NMA7 0P&M MEHO2A0)U^&ZU/K5HSLP26;KRESK4G(H=2Q0#;JH5LX:KZFVG3L'7@*_1Y[!S M^D+(P'[-Y]G231:%XV^S22RK+U?SZ??
U[L^SDII;=##+?WSZLA@EB]X:$P'0 MZ4LE,Q>]?V\LXM4DFEDTE'6YY-]GS0%?/4^ REXU<#"R?J2YG]7PF0M3BS>+ MQ:IX?5^^SZ;_V##S/O^Q6"W^<'^-+U>7(V.DR3$Z/&-
"Z97I$SAD!Z)ADH1@ MN4ZZBZO<:;4![_E/A*<>I-[R?[J\OMD]C.E3VG^8QS2XV;\>B;ZVF(OUCOK M]I^_F"V6&(;^,RT_7@_8&DFO3"88A!).4=@B:92S!A9^Y4VQ\?Y?
S^;;'Y6_1T%6-[[[+];B/%JF M*0>92KDUCP)!(2HP!09G,/0\ )H2"' M0!+'W^OT+:TJD@4MQH* MUVEMM,?#G.C:S]^_>LKQ7K Z1O
H'CX!Q0$_TTW(6_OT%W@$TE0)&DP.8A#LXZ&2$CF4.2^W*Y1VD##L9M!GX MU518,\9M47;1"G<1AEK_3LO;^\C*1$36I5E4N:E%-Q@#:(SU*?Y2\^RSL5U2 M2;JL-
>QXR&80UHMJ!H;:'VOBU^(KQGJQ?@O8'.:^Y0#\3=(CLT>8#C[+G%O+K^[L)QEM^VM@K^:IC^_WV[? MTOG1I=TWB'2*N[[(SRY8H2X%95D:-"8Q/@D3D
M9D,"2SY*T^4&_Z#%C[7S3[0/>C]_\:UL\#?3VW]C/ UCA.#FG,P* S&AD-], M XAH(IB86&DGD@B-.B3+*AOPHP@>SC+WCZS[1OMTFFW 7=FO)U;(1OJ$GKC, MT8#@ IECE -
%OXYQIP1-M6L*SZ!WW0# .:JAW3Y:; "BCS93"U218)6#X(4O M/&3P41"01"9&M*;,U\[.?>&=GNIO4M#NWUTT ".;H3SJ3C0Q>'_\CVZ9:G# M(T1MF=+19B%I+
(EO9;QJJ?,HMQ"1E"N)(## [2]KX@G"AD7:\?J_;[&J*Z,! MA!UZ -P$FREHA49? H^<8+#)-5@6/- LK4=AI\1K'[!'$SWL8\QPA^YIM=T
MO.\60G^9NLLRB/6_*99>^87+D0K$>FL,$!99:9#O2@<6!3(PEU.0GJC:I_*S M1)VG3W@@2)YL-'"LQAJ^//H\=[%,>ET7<7Y,(8U_K$?,O4M'7 =U^&BM"YY]
MZ:^4/7IKI>O0V&+=XYHK,P4:$!77*Z"A#HM6;?CQ"1KWYM%<#/=9= M%][.W+1,VW@]GKII4<'-TIL#P7M"C941)%/H)$=7]H.P(*0-1&5/G:Q= W,@
MJ%5%9)4#0@K]2@?)46X$1F2AA/ M=:X]D/48>@?.$3L%H!X/:OK7;@-(OLO!52//((A(3(!WZ%,+@^1;*0+P0(GV MSA#I:E]K/T9'$\G[)T#!K+)*&H#5'>&AW-;RNV'LQBV.C%#!J
9JM2]\23QL M4&Y6>*)U%%''7HWA$[0-G)TXM.&KI;6&T'C#RN_HO2]&I:D%I5%!X+DT@_$, M?"A#,T6D6E*17*P=Y^X@I2%35TWO.\!UC!(:P-*7J1]/)BG>\IQ?K.9%RJ.@ M&)-
<=E,SK/4Z":(JJ:(!4.W8&U?< M6!UL#E) ("4KU]#2I#(9B#1%EZU0)%:?U/$D1<.F50]IK@Y1R>$ *T7J=0!V M-:/T]6S^9J1%<.U+[TJ@;9<,F M7)\&Y>6UWN)TVB\)*!LZ?W B
6GC0#N(E>6 M,,52[>;W3]$S3,^9@8W;@>IHP+1]F,]^C!>H'=PWZWOW%TC#>/D6C75:C$I; ML=*1 Z)$40F7&5C&$D@G-$DN(8^U7?
PG"1JF(\M)P55/(0V_5+WQDKO3W<6NGY'T'@<&2\8E!%YY5$^@:'10^0Y),=B3J+VX/I' M"3G^O?S61[=&$O?.N]DT;"VFMR0*1Q1X)1.
(,@W4$TMM!#S;1[QURIYGZ_9^^;F7]%,&JJTD3H"<:4:)!&&AS Q MP,M<26EH[XASO$SU%T+#7"?7A5$_Z9W!(O2DGT>751T.=(^N)C]8^P+K2
M7Z$"YO$E[^*.2DE3@1V%*487TF>,#_WD%*ANHL8Y#5FR[MIF:XNI3: M^KYO9RIHH('S:@;KF<^?"_2G!Z3%OC,!VN=8?O072D)JI1MH&',5;%S>[4P(KZ&7QH)WYG MZB9?
%NG3+"__1#&OTW^DYQ9C$(%&-B,+E"EPE 20BBOG31(Y=QFAMN/SK63D MU=3CK*Y0V\/%-H_+$9DYY>7&H]Z!*V)"8DX&UJ7WU.L)YDV$%CM-*.__;S))[5.!\
[E)I5%;J4;RQ04H:PTWH@<1,HH,I486.DR MH90+<_^*JS^\M9(07AT*7:%VH%X:@-KKU7PZ7J[F:9VQ_%?YU961MAQ#"8VD M*QT8")LYN@4Y TV2IY]-
:%V3MMN:AH%UJ&*G_6BA0;P5-JOK?!SUQ*ZZC1) MLK321E"9(QLR!K D&H@,I6985MI7O\Q^G)1AC\2^D51#_@W!Z,HA11_53;^.
MT5>X6"S2%5,R62I+!URE2Z,5H@7X7)*AE-(D$$E(]2JH3H0-FWQ[*HC5TTT# M@+N.?-*/-)G=WCG.9*K7C\S"E:2%0,$;SR!I]%J5\8;HVOEI.XD9-LFV;V#5 MT4$#8'J;,/8MHU7?
7&(X_&/3A6++"C=6>:'*90LC(!QS8"B:9.J490$/>RMK M-YYY@IQA,VG[!E0M/;1^1471%629:Y#!H(RR1?&H,D'=$Y=,LH**>\Y5?U=4 MO67&]@66ZA(>$"V+^7+TL;2Z68>Z-F:;?
0@0N<0WM.(W4]:O6D8&:E+P 5 ,KL3[!*RF M J(F,K,HF:>=\KR>4_SM18>Y6:FF^(/EUT#$L?/(>WM=,$2S\Y+0",GR@"Z, MQ@/0Y00YB&2]5<3:VC=PSU,U\)B>0=^G#E--RV#
[LDAY-7D[SFD4"5$!]QND M5%@2'$]=/("!.TTM6M6$7OJIT'9#5J.O" .F+'%!:.6DTTCPR26S4J8?2T2ID68C[]O"I ^ MI_GEJY+]NR@WW:^FJ\LTWZ1O"V:08RW H,> >XHD0.>
@*#2&NJ""+)V@ZQJ MQ#?Z4G$R@]B#BAO]D4(J\O5I#2(>)F0B#!>LX&_GJ2U;J?Q=@'"3CF-7"D] MT,9#E.41AZ$'9)Q1H @GQO@Q %M].K9"<_I6A+9HK>
MC#'@O+9EK\KBM9,2!&I&A/88M9_*''3V1AHQ:R07 MHC0&I1E$DA;]9)21-3'P9)5D]P>F5>@7<+-^HR\M=4!SL* '?H9[.5Y\GRW< MY'U^O9I,?EZSL7XTVF%?
%498OMP4D,!Q#_ BIZ BY,BT4%1%D>]=N3]>B+S_ MTIT@I,\,0J=0P\ H*TS=XFF=4K-X,T67=:2(UQBF>V",LC)_5(-WV99R9..R M2\0ZV0%,NU?HA!ESAIBI)-0&:Y8VJ3(I?EKY?
Z6P_#R[4UEL*1&9F01<2K2N MPC.PFG"($>4G4V!*Z Z(V7OA3D"R9PBD?E700.AXIU[];I[?;;;HR*!OIQ4E MP'(6@ $P@3(T'A*>VB93XX2N/1F[*VW=;GG)F<&O5PTU@+S/MY-
(RS#:\;P(M[:KA3YF19!A*R]+D2KY6 LL4A_(6IR0&%Y+7[N#U-$7=4':NCPD5M=$ MGYW MXVGI;OA^NO$>QYL+OXT?0$<>!:0=-V"3B\B-\V"HQ7#5FX"N03:!UZYT>9JB
M;M@ZUX>$BMJH?2=5ORO*.@?UB&9>=__[6CU/GJ"J4HN3S0K7?2D8RSH(GT Q MA(I@G(/7EH&4@7G%A6#=\E'V37NNUJCK;4)XIO4W;ST:;-(#D'CNG$V)ZHN MV:&A@)6
]#$;HY*AIK8O] 0YPSYR'Z'WA^G;=43>P 'T< #EJ\5R?(DFZ%9I M*EI1[V5,$))%A\U& :Z4.NCH!9H^FHFH?>G8A:ZA\50)!/?=Z-H::1IEMW+D MDW?>H&29
E*EEXRG";PWCL(DKHY*VN7">\?G6P7)H3J]7>=);N%3[B#I4&=)M0?E[%)GLI:T>QR3Z2&[KFX$ZQ MA/?<2\,4^$@8B, C6)T3V-) U29!8I5ZLP:+3?92V7[')P8H_6'X-
A!F/GW5EFH;UG>WE^WS539N..*=",.%+1"9!R$# >'2[DPTB&:4S MJ]YY[T!26[Q).1 NCT*Q7]TU"M&[+(TT49J1C&(SI5D\%Q;C-\(S32*,8^IFGZTTT*8R/C8FF?
E"!K=!6%SPQ,U@YL\-;G M2#*UM1\KGR&IQ=.U/W0=JHO!+^P>WRCCZ6;"TEIJHRB=X=R7=WVZ;I&9P22= MP9?T2<8I07>TT_5=A\6&K=#H S;]R'GHM.<4YH6)-].XZ_?
EN_SE\4F*^1B M&C^F=0W*YK@?.S^>C)<_7Z[2Y]GMF\P148HQDP0$5KKG6$*1[\@ /5\2O"+< MY2XMU8^G9-ABC+X@=V(-
#6[(JEV4OYGN8'^$3J4/CI9.]JH,UO$<3!EG&H1+ MCAM!J6:=K%G7%8>MV^C/I/4B\7/ T?66&65I@LMV/=6;E'<=#T:5;,J@M4N9 MHUR[)-
OM^JP11R#XNDPR0^,J9+9]G[Z@+^18'9\?MFRC+Y34D&4[):O/Y#P&2[1E(8)W#F-4Y2EXJ1#CWI.8O6?! MU4[]J9"!VEL%1Y\Q745-M .ON%&F3 X4CE&:TL. M5E]B[AX -
U):LV2\W0 MJY.U(?60BJ$OGJKE(AXIX ;NE?[AYN/RY'## #6<,)H4F-+95&@E, A%>7A" MG*6XQ[26E1'R@(BA[XZJ >0X\3: CT\KI'[MA(7991K)TBA/!0-1$H\01SN+
M=M"#3,:)I+T4KG9.\UT*AKX>JH:,(P3;S@%S VN9I$,. FB52Y-%-(#6EG$2 M,@01%49YM/X#QS[6HL?[FXJI[8>(LX$N&7?/P0_NY[JG^DC1G*1T#D)I^"%D M-N@_40L4.3
V*Q]$[?*.QRD9^@:F)X?C($$W<*CL.N49LP:#_^H5GT>0._15337@G4IE M#:#S+AO_EPKG*5[\P)]^31]3R>>^_81#1SGE(#A1$%5$O]\["TYK HHD3:3G M4L7:3M&^- Y]&=23
:RLG-;!]W*\6-<8?$0O[D.:A]+$QDM=\A90CB*AZ7$GR/T#CTK=%IP'>L?G,3-PWIT[>4EA>7A>N1TX9'2CAP;EAIH3 AVS!JZPR M]X$Q5GN"T1'D#MP,I"
(F3Z6S:O#LJYC^JFW[+*_CZLF5^W'IEJLY2N7XEK5S[==OHX^4J70,Y.Y>,Y03C5$'*1#8&SE(%BE(A(I5. M*?&,J]8MI<4XWO++7"]=RC1SW^FR8_TQVRZ_+88IV94&')<<
M9&)ESB'71-5NA'LHK<,-DN\30YT2CFMKLH&#NBN?_TQN_OG/V8BK'*7$N"M: MCDZP9!J\-'C4N$@3I3Y0WT\KBLXD#O,DU"H^#]';N<$2<99&A#OE6.0012Z5
MD0F=#X%NB%2)4>\%%]7;,N]-Y#"/44U#2L7? Z:R7M@-@L- [S&M8R-/?6W+DA<_PCC:2S**\RT%3XTCT4.74, M(SAG-$:2B:C4;61C7\A$&H=YDVL:F?
MJ[HR0>9%QS6LF!%%_]%?"O;F]@B0I*AZ1!*<"1FIH2+7';QY$Z##OATUALXH.VTG=VO58S] 3<0P-O\H!HSI& M-
/B0.$CI,N,J:!MKWVD>DSM1_=GPU)BKH8>&WV9^G\WBG^/)Q$WC&_SBK?;A M1SS'=/AHK1>8?>FOU"?Y:MF+1Y9%*S29+5;S&_P1'J3*FH'4ME0_6%O:;A/@ MQ',M-
1HH43ME>R\"CTY"OI[(_'H\'2]QE_Q(#Y;==,X)5$A&F0"610)AC2M# MHQCHTA$Q>AM\]="X.W7#=GKI#U,/" PA-)6?!9&9"Y3'^1G*1NO0[W@.(>Y V+Q;X0,CN-NMI&X@UC
M[]SE50=:Y82+D6;06F(X940$(YV$*#P&6($08VI'&GN2."PB>X-*=T@>K;>! MVS^^F$T7L\DX;JJW2TGFIOMI,!YC(0SDF2L=[6(&EYT!0W.PA'@;4Z=WE&?Z
M0#Z^^K"EACV;N4I";PXV6^A[39@DQ@+UI9Y2KP-K;8 +II*,3.;8*;5U;^ , M:8]JZ?1)B!P@X :.O$\H_51B[]]6B_$48_1/Z>OZNG M'4(C25%)R+P,-M-E
MIG#P%H+*F5'KB8NU&SX^2="P-:PGW!$5ZZ"02' M&\T+,-H%%KPA@M:^"+M#P, .>CW%WH?,P5)NH8_]FGTI(Z<$F=:*R,W@8*^B M ,*5]DF@-
>6FPL&TWR"#WHJ>3^#$'";:%O"P[=7-K+(2#V/0P16R2^>^G"/@ M]L@Y)*]EM_ZNYS778"]E[9AKL(_D&C@CKB[1WEYWG1'$).?7)1OK9N]!@)\/B!BV OY$OL9QHF\
(.Q]GD\GKV?Q/-X\CEZW-GE,@&?>1 MB(* =W@(4MP2P>2(/GGMZ R:%2;@@H(\Y5ML1'*"^((%P(M8 -+95@SYU)JI6WMO/VKM=N Q,%*W
&*O21Z,!*^I_EX%M&%GB^KXN$B_&KN;CZ=-43RIZG;MAPNR^H5=9*0W@;):6C$:*4SF_:RF0\WBD& MDCP;8J)V)M1^:=_+3>HM\NK-3=I'HD>Z2:^F<:@,M)-DI
V8H=9NQAIUW,E M,DCJ&(),VDT73,0F9\)(QUQ?ER:M9:PYQGPD1D)DN3S"X4GO,Z6@.36949IT MKMTXY=?,6-
L'4T=DK.VCKP8.R7WR6GABAL0@0,O2AR:7N6L,CXZ0DR#!H\.I M:H>2OV+&VEX(.2)C;1]UM8W$1S.?&-4L9TE!\130!T'VG-$2F)-.*D)RJMYK M^)?-6-
L+*D=FK.VCMP9@^3+]2)/9]U);$[Y-9Y/9UY_K9I>+[0-58C$JHCT> M)@9W0#/D-0L[(Z'PZP_W0P\!.8/E 4ZVJ4%VSQM MXN[%M_'W+2,QYQBBDV!#\5T 35TY-V";
M7JP6R]EEFG^\Q$7'T]M0"^N8NI".B*?B*LE81YD,11$-1KW#3H_E>G@G?824BQM=DKG;Y\HAQBYBHY&%_TMS/>LD&5]YDI:P$XT-I$)H)6*HHP^K:%]9G MDPV^EVJ?S ;?
1\HM9/]NDN&)XEI[3X(M)P&SUV/MA1EP$5Y/L6?=/*/JF:# MMU!8!A>Y8&3[2QI+3,*E-/R@@G)T4":4T,UC-C;:?0[+RRP?=2 MUHYL\'TDUX
7\L06>'N=S,JT1A^**;"6,_2L")I'+RUPG20EE@M.:G?GZ$+7 MV125]/2<=D^5G&EK2IB8AQ$BA*7L_ER_-^U&M&=(4[JY, *B6YR0,-M(G.0 MF*"6.,(TJ=VG8'\JF[U;[QV&-=36-C#?
I>4H<1.I"VB_@PH@(O+EM*8@,53# M3499@,BEK8S"76)UV2K4 MI.PT]R9T:H^P![B>IFC8\<^]@ZNB.LZSD^SKU;(D M\20R^9_+N7.4$N?T<> M!\GF#]1;R3$D(-Z6,:
<8AEHG$B3GF;;,T$SZJN8Z23;_4^["+86\^NM[FBX> M#I<+RG 9=$8G5A:?EG-T';1%UX$D8HASS-=^.SJ.XG/*^M\'>_NX@97UVL"I MO1^W5R/H5/2,,AE!&Q9*@R8)1I(
1.922,]#"+6G8!U$:!MUYZUA]A MGB=4 MUR/IA)616A[Z^+O2&K!96[ )"D\|S1P7[N;RH&DME'.WB1<]];D60)V/:@. M#Q!NK3. DD2O/RL/+C!?CI$8.?$>=^O@>!UNT.
YP'5O/9XG6LM,,)NMHX8(MB"+J[?"ZY"6X*))TRE";&T#K8,,'SP*M^^KQ[-!Z=XR=IE2STD,LAS)$K#PL MF#*E*6<>B0W!47_"&0S/D3OL/56KN#U8RI0/_7 OWYQVR:?
O[AYO].R]>K:5Q<+*]7'"FKJ5"9E1$ %+=4 M8N"--D"SR4IFQOG]FOM'ZU [+#5P7ES)]Q&L"JN9P-CH).U0N.(GF,)SFVLG=#Z&!T#9V351E UD3< FQ>S
MR\LT#V,W^>"^E[I83B.>FN4B!WD02;G"B(4K8M,.A-D[DOX:DO?!PJX(&; M95RU17V?7_UG-5[^_)3":CY>CM/BS?3#?/S#+=/DY_]+DXCX_^ZF/T>6Z.@(MFD8=N =AB
&7/05F,4)T.IF030>_9=]U!\Y:ZL.)Z57T#9BX,) M1;VG!GAD)9$^$W Z2LC.HZ,6-3\==5S^I@ND$CHS MB2Z/X@Z$EAY\DJ[,8I2T8E1.-B&7]:VD00=#2-M4XZ'H,*'2S[MT80,7E<-
YYQ_6L["O[_-)JC2Q28<.MQ]V_VM6IY:1VHK/9L\7.TF M5,C=D"-W_GXK(,GAU [=8:@*FA[VI#J)\@;N/?,XES?,7;%D0_1.9@GHK3(0GG"P$OE*@2:, MPPW)J4:GHH[D#-
P4K2[@^E)#PX?C*SVCQ/J-0[J]0!!U^^UG>L&;3=7/+[9!8[WD27D#T@I0@6I1'+ HQ9*JY M9(;0VO6C>Q,Y[&E9!3>[9Z#TH:@&[CTNILMQ+)MZ_"/=/&N\^BM,5KB57Z.4
MRYO&:KDMI'T@A9^/?V#3 S%PJJT/D&RIX.8H"N@'B_>KH15#2[06YU'(Y$2Y]8 HK&!(0S$FQD 6CBRBOJ>:X^'/0YFH:% M:C/@Z03J S79 #+7KG4199HNUK+\,''3;<]
(ES.53E/@RI1R!FO!AJ"!:CP+ M>0K9\MH-=9X@IT4\'JKWQX+I"DIH $\O9M,?:;XL2=\ODU_>B&K+CHXQ9(6G8:+E77-541@/8*CR\F:)#OBII#IOQ M6U2XZ*-"VZT2TNU,Z?
23@&@C9$#SGGQM.#VDHI4F]*=PZH[407,HNKW3.*5H M;#5D7J;.$Y? E&1/1;A65HG,1?UY9(_3,NQ9=ZR.GX3,@0(?^)'UW6R9%G&5 M&!%Z:SRIP*#?
1@(D"S2>VD5P,4OPCO)$0F2.WWN#>/35].&76U+^H=J:51-= M Q;C>DC#VH:^SVMW;;TM$J'.V'(KY#,>FUJC=Q+0R MO> 4IU =C30 K=OT;_>938283#U8EE
N.B3PUF<@P6FMT5TSM':Z_D,JAGZS MK*+>^]]P<;)N "V/;JVW-ZT.73 VXXZRM*3]YNC ,2\A*^U]-%P06?M5_&F* M6IF$< J35%$W _LZ]SEYAY[O/S]Z\>0[$B.5F@@GD<0U
1P0D60/%I5\C+Q M?QUINGLHV["85D(LW$"V_B_2+%3B;ED:6&O:TYD5$Y5L0-F)7_2V4@>8H7"$/WM>PF M#!W1?2OL+=ZOEHNEFT;D>2W!D;0A$=Q$0#5!P>%6
A\#1J>,A&"($8'6+IW? MB\!VS-+1T)B=2D]-3*M\E+UM!M,#'B_BOU:;(KR1#\HCGPRH*A8Z:P9.,P%9 M$"YS3"JHVN?@@:0.5_49R=@*EZ!0*-5L-7F6S_I6@
MY:PQM>\8]B1QN%J0@>QE%5TU <9'79P1M9(Q[4L[[R20>$[X ^ L<"ET5;[MZIU*'B5DV&O2'MR_>F)O$CW;?3&RTJ =3A8T+SWAC2ZYES)#2$R'3 *CJ6_\ M;$D9]E;KA
@Z1/1-8.C(Y+%-.<'(6QU\"@D8SP%$Z:>PK@'E*?N(L;L@M'8+ MR2J$#]L[I4=\GEZM#1>)O)M-@UM\6W/FW2+%V_ECVP:OAU>*[//U6N4B!W-4 MH1G&[;5_N[_VM=OGO0V*.
G*EM[YAB@P!G\K9)8^&XNKD=':6>4E1D91!%W*CR,X'BUD M(ZWUV4E9O7RF%T:&NXZIC[0GRDT&TGP#MX>;N_+KA^2W6Q8WC\@ZL^"R@N@(M*?W:
(EBK'$1KLXTJ6)5J'^Q/D--,2-EI@:_7=K9HE--LF'U!.9WF2+4BA!+^U*ET7L5*H-EA ,U MGDOJO;:L=@E9)*&O07N#V7UM=(U#ZB=I" ;\C5R_0C36;?B]3NLF0CEXE$
MC)480Y:*GV"DU" 9P0\F[E3U0J .9 U[5=P?S&IK9.",QW5*<+@5YHRGL^\E M=PN-=+K#E,_>4!H=4!G+D"1/P!,E0%I":'!>.W\OX?_1&Z#."PY[EUL?0/U) MNP$[=?
&GF\?/^)>#VP0T4Y78 MR+W"X=II %H[I#:?.]PSZZ;?O_V\^3L?W,]UY5[A^(;M:2QEY;%O8TBJ?XH&@-1@G6"G5D%SR+ GIDB7_$H#7\H.

```
MCH19;VHIP)C6.9%NWK0=45R7['OJ%$;N,6;P: 4PD+/;.&\4K4Y490HD$SSLF(Y@.2TSL43TTF=)]]<; M=J-LX+JQ(<%SW^FMK\ESS8EY\@\?%\_ZP'O_O?SRXVPRR;-
Y.5Y[RJJI3M]) M\G+ZE6JE;K W4Y?>Y]N4?$R3LC?6^^V&@ZT_=3.@23 C@V5E_%9ICI2S!2?Q M3'&>49FSH(K7?B4YCN)ZN4.'>Z*;0UBF3(D.#K@I34.<)6!)""""Y9\$98J.J
MWJB]%O$#]V$Y'69W)Q"=4OTM^#UW8GF=L_(Y&<"HO?2IYQC51&M!R)BUQ- & M_W#P"[P3) :=% 1/7MKMHY$&X-1+&,]SDC8H!WI]PV0L!V,SAR#*F.N2G!^K M-
^7\Q2_M]H+5*2[M]M%Q SB_-<5H4[ZVO182-$K*4) LQP2"4 ?.H0G(Z!#C MGRBK5>V:[!VD_(+7>7MA9%9?8>U?%@?J2221@>=$EBYS#FQT L-H(Q071F'( M>
[K+XOY>VEI!5P]J:<"X/<+1XN.G+U>J/$D00-?Y+8"Q?K*:\;<+0HC*V3D'MGV10T=[9TPRO>BW89;(X4 MJ.9$6.F)4F0O@[=[K8$[N[6"LUY4,S#4-NFI:_&M]\L?B]65?Z"BI@+--G
6 MBWM,&!@:+'BGF-7""=:I[]ON%89-=VH*5I74T, )^JQ8=TGUY@E$^V08]QQ\ M+@4@HDP])4;C;HI$LV"R)[6S.X^GNI4$K"'O;TZL^W-&^[O9=/,HLAF:>-.#
M^W8WF$VWF!%-0CB3#<1( HAL*#BN)#":4#TN<%J_;N,$?#4>IE?&:JVMTA=P MSGDS/13%\EN:?_[FMJ):_(Z?6"[>3#48
M?/#RY*F0E7AK_':BT4W5)X"&KG9X]*W^EDS\SPO57FH?QHGCPV[/? M::D4EP82UV6&CW=HHJ0"&7+P)L<<[D?OPYUQ>_+6^'54HV=@2F##D**#=%A+)11E$>769D6-
Y[T2%#15 H0KUZ0L9B FJE*\RB*MW1_E9,QUVG#J M[PUW0@B=\]]:LG_KTNA)DZ.D-6ACT*]6P8"@I4-U# *B(#0P@SX!:V9G[<=: MIWVE_]Y7)X//P;OJ^SID?#6-
C9]:F]/_^C+)*R5#B6!5$8O0L3C:(9=23>0M M:2)2,Z[CGKQUVEOF[[UU.@#MO[GL9G--T]=2B?!Y^)/K6?&\GLUS&M^6$$M: MQQ!0C:2,52\-5GU*$6*BCB;),;@59[/%'K#7:9?
9OW?926'TO[#1[OO.Z!OC M/R%!$,*"4$Z 2XE#S()&E;E/I!DGL9?PZZ:7_-^[[ 08.M)3_+1T\V7C6^SN MP^/SSR'6"2YDF6>KHD83E1Q8=+S!.YFDUCEPJ\]F"^[)?
+@,4@VEM=N(M<,\]TV[]^9*RUA\)?> MO%OW?X5(?%YJA'$7N ^EN(F6%QD,P5TTP!++CFNI0CZ[ +,3Y]VV[:^6 ].6 M#O9"WSGOV=VYK^NTH?5G%B-E;5 )G8ZP;D6L>
##G,&@769+)<;JU6=/]LM1 MMSWV=\)+[V@YY[W3/1!_WMXD)71@5 !EZ[;RQJ)BJ0<6D^2)XJ_E&=[S5#KK M_LYY:01YO_P[XN['UX^I5"/BSU_,INL.42LW^9SFB
!"%*>&)?!)91#$,7"H M=)":29YI:NX2]*0%TV\-_I]&TAL7_C:/W#4IH/%V,P\;:&<-$X"R#2]R4 MVS0*/F0'5F;BI:96J/.)*G6IR%GZ?M];_5;KO'&(NCM9'0UC:[H3@94:Z ]B<31F"
M@7L"PQ,@5G(G,@U,\)[0U$+#XL,UN0,2!XAUX%/D@A&J+R[7(%HZ;18&Y X1).S/L7: DYV M3.- MJ[ ^?@L7J%>ZY2%2]*E"S!"$X2 8GK0&O3A0+.&QJX.(NDN+RUW?'[8_3"4P
M5!%> R[&O2D DG,:K0824RY##%$:5@1@3H .,NQ@7$?)YC!-Z3#>KA&&H#3 MX8)[HGTLH6@XJ2RO"+B1A"$23':FO(A1EI3$?TZ>NG3NXS[V@=4IQGWLH^-S MZ$.>M;
<910PRE:(X&D*Y_I"@"#5!>4^L9AW.T&I]R,]KL,=>:-BW#_D^JFFW M#WF03.!&Q8,E*!21#Q1]3(6_C=8A%X%+TZ5MX)%]R,]KHL>AL*JDA@;.YZ>'
M01A9AMZ@?'ARI9*71[!&4@@A:DL<28[4'N+\OS;)XQ (UE?>T"?HIR_7$W'< M-'Z_&<5TVTXK(00A@I;0+)6!O!J\-A249$HGSJ/3HLL1VF6QQILGGO0,K:Z<
MH='V_#PF3Y(E"7V J#C**I=VJ<%9X"*PQ @Z#+3+C4>E,5GG-=SC>%^MBEH: M.%QWC92C,88@@X%D""O="4OS-*]!.D5))BQ97[N ]9@9@,.E^9[Z0*VAL 9P
M]^KR^V3V,Z7U/MJRX'P,46@%&<,=$(DIP,"> 6-HM+6*3+/:'0\>(:/Q+G*G MQMNQBFHBA^7%;+H8H^+6PKQZ&I,\6(^6.9LH01#FP:.# ,)1Y820EL0NKMK.
M!1KOF';*8[..$AJP6I]0@6OIO9BXQ>)]7F^*[>6DDX%E!8)GW!+""S""&M!* M4RHIM3I4G^RSBYB! X,F7B3J:*H!R-VF?[L-8_0A9*0[:U6& 3$&3J<,VANO
MLL_2VMI7'@^I&/@&MXYZ9U5E/2!:%O/EZ&/95FL99)=5=$D#UQ3\043 M,$$R&EJ,5V@G@.!7;X$#?W<#C#L+#APA#FIP#I=\"W"Y"AY<]-1YQ#9/OK2* M,> 3!@\DA,
MP##+B]^6B4TB9N]J>SI'4SWP)4(;+M%I=7_.:-]G-*.3/#%I)"A/(@@K)3@G MT )H+Z0A.G#5S'[X7YKIN1=6AYCIN0]PSGHSK=G=VK[%Q6KY;38?_S?%$2$B
MI9(/GV)P&/Q3!3:B%#QQ@GN:C;D_]W[ G;.#B<8S#EK=)C4@^)'F?M;8 MKOCAQI-RPK^>S=?-F.F\9R.?K=*&Q#YE??* MIG4PFI#MC\K?
HR,:K,@Z.U#4"#QTRY6IC!Q=TD255=8*7[LYT6DY;#R#Y4QW MU?%@:F"K/=Z@YZ%R_'WE/-NVZ>+KU_EZ ,S=MDV;+MXC14PF'DU0+DWU131H MF[3VD#+3!NU3:?
C;AWMW>E8;S]\Y@??7.+Q:V86':.EZUOQF1.'U:(NU ;O7 M+RU'RPCG%HPKDPM9TF =8T#0.W#:*V6K9XJ?@J_&\Y4:C:[Z LXY;Z;JXV.$
M8D8Z5;HH6@\EFP=%Z#THH9RAU$DBFNG?/L@(HY8'9@ZR+0>%X/_0WAT1+93@ M7@-39=!$+(/GF8B@#%?*&!>%M6>Z-<]^B.8Y[+R] #1P#O#Z3%\4KK_-)K&L MOES-
IYO>\'DV+X'O>/IUEO_X]&4Q"N@P)YM8F7&&\:O,%AR- ;PB1&0N9!3Q M[L9X-"UXGS7/?R#E(8CM53,#(VYS9_]FL5B5*_LOWV?3?VQ8>9_7=;CNK_'E MZG*4B2:<*
XA*@5">8H"U&7N#Y<16'Y"TU4CK<;UU:;_5 VOD/%#P*N0/J^9P]XNVV?DP.'XL<8C3!4^,ADAA+ MZ4D *V0 I8DR@O(756 M+;Y<\7@QG:[53:EFD:4TP$<@(>?(1'#:/31]9T6
1]6\_ -Q5Q*QQJ4F4(IL^IOKH>1>O[3RX[R"$Z@WZ$[0>#V"U?[LUQH^YO].2*< M"4D\!CQ+U(\8],E]:73ZW1#6"_VHM@543\5CZ%?I59 M=MHQG=$G 9I*00ZU9<8KNM%
<"L]T<#;2ZC5:?\^RVQ.S_9'4&<^_V@L!3@ZSVT4=#6-HV M@E%!.D(LA:#*M98W$HS,'"*W++J,P5RLW9RNI5;\AVORZ4%6^XBU 5#N0,9N4=8V(.UT@#<#I<<$]T MZ<--
B=$8%2",4?@O'3&B2@IX>;7RTG(1:J.R#SY:&CVR%ZQ.,7ID'QTWT\KZ MB?D6S$JI>)(HV\1 N)C!!^F!D,1Y<2F0NLL1?
H9P@9Y&TM3EP82IC[7R:"N^EWN>;"N\CZQ:ZQ*YE$*5BR9@TE>@';*6Z)%DK136%FUJ? 9=#$_Q. <+OD6X'(U;BEA:( A0AF"P_$8 M%@RLT11RS"9(10+1G1*LSZNI\%
[*VM%4>!_)#:SP;;7!E>=%C4YEJ""5K P_ M8K%DV5F(UD3\$:$TU; 1=Q8=6.F'J&Q60WY#*WZ3]W85USD1LF4$&:FU-DI/ ML/G5=M+'\>+?K^>I-$!+B*SE6B
9_Z$1/6\53"X'J2Q=<3DDGKR-GB5U?X9] M6_OH,:8:?UHXHUUT-&1:V4.'M!1\RJQ\3O-+.A*6!NO0AB@JT)?E&E7$#<:N
MS/HLO4[H%_2Q>7KAIO$WDQ/LFN%!TLIVJ7T*OQS_&,3&.]4I]AW:=;O-U-GW(6_FR#D:,@T7O;R9XB_39_?73:Y[ MD=AL6B+06;[YXX.+7O9=H5;1RU&<52IZ>82&Z^J P)
(CQ$F@CBL,X)4!F\H+ MDDH\,)(9Y[7=W"?(.?HY+T>ZA6/"J6C*\E1*&I"8F9(&L/A^Q&V; .?E\8 MZT$K#=BO*ZZNS/!;_"]V\F88)SK(""%*Y,UR E8S#Q%C"LTI];);UL4!B.M" MW[
O:'WCKKJ&&D#?+C:L= DI)L!L:0!=WJU=] &XX\$J3RP)M:=&'8.IWGH/ M]86I&G*O=E">Y.Z@S)&:AO%DO/[^+-_$(>72I.HE0K>E>KQ-.(#7$UPKV,PD M(SI!#,4T>5>Z:R/
B!#&$2W0&3NC:X7K3]\5]HZ-=7$5]Q8COL(O_[SY[\N= MG0_,42,].@UEWF96&/<:I2$D[G26R5M9^X6^*@/M7EGL@[J=5O+D.F[I:+[+ M_.->2%J,6":"<(*.KN41!4T2&!4PT#
(B19FU#KYVCO^>)+9[A=(#2*OHJ5T8 MOIN5TVH5EF,_2=M].)(F.2E\!%,F0PJ,M,"Z'"&ZP'+B-OOJLT;W(*_=FY<> MX'>T?LX+>NMY-J-LLD(KCEQ9QD$P3<&;0$'G*
T3RE!_HE-\)XWM7LV<"(3[ M:VKHUI(Y)^3@1QJOF5RZO^8/#/W:VUC.?K^X^.#BOU:+Y3I-=^0L;KBG@EOCJ.@W0N90]!V0FVT:_WP!R^0F/%R=.#M3M.,_LCSFX0-UT/"B[Y
M6Z<_=A]/IBG=#T?6\:R=3""5-2!4=F"]3:"X]HE+S6,8\"S>3?BP$W<;.* K MZ;1="[KV0*Y_-/VZR2D+G&FB1 3G X9EQ2UV7CL(S)53PEJI:C^M[$/?L!-G M3PS+XS74BL^X@\'M ?
%_X^6W,AL16=S<#1B3A5&:@JA/:BA.W"7S1=N&M)DLME;^67RVT2-D222EU;$ M8+@IO2JX !>SAV!3LIDPW&/T,+QUIF'@^:@G0ET_*FGWC+WQA4?HYR:N&$I1 M*
M"!PN>>P[(B7;.:NV]/'5X,O"XU,$"D[V4T7Q$LG83+FY%^-P(99PEP+*) M)855;7J#&2Y54$%D0FH7:W0D;> IIT/X;XXL^:D+99L>)"8+1^TW=#C]0=Q$Q\,#0P4[4*DH
M]TC=\/=F^FKJUO5ZVU=M#,"E(;BK7-#;%B7.& S1G:!6&_R]JMUJ8R\"!Q[& M>6++5T%)[2/P*B$2_\+%8I&6BU(6MU'I9#+[LWBV(\NMTM$E,-%0$"H0<%I)
MB%R34DOB=3S1=5 \|>G,@K-969TL OI=>28)Q5"4.5-G"!FY&W('("Z/H MA%@=,YLN?I=7V\F(:7_UG-?Y>PJM19%GX) -DL1EES\!09R&' M)*3.FM!
<>WS[GB2VFYZZ#W)V%8;TH:=V+E\>N =%D-N?;:W\G4X*T[@U^HN1 MI"$1E\N\3X6!ET&#;P,Z$4%GZC37B?#:F0F'4]MN=FHEC/:IO8$O;>YSB4)T MQ7=-
\:H9U$C@IA.98>B_WGR,2K!,H1"]4#9J1V.G">K/K]1NFNDA..I!N@W$ M!X];[OO[PGT?HT,Y_F^*GV9Y^2?*?Q0H(U0H!4X)"T)P B9)W!/(85 Y$2JK M#YL]D-9V,TWKG[F5-=?
PX?O[;!;_'$\F:*AQ\V$ 7S)W-G\TXCYRYY4 $Y0' MW)(4XRN7P>;,0DF/2*'V2]L^]+6;C%KU@*VEH6;-Y(=Y^N[&5WMM4:2G>>FI M* +-(+Q%/P'M/5!+M.J7G=5VPWX[-6'%%)
MVFW9K^LH>Y-R\|+-YS_S;%XZ2"X^H@Z1SF\CBE&2X9* 3%ZCC988.%FA :,E M2H*F48O:C[9[DMAN+FCMVY!:>FH1AF^F'^:SD!;7'*%3^C+]2)/9YD8RD*0(
MTP)D9.B/\O)"C3\!GI$_]!-BS+5;0NQ+8\/YH5616%-5K=W&;7__$=F9KM+( MHF>@*.?%FHM2&Y6*W#C8I-3_W]Z7];:5*^N^W__"/&#M8(;@BF!I@B;! M!4/2.2>^G;
[>C6BOYC+AA6!HT?+MGN7],A+!2&82THDHQ"4#N\Z"1TP%8SAU MW(?!3^ .2MB-B*_F'N(%8&J1A.N8WCM&K00G GLPW)Q@@IQQ&'DO.5/4) CS
M!]]BNY^GO/[KA=/5WB)Y?IN#$S"R,A?*)08IF_,*5G:808P.ICDZPX.BM/3; MF=V2=$O4??TW J>KO:'6*8<>DTGF&0[1((VC0]RXA%PB%"58#9ZK(,*0"4.] M'O_15W-
?,!0@+1JH1X?7G^)RY+T-TEN/A!,)P=8,8;)C#D+G*"-1'E;-@#E" MNT3JQJW7?'_0&XC7U0FSZ+.^%WBW5^MAGK!&Y<,I)*3-*6'*(NNY0Y*FF*N> M"W"L"R_% 1_F[3\5^6;=)
(X8!F].)XJDH!;Q %&"<5H@@PT)F@NM1.F+I2,B MM?OP[A1F;-N=DC@TL)^]N5F,IW&QN/#_OADOQBMT?H[!]0.%2)<[S%5@L;&5$VE2[(<52HNK0J
GT'.IV/0^TVN_8Z3N+=#!9Y+G_$ M:Q?G(TL8(21?S>M\&86=1%83A;#T <<8/$U=+7I ."NLSP:,S?VV M?G&S_#Z;CY>_5NLF>4$BC1A)KS',(G&()!+, OX0 LE$>/$R!+LEJ?
N2>\C= MJH#FF^3/W<+2@MN@(5[D)!?-3X$B:Z1%+%'C+>&2$(2:X!E$ MNH79UEVZ5B.W,XDQ>Q&4&N#?XYI]<7R[6J+!$' Q(RQ, ?_B$(D@RTBN'X0Y
M20%3FH8L]7DG1JO>51E&]=5[ ]0YD%@=.,]YJP11GROAPF^1LXDAC9,DPC+O MB[_WZIGH7F$_+$.D0BA4/@+X\GYI?_I57HQ_- ?X3[I9WLSCS2(7MQ72) (S MH?
GV4'J?'QR%7"HT]]$0@7>JK-3A4W5+V@S%F"'TW( 9.B&G%"*1N%B._8@R MF:0"^RHXARDJID%]5"./&I M2R//<[Y=MXK-D#9O<"0:,()YCGYV-G8S75ZF]?\"X&^JTXYXHLY9
MGQ +1B$N9,K-G 5*%!!0T7%PE@NS>J"IU*VT,S3C6\"_0-^XG,3SHS3A%@D MO<-Y=@89V)40X9$;&2.H?_XJ,"KH,%R\%\|!BH'5\-YKF]GT]LX7_6"#M$M MS\]QW3-0J?
S6+G+VS&U=I6L\?";WY]R1P^B4DCB!Z='!"<03\,P9*1&7+N_6 M5*9@CZBJTX?Z6Y_<7A3&NLFEI-;W?01<8"YL;MX=<^()<\A*\(!S9HNP-JI4 M_(YTAQAUKJ?*H_O<@/33> -
;UN^SZ16,=IVG\@W^GU4&@G/18:(2\C@?]$25 M6YHQF))@1@J<5(RE2TSODJ/NK69O<&>%-=T@6^Z22V 'ICH8V'^#Y(@3QY$3 M O9DAZ/DPN/R'4!V2U*7,?T1/D*9,]3=
&F>+J254KR7+@DBD$RYT1RGX$I% MDQ\/"6G!N7?@Y0^Z+=5/("QM7GIJN3F>?++7]YFX23I0 1 MMIQ2+ES2IO0+B7VRM+0EG8[Q08RH*,K
BA*"M>8FJG("WM+SWI4D[A+9B+=RO.J\VS#.R,((H@;TS. MC$X":9\"D@9V6TFX(=9U-1=/1JZ;^32,N3A?=2T__ZG7YU.O[4_?L3PUDXF
M=Q,17B=+$T<".]A%%;:YD8I#S@8L<' BF"Y%P Y^I&Y:TS!T**+0EIAQ)SZE MN8F8D"CF\R .@5K.OX(8#IPM#U$6D8J?RH<36#!85M&P+#A#>2U@O[9I_.N-
M^^_HE]]F6].12CF2*Q0'G0-X4! "V^9RLPC,/),1XK33]H=]GZJ;!#3DAE%$ MN0TXG/^P\W&.U//[@U7X9;S6GEB!(J9I75=%,V: ZSKZX(B7O'0MB&T96G(S M^A]C]-)P8PS9'-
=);8CD&$6O(&2/)TT7R)(5[_R%!\CO/Q+*P4A*EP(6&"@EQU$8_@.W%/84DE2XC$0H;R M+6B/2=62"UOZQ+0W"LWSZFZM4 /NMV<8UAK.SX$9R6T7,%*>$EB-&A-1^@%_M%
[E:.ESKSX63J'8&,,V1[??[C!P-%EP&#P9=I%S#'AQ'_FJ)'B )>$S3%=Q!)NVIC:GP08C(?K( MI2L=9TABI[T2C(B!;PD/2=>2O3J3# <)5@R9ICEW_[3\T>0,-HQ*YY$- ><7
M>!HYJ@22EGJ/"7=O=>$3 ENX5AF9>7WR:(]^C&Y3U+Q> VY>,'AEY)SB3 M*>:*O*!"B1FRU#$$&W_T(O(H!]XY#PC7TBG#$*0KA4O+A/N:W]E]GH]]_#8?
M7UW%^2@99@W!%!EJ#.("@F=CM('U!,&X4B*P@:/,0]*U%&T.3+E^R#3 N557 MVQ@6'T"/7^(/^VO5*_XR?8W^!J3)$Q\)"A,PA".9Q6@H2RK"L-!8-T.NIFCY8?_=F:*2Y(Q
=)R2(S?U+(RR3$ PR"LRR ML(X17[Y=Q6Y96KJ]&<)S\#L_G^(:.;Q>GQS/:+,2YA%;MB2 M#;U1*%E5N5')GF9W,UKU>$=?G2Q MN,EM.-[.%LM5VP1-
A:.Y_2W'+B?/0#1ME)8HX6@LBY'[ =HT]1*Y[JOM%^7D M !BV\UI[*XMO9).PPBF/(+))^4B'(NV(108[C!.38-%+.V9;(M1]'3T$L_KH
MN(D&3X]5LKZF&/O/:U]RON#AYLMXH&89UH$#8$)DL3IY-@ ME=\M#V^I2@#2P!9ZL3:W*V0NTX?Q%(SK>'JU,J\C;6U@*3%D<:['2!E'9E40 MF?OD732<\])IW(?
DZ<:I5W7@7TS]S5%I\];WT18^8H$Y0X1$RE@%04O(&6S& MHYRFK%R03+'2J5I'A>I&JE=UEE\6B :8M3&N[W_F^F3KW1Q[%C5U!"D.40KG M@D/0(BQ221D7C$FT>
NH'6)T8\^K.I3OJ^Q&7*>'*X0[/S"&1^_V5HE4'[854 MWP")?K/CZ2)768J+R^FN:<&$0&Q/ M(J'_D&6!5F50')4>489Y;@TJ'>4:&Z M4>I5';F7!:*=
(Z=W$+#>VIS(\:AY[(A(97.)+N2-SQ?K#N9"E4<>$^I42,GK M\IDV.P3I1J17=MK>5^$-F*5'DX E<3E]^/V(1LO K!J$&:P%KJ1"!K2%E+)< MJEQY?_O5;DGJ;$G3C3^O[&2\B.J;(-
'ZL^OSC?79_6]SF-3(1N+ V3,H:L%R MAS^';.Z/CJ6,(8)^W':#PV+U%Y\)TXU"K^H(O(SBFV#0GK2=+S$G[L,>O3GB M>'SXL3ZC)2,9N1 T*+"YL&:X-
R6"P\H!FP2#SJ1@0_)3Q2X6WKI*SX\'Q+ MYMCZP8[G_["3FSB25&(C,$91P8[/#27(^OQ^1<"^3Z21S V;UGPO2C>&O:JC M]!)*K_P6_O/-W'^WBSA+?E7-
P=O)9.0"IRZ;9J;SHR<6$G+:*A2%XDDXF)O= M*L"]\_'[KK&[L>!5G'T745]SIF-G2O0J296, K51"(Z19)KG=_L::2KH)7%^ M5KRXB/(K[E&+^7+T)=?
+!R*>LRX,WZ:K(%^.]*57GNJ>/&()R81OFD$UF;+$I8)<.9 M\]YWZM;2A0 UZ\WV &L;[C,T5QGP/\;3\?7-]:8<+@]8! ;1.UVU\!4,:<,] M I>'424<\[C3 ?$1R)]\M#+HYT
V*Z&_VL#;GX\$Q\D8JAW$[48QV/=L0-;E MPS_A<\*_QYQU.BL[!OSCC]9YUE\,^+/U5_G8ZW&U@97%"T1&06A$4=!<49UX MY)Q-"'-
KC8B$!J\Z^+;;X]:MVE!V/^^MMX8PWQ2YC#(0IP52+$$4RZQ"1E,! MVYY047A#>0@GHEZSKE5_A/9 ?8:Z*H/]^]C-YEGT37E:YBA8)($XU@KQK ]-
MX%=8TVB<)99JTP'IK6';@/D<=&9E5%49Y0\1-&PG'VZF8?%H!B+"?#W-+V T MN*\.=B-K#$'"DN24543[+L5[=X]>QZ07QKR XAHX1]ZUOZUL7O(*6V K"D* M/^-
H0EH[AYR.V'MGJ0FE&^#MDZ5N"9VR'D!1O3?*G]_S,>K\;GD%#!9/IH2$ MB YQ11TR"I:'RD??%"MG1?&6>$=D:N^$Z'3D.]#I;!@:H-4.]02">2Y2AD*. MCT
]'#G&)0(#30GU$OXI3:0S3=%@]U7#F**>NFZ.+9NJL"RRZ 1',>9]W1,! MXN?:LU8:@;7AD?!!^=*"L>F+[4&JG*H!LCR)=[.)K?YN>Z3R=RY;\R*Y)(P
MR')80]Q*AG1@!AEB$OB)QI)0^FW908%:HL\Y>,^&4GX#3'I>G%](PG,#+R/ MX^="1F08[.#,!>PYP8%M=SRIT]1BL,=BPVQ0O?3<&$\V?1=4%E)C%"QFB&MJ MD:/"
(4*4DP(+PFAI9Z;]UA:GH-JAM<4)*JY\!G-78/#R-LZGXZOOR_N*$JL: MTI*(FH2!KQ9!5RWL-* M"P$\0[L2 WV1'H81ZJGKIMCRZ->>\I[*V/4".<>5CS0B!Q/ M"<%<:.ZU ,H:EC,-
MSH_">.NK%HLA18N(D]6&SR'1<6\1EHY M+G+&EF*EM[N&H_XRF)\4^9\"0 -LVGGYO#6+KY_ MFDTA\LVZ'EFEK7'@$$ 0#2O(:H*<4!0Q15E4C"?*2^^A^V1I+_VD#*N*Z+X!
M#CTK,/]891?S>4[27G5RR8\N/2>2,")0PCFS7GE0F.(<816P#98J4KSO^"GR MM9=?4-""#8%1_P[6 TZ5W6"0"8'2KE?D,,N)_5$% *&P(8' >NL,-]Z%^-^
MT>O!,OPJAD'+#ZUGU]?CU8W$PD[#V]DT%SF,,,^XZ/'J^OB@Q9Y@GRA_S_?8 M]SD,#Y^]V/[L\X>[+@B?K"?(.@Q<@4@4:1P4(E8ZZCPX5:YT1Z.3!.P=:LZF
M5]_B_'I3=>7AX^N8G&%M@XX$$9*+^-K\|HR!%8X<@S?@913%2[L=$:ER!LQ@ M['D68!9$IH%=\7+Y/%=9Z@\RY.WR.AL6 07:,#:@E1 >S$# I[)655G-2O([-;DGJ
MLJ<_PDWQ9AP1%XN.#XPL:!;'X$*3S$\A$'3/A6/NON?,0.WVJ59 4!GPVH M_30GF@)UU :G$84J":V2TB8A*(:4/1GMQ M[&CCA,^UNK<.PZDA,&AZ?WTX8Y0T*94,0S* HKB" -
U%JY#B(81*P-)"3!B.26QD)'9QB MI5GU7(I6]\4S@9X5U7H#O/ES.H\^PQ#^G/K9-(SS).SD^<3>V$F^)KN:?>SQE1JC1;MT4%[848P5R/@0$,XI$LV2P[E03=% B/Q.[U6VZ
M%I/[X?HJJ?SM^WC^9,80;#"?F$6>@"/.*0O(4 ! 1&NHLS)GSU1G\K;4E;-, MFB-R+U1?)8\_S&[FR^^/I\R#QL9IC0+#!M9O!&\JJH0$$Y%IS\'E+^W#%A"[ M-* %Q
)'@NQ]@IO^,=KX8<4*)<%3F"H2YURC+-Z^1H]R ME',I Z6E4^S/E[;RVZ)6>-L/Q=?$U[L5^O5[C)N>W8HDR3G#H%+.$+/:0]Q.C!VLY6PSC.V)8P.4?:["^ZZ4=]7TU_-:__TRAE$"
MM>"0#[%YH(CGTE+.\8@"Q0[KH#5.I1^5G"QD)WH.UL[VI8YQA\&LX>3MK_$J MS]9.PV]Q=C6W/[Z/O9U\G*;9_'HU_NI5U]2NE^N7>!NG-_'\M.Y>GRN5\%UN
MSH52P>\$^A)_Y-<"TZO[O%W/*.54"X2Q2YEI&FF#/2+2Q2AA\_:T=*W(?;+T MKOOCO\=P,XF7Z4ZABP^PRM__7&EZ\O9FL9Q= ]LOIB&O]=_!7PGK1G7KRSXJ
ME\N'X2U[WV*L*H9_5_7@["RLUC5L]7 MLP(?&XAU^R1CJ;;.(<^$1USD*J41;+^RR@;G1.X#VX6'1QK)[!6@,JU>D &S MTG#4YM1Z23Z>PJ9\B8&?##P@F5>@8_YK].?
7D;4N>:$4[->Y6I9PN0TPQ#@T20J;MY'AX$7( M(OK_N)K=_N?=B&M#;!SOQ\+UZW/S-.C?! MY='OI)FSQBF-P#2!#ZL@L+9!>^1EB+DDIG&X2RSP9- Z M]Z;#V/KSM=7 +=(?
XQ F\;U=;%Z]"&-88EXBQ3'0E"F!K%4F=W$4(0G&V3;: MO4] MV6HQ#]>EP&L6:10(*R'SMN>0I2D@HGA2(3J8 M9_E*AN?)6O>I1H5#
[Q<%MZ7#SOEZPJ/@O"32@984(V!^89^&W1LC&P5WQ+B8 M#.[@VNP:N^X-RLL@NN\,]!SU-F3C1@8;KK4)B(I/5JZ* M94>)"^4LY?$SM?Z$S\[A,]/E."X>"@Z"5R," ?
^;DDP#9Y'#%FC \N-\2EPT MI8NB'12H=R??Q]K-7UK[=D([HU:OO&G>1Y5CR!*(.K"QUH)=-$:7SDK:+4EE MIZ88%YXU]NVO]P;\EV>S>//K39SZ[]=V_J]5MH,TP=&
$P0%.+=8QP&9% EB M N9BE?-1%^\)?42FVN5-^^-^C$I]0&B25)O9W)V&&"T(5E0CZXG*C2%MOMVT MB#'M C/!.%6Z9.XQF1HC52\&'*57#S@:H-
=7.XF+.Z_N4]P*4AK1.J#]7:6;6_%-\">;W,;XH5?W;3"9'P< MWV8#OKEHRYXV/ASN7OP"#A+\*N8.RH3K9F5'A9:818=%*AN;#\HF\H!T0"K M=ACP;_"_KFPW-=(;' 1R-
L%4HHP0R7*'/*P0KXSD?CN^'\*%VHC3&*,&\9[. M4GV++,H3N5MJE@8N4A)(:L41S\TY#-<8.S4U@CNN+5) >*T:1IRSW1,XV.M>X%XHXGKAW,I0V0*_$*RI$GR*:;X!!F^/]9WK:
M9+4EAJ.&Z1 :4M:1 @L=(Z*&A, Q9=$7C_X/BU3WBF0H/I7$H7)*T>?Y+-SX MY>7\KJ#W:J=G$!18$22",-/ LN )#"L'52FMDN&2A>V;^+-2BW9]NS7"G.U$
M%U%N&^3(Q_R;>N]WJX<3KSQ-N727C0A^E\_WA4?20'@I"%:^6^O=;@QY+D"] M%VO],7U.D)X*KOUNZ5%;@#_R15#,'0]CGM/-C_P6_='L[@PDT_/S3HA&A34V&0
M(JFF@34&:6PI2E9%IU,(AA]Z!E,D:/_]I%S%P6J8OL3)SWF*;Y%"#UDL9,0, M^/=4,.1#?@FD<6ZTXPS"+FA+=8R)ERX6=DB>QF+W,S$_1J5S 6@X<^C]]8_) M[->Z^,IR/%]5-
_AJ;^%G>G3#[3!HJ3RB4^4OUPWW1YPNU@R?AH=O[^AFRD3@ MR6B)N/2YI'=.1\Q):\Y2SH&"EJC2A2A/$*]_V_@$BRV\B5/XQ?+SQ$YS=]?Y MV-
VL,KO>_%HCE%\J@)OIK4H(YZ-7SGQ ABB)G.?48^*IHZ6S83L+5]M^#<.F MY^WCA\"JL@__AUV">J=7CW,\O][)G?]Z/+DWO_[?C9V,TSB&NTG&Q]_7)EPLS1U7SVN(?6:
[/4_A]WA;>_\R^1.RQHQT>K]16=H+4A?:P1U^\>/CB/=N,]0)+ MQA"S(>92<\ V@CG"A'DA4M#2^L+&_+!$?7>KU3-B6&SK#]R-_FDVG?V(^3AO
M>O4I+D^C*M]78YS\!^*.1@(9,4L27%$YB/"E6W&^>+<182:P8L"'O1DO MOJ\7U[OHEB.(XAG%)"$JO,AIV@9IGA+"TBDNM57:=*I\>N)>?%"HNDTR!]Z7 MR\'1
+]6NGH<(3T)G4:,4AJUBNFTL M!V1602 :H-7^B2A.).58Y4Z;'/9WBL$2.X8,F&(MG?#Q8(GN,6\=\W,-K[VQQX][B_MWC-2L2OK+I*6:LJX]:U[7D7% [C/ @D=P+ \
!^<"@2HITA(5I?V@/=)TOO M.^BGXZZ3Q4,D0CBJD/4NWV1)CPR%D($GKU)R5$=1NC#P+CDJ=[HK@?ZSR^>^ MZFY@B]J>PZ8B@(E<4*,QLJOF2M)%Y)R&0
```

!S@1..1!8O8;9'E*;(EE+B>!C2Z>^+)/F+:XX%]"9!.%!B-1]XK2VI7A'Z3VR5.YO,/",.=9[*&\Z1-MVC2$^/CQ'W9RLRZM/PWKI.A?.0_MKL1(CSC]IQ"\4BZ_ZS*QGW)4?1M]_]6+7M5Q]\<$.5LQ#/!YG?((8 X3?S%#&6O "&.N4!'=,>J3C039H^114.?^$A8_]N M308"MA43Y+R&Y>,.E1EKZB/*S#BLMS+E;)LXLXOXV+>[^3*^.8%@I1Z?.S< TP#A[J?R839_"\\?+_,Y_B:6H8IY#:LRN0C*DH(C:U-" ;S2 MB#UXJ%X6)MHA>5HFV#GH;Y?>*P5% !1ZKJR<$+$6Y9O]N;XHNIN:))CXF!SR M).> RZ=(L.T&\NL'GX*0,"JC*Y=BZ^B$/P.?$'!8$IY'-M12[!$8XYD=8B$9/0..)&L=TF?M#HH?+AQ\OX:(#P(C8PA#/#J)-%4*)65BC"D)6(6%3>(98K8?9IQ)FNT^ MR ,CV !)#T_LC9WD/QKEIRDQEXU.!E2W]M*BC=8'4=MP\'I<5(8<@Y69Q/P1YR/9^'KTLZ7+T##M]_M_ KZT--9@M9U)=NB:0DLF[>;[V*N8YI+78UX\,:% M7'N?Y5[7PCIDE&'P+TVUUS!G6OJ-7%?9ZCZ;.XN69R)6.HEQ<NZR@W=^$LC MZTG0YC-DK0RY@Y*'!)\=Z]M$1@B2\]*I^^R=(V?=-W-M$;4 DLV;SXTKPZE, MEDB!$L806O(H84_P'BDCB<#)49M>]H[E%+=SL'=S,?'Q''QZNIWOIZ%$'L-JM_$7T_W$UN_W/Z,/Z$Q=97]_&UQ!6/H23QU.5GA#0\:!KSH$3?D^UV5\X.57A M:.%[9B/-IT;KKURO/O%P7'6N.O;/>*:->3S@'],?XSSH-YCV&_C+?Q4_FHM5>+0HUAL5G(GC53<%9](%Y??9Z$P7EMC5@G'SD-KMS8.P>HS?'8YOYZ&#Q-[M502HIR-6B4_,PFFG)A!*:_XM]-%F)>#:6O(^N]VV=;ON2X: >]_9G\]R%?6 M NX9NHH?>Q9PAW53&<#[/75\'4. ^O)]=_P"ON?=R.S1NE=(*)T'702LM++S% M6W"3X[?9O;CY5K/@ZCLR?I5"!]_M_YNT[]QGH$,_'KALL=UI%!Y72 %A?O\-DW]A%/B'P] O%?&ZG5ZNCW,6;7P_MS69AQE-0VZC\\E>;U[DEL5\$!&K9F?L)L/VD[P!D6F >)L^)%^7X*1= MKKM@'C/EY[!G_W?]/O\=$MW9B:IN@ XKV2Y^P.?]>*6*+^.K[\O%UXLO7P>AMQ?'0U7W@^X+TZ*SZVG[?KDT7"*$\P_)!U&;@*N6R^H=16WH ;H_IV$^^77U M-?]; ^,K1Q_6R/VX[1^UDVG%\U ZH 7(WQ^<^_SL2^POAZ&Z@1. S>2SR;? M B*_P0ZP?&>7\8,=SW/Z0P%H=HS9";.&[B'WJZ.R6$]7]I__K5<4>GM]^G5 M9]_/!\T9NA-T=:\FNRFG?CF1W9DL[^>K^X*!4G">CUXD_>:(T 52;IY$/[N- M\U^7Z=FWGI'A+-YW^D"/)7LWZN8S_0_G=PY8[5SQ%'P>+]9#;JEL9';KN;L^ M#GD/Z'U(OVN\:G@=U/NLDQ+^5U^?#.*== 7E[XN3OR].3L+FTVSZ*U=7R;E*] M3YN>#E4M ?1OO=>]51&[^OR7Y_G M_G+^;3% OUB.K^WZ;JEB^51!;6S 7Z:+?\9[W?]6"]-N\L'JF62%M@LCZJM,L(?8-#9-&YF6N)" M=,.^0U3)*ST7QL&K;PNW=3?PVNZLX ?,D@%=]-D@#6#&_UX5+AO[M.^F_V9]OXC2F\,)WLL19'ZQW55^2#EWUVA8EP(Q-[/1.X(_7/W)I=)B &T_&MRUJE?+?SOE@O-Z 0*4[3;#L16$D7[\"P]1((^@1A;?IZ.P0L'$=O#]L)Q*;.MNHJKJ*%;@5E<0%SX)?[I9CR_MRMEC/OG^D$>"2Z43?[J.WV-=@W+ZY_K<#U+MPO4$%!ZO MR.W9U[X0^AG]S7)\&]^"F;B:S7_U3AW9/6(]F+,U/>LX^=H'R9/)MGCC6"B)M9/_]:*O#D(O.TTOE:'[' &<%<'H8I69.R7%=SPY.O'Z2+XCTJ0@PM] M(BA[E//WKN)+IC1_YR?^G9]X&C;AOW-==(C^RZ/IR-52Z,ZM#IV3K8V)/)MO5AEEL;VVU0KJZ6JU=+TT6N>/QQ^O7F^GI];K583K^Y7.3X MXL?$3?XY+X'9R5^KZ;GM0VQ60'T-P)YEABDNOM[ZMXME(71W#EK3L^L(XB%E MU-Y^2N-T-D;#++1CV!]U4T4C*'V>SXL#M3UFO?5T!E9[%%+[E.[?RU\?7\W# M(HM8 *I=X]6KL-S)![\U002O@#.R.G/*=>N=X!V#:A>;K\4&>3.S]35^Y @_] MRX_Y,CR?0ND5VNUS]\YIGHCYR1JL#/T_Y^^GX4,N=W&9IB?QVWR:!?I\.P__MG.>[!#"]NIB&/Z>WBV4H0("S/IK&TC\-WUDY95?E2@ZO/DIOY-^6=!L^X&S\MGR#YC@U;OE3K[#/,"O[VE?@":G?ZV.4UB&'F>K MMQTK>Q6W(684$]':P\(R/"H+1&56O;L-87$YOUQ^G[\"'1>?P^7T M?C.?EOG/_U\21.?I_5M.K/6XMPZ>"$-1NBA-MSHOK?97Y M>)OJF\ZAB\P=$ZUI'LG;9E>CUSKW$2_3*&.P[U?G&R M>\1Z]__GX750+[73RT"4<)^+=9G2V,.X'Z9EUMKQT>N9P/.P[*ROVC8SQOEO M\]G-CX^+Q4U!1^-6\WW/=>.'M=1;8OZ/=?N# _>"ED+QT+C5/,YSK>MQ'55? MB[-OLZ6=E'B^MSU6M2HI9Z^YG;]HC]"%7\[8R>379SL.A8#:-62U>BCGXW5 M,[5S]O*5.TBXBAH+F<9]8U8K%,.->P>M5Z'D7"_S MB'H.0F\EV2,+41+$76/7*R]2 ,L#RFK!E-Z+6MR@[AVY7F&0/G;UF**]Y_G< MC)>_M7![-TX@3(39ED+WQ$_5]Q-R)MSG].)VV+AE9OZQ6&TB MJ^9OWV<3T/*79:E(\K1/U2LQIGUX7.T#M]H%ZED6)8 M!U=;"ND#'^]$>%-G1V>HL3+R.\Q/GOG=X5<9T+M^HQ/>+9T^G;B\ MYA.YY?)G^\OG=_HQ/4+1UX;LE*W0TF'68=54/_G?&/_R !X;NQ.2+1UE=51614@W_SI;GW7?Y[1RP$UPM'4 =4DOM"K79 MH;=&XY3\U5I2\-R)IB[N/#S\>H:IE">ZO'A.X'8 MT@%(=Y55WY?",.ME)QS3VX?9E;I^/C9Z)V1,.@OIK+#;V]IT,?TS3,3N]"6CI5.2(_UD]&H/ MX<\$Y8D'"*]/RY682"?;"9*[FS'XL8_@PL5>]X-DW9K5'[?]A=$0E]8_SA\#LMP+#57K6?!MMQQ31A %=RY4LI]O"I\KI"U+6 BP_;-6>\;>RPXV!]LF8)A?C]=-X0M9PNTJZ[U*_-SP-G60\.P M?(W^9CY>CN/BXNKJXM:.)IW?-QP8M]X[\?7,.ZB;UW$=_'DV&7N8P.?YS]X M'?SD,P-?>L:1 O2"N\?O=6ER-WQX/?IV/OXZ(U<'1_$[>E- M2T=]5:\.VR7GI]GR3M0RY_W=O]+(\7]/G_.H;WB+?O<7^5_.+N+__3__U!+ M 0(4 Q0(.&R!3%JO:-BWZ0, (0N < " 0 !A M.C R-'$T97@R,3%S=6)S:61I87)I97,N;'1M4$L! A0#% @ ;(%,6LMK ME4;Q @ AP@ !H (!(P0 &$R.#(T<31E>#(S,7!W8V-O M;G-E;G0N;'1M4$L! A0#% @ ;(%,6A9B'DGP!P KRD !X M (!3 < &$R.#(T<31E>#,Q,6-E\V-E " 7@/ !A,C R M-'$T97@S,3)C9F!C97)T:69I8V%T:2YH=&U02P$"% ,4 " !L@4Q;MV^Q MXX<% "0'P '@ @ &L%P 83(P,C1Q-&5X,S(Q8V5O8V9O M8V5R=&EF:6,N;'1M4$L! A0#% @ ;(%,6E(H673K20 4G$" !X M (!;QT &5X;&EB;70Q,#-F;W)M;V9M 0 > " 99G !E M>&AI8FET,3 W9F!R;6]F XML 106 pro-20241231_htm.xml IDEA: XBRL DOCUMENT 0001392972 2024-01-012024-12-31 0001392972 2024-06-30 0001392972 2025-02-06 0001392972 2024-10-012024-12-31 0001392972 2024-12-31 0001392972 2023-12-31 0001392972 us-gaap:SubscriptionAndCirculationMember 2024-01-012024-12-31 0001392972 us-gaap:SubscriptionAndCirculationMember 2023-01-012023-12-31 0001392972 us-gaap:SubscriptionAndCirculationMember 2022-01-012022-12-31 0001392972 us-gaap:MaintenanceMember 2024-01-012024-12-31 0001392972 us-gaap:MaintenanceMember 2023-01-012023-12-31 0001392972 us-gaap:MaintenanceMember 2022-01-012022-12-31 0001392972 pro:SubscriptionMaintenanceAndSupportMember 2024-01-012024-12-31 0001392972 pro:SubscriptionMaintenanceAndSupportMember 2023-01-012023-12-31 0001392972 pro:SubscriptionMaintenanceAndSupportMember 2022-01-012022-12-31 0001392972 us-gaap:ServiceMember 2024-01-012024-12-31 0001392972 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 Risk Management and Strategy
 As a critical element of our overall ERM approach, our cybersecurity program is focused on the following key areas:
 Governance. As discussed in more detail under the heading "Governance" below, our Board and management devote significant time to cybersecurity risk oversight. The Board annually reviews our overall cybersecurity risk profile to help ensure that sensitive data remains secure in an ever-changing threat landscape, including risk preparedness and mitigation strategies. This assessment considers a range of factors, including our business objectives, the threat landscape, industry trends and regulatory requirements. The Audit Committee of the Board ("Audit Committee") oversees our cybersecurity risk management and regularly meets, not less than quarterly, with our Chief Information Security Officer ("CISO") and other members of management, including those with significant roles in our cybersecurity efforts. Our Executive Steering Committee, described below, provides senior management oversight to our cybersecurity program.
 Collaboration. We take a cross-functional approach to identify, prevent and mitigate cybersecurity threats and incidents, and implement controls and procedures designed to promptly escalate certain Cybersecurity Events to help ensure timely review, disclosure and reporting of such incidents.
 Technical Safeguards. We deploy technical safeguards designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which we evaluate and improve through vulnerability assessments and cybersecurity threat intelligence.
 Incident Response and Recovery Planning. We established and maintain incident response and recovery plans that address our response to a Cybersecurity Event, and test and evaluate such plans on a regular basis.
 Third-Party Risk Management. We maintain a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of our systems, as well as third-party systems that could adversely impact our business in the event of a Cybersecurity Event affecting those systems.
 Education and Awareness. We provide regular, mandatory training for our employees regarding cybersecurity threats and our security policies to equip our employees with tools to address cybersecurity threats, and to communicate our evolving information security policies, standards, processes and practices.
 We regularly assess and test our cybersecurity policies, standards, processes and practices. These efforts include a wide range of activities, including audits, assessments, tabletop exercises, threat modeling, vulnerability testing and other exercises focused on evaluating the effectiveness of our cybersecurity measures and planning. We regularly engage recognized third-party experts to perform assessments on our cybersecurity measures, including information security maturity assessments, audits and independent reviews of our information security control environment and operating effectiveness. We adjust our cybersecurity policies, standards, processes and practices as necessary based on the information provided by these assessments, audits and reviews.
 Governance
 Our Board, in coordination with the Audit Committee, oversees our ERM process, including the management of risks from cybersecurity threats. The Board and the Audit Committee receive regular presentations and reports on cybersecurity risks from our CISO, which can include a wide range of topics such as recent developments, evolving standards, security effectiveness, vulnerability assessments, third-party and independent reviews, the current and evolving threat environment, incident response planning, remediation efforts, employee training and awareness (such as the results of our annual cybersecurity training), technological trends and information security considerations arising with respect to our peers and third parties. On a quarterly basis, our Audit Committee discusses our approach to cybersecurity risk management with our CISO and other members of management, including planned initiatives to help the Board evaluate the effectiveness of our cybersecurity program. One of our independent directors, Ms. Hammoud, a seasoned software executive, is a member of the Audit Committee and also provides direct guidance on cybersecurity matters to our CISO outside of regularly scheduled Audit Committee and Board meetings.
 Our CISO, in coordination with our Executive Steering Committee, which includes our CEO, our Chief Financial Officer ("CFO"), our Executive Vice President, Engineering, our Senior Director, IT and our General Counsel, works collaboratively across the Company to implement a cybersecurity risk management program intended to protect our information systems from cybersecurity threats and to promptly respond to any Cybersecurity Events in accordance with our incident response and recovery plans. As part of that program, multidisciplinary teams across the Company (both standing, regular teams and special teams as needed) are deployed to provide governance over cybersecurity issues, address cybersecurity threats and to respond to Cybersecurity Events. Through ongoing communications with these teams, our CISO and management monitor the prevention, detection, mitigation and remediation of cybersecurity threats and incidents and report such threats and incidents to the Audit Committee, and in certain incidents to the Board, when appropriate. Our CISO has served in various roles in risk management and enterprise and cybersecurity for over 20 years, including serving as Deputy CISO at a global cybersecurity software company. Our CISO has attained numerous professional certifications, including Certified Information Systems Security Professional, Certified in Risk and Information Systems Control, Certified Information Security Manager, Certified Information Systems Auditor, and GIAC Security Operations Manager. Our CEO, who has decades of software engineering experience, has served as our CEO and as a member of our Board for fourteen years, during which time he has overseen our ERM program, including risks arising from cybersecurity threats. Our CFO and General Counsel each have more than 20 years of experience managing risks, including both at the Company and with other public companies. The other members of our Executive Steering Committee are all experienced leaders in their respective areas of management with extensive SaaS operational experience.
 In 2024, we did not identify any cybersecurity threats that materially affected or are reasonably likely to materially affect our business strategy, results of operations, cash flows or financial condition. However, despite our efforts, we cannot eliminate all risks from cybersecurity threats, nor provide assurances that we have not experienced undetected Cybersecurity Events. For additional information about these risks, see Part I, Item 1A, "Risk Factors" in this Annual Report on Form 10-K. Our Board is actively involved in oversight of our risk management program, and cybersecurity represents an important component of our overall approach to enterprise risk management ("ERM"). Our cybersecurity policies, standards, processes and practices are integrated into our ERM program and are based on recognized frameworks established by the National Institute of Standards and Technology, the International Organization for Standardization and other applicable industry standards.trueAs discussed in more detail under the heading "Governance" below, our Board and management devote significant time to cybersecurity risk oversight. The Board annually reviews our overall cybersecurity risk profile to help ensure that sensitive data remains secure in an ever-changing threat landscape, including risk preparedness and mitigation strategies. This assessment considers a range of factors, including our business objectives, the threat landscape, industry trends and regulatory requirements.The Audit Committee of the Board ("Audit Committee") oversees our cybersecurity risk management and regularly meets, not less than quarterly, with our Chief Information Security Officer ("CISO") and other members of management, including those with significant roles in our cybersecurity efforts. Our Executive Steering Committee, described below, provides senior management oversight to our cybersecurity program.The Audit Committee of the Board ("Audit Committee") oversees our cybersecurity risk management and regularly meets, not less than quarterly, with our Chief Information Security Officer ("CISO") and other members of management, including those with significant roles in our cybersecurity efforts.truetrue Our CISO, in coordination with our Executive Steering Committee, which includes our CEO, our Chief Financial Officer ("CFO"), our Executive Vice President, Engineering, our Senior Director, IT and our General Counsel, works collaboratively across the Company to implement a cybersecurity risk management program intended to protect our information systems from cybersecurity threats and to promptly respond to any Cybersecurity Events in accordance with our incident response and recovery plans. As part of that program, multidisciplinary teams across the Company (both standing, regular teams and special teams as needed) are deployed to provide governance over cybersecurity issues, address cybersecurity threats and to respond to Cybersecurity Events. Through ongoing communications with these teams, our CISO and management monitor the prevention, detection, mitigation and remediation of cybersecurity threats and incidents and report such threats and incidents to the Audit Committee, and in certain incidents to the Board, when appropriate. Our CISO, in coordination with our Executive Steering Committee, which includes our CEO, our Chief Financial Officer ("CFO"), our Executive Vice President, Engineering, our Senior Director, IT and our General Counsel, works collaboratively across the Company to implement a cybersecurity risk management program intended to protect our information systems from cybersecurity threats and to promptly respond to any Cybersecurity Events in accordance with our incident response and recovery plans. As part of that program, multidisciplinary teams across the Company (both standing, regular teams and special teams as needed) are deployed to provide governance over cybersecurity issues, address cybersecurity threats and to respond to Cybersecurity Events.Our CISO, in*

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Our CISO has attained numerous professional certifications, including Certified Information Systems Security Professional, Certified in Risk and Information Systems Control, Certified Information Security Manager, Certified Information Systems Auditor, and GIAC Security Operations Manager. Our CEO, who has decades of software engineering experience, has served as our CEO and as a member of our Board for fourteen years, during which time he has overseen our ERM program, including risks arising from cybersecurity threats. Our CFO and General Counsel each have more than 20 years of experience managing risks, including both at the Company and with other public companies. The other members of our Executive Steering Committee are all experienced leaders in their respective areas of management with extensive SaaS operational experience. falsefalsefalsefalsefalse238PricewaterhouseCoopers LLPSan Jose, California161983000168747000922000574000649820004905800046340004856000751700012013000239116000234674000100000001000000019745000230510001606600.0010.0015000000500000000000.0010.0017500000075000000520837325118458447403009465038615200051000634212000604084000468072346807232984700029847667727000-647252000-5393000-4909000-68703000-778730004199020004218330002662720002340240000204041000134940001995800028592000279766000253982000232633000506060004972600043504000330372000301902200050602000-78094000459600058820006304000445700010630003084000-19161000-55421000-81314000131400093300093200020475000-56354000-82246000-0.43-1.22-1.824711600046155000452690004840003440005940004840003440005940002095900056010000-82840000-20475000-56354000-822460008303000107070001496700012030008610001491000407540004235700042714000-11000-630000299000-19000-28000069700000-784000-570000001551000082800013080000448900000-177900001621100089900073300001001000351000-486000-48990001347000-171200021260002786000217500061310005039000396400017980007230002600056630008950000-819100011802000764000010713000273830009877000-239060001166000254300086100058000480000-500011300028100012190002704000-114200020790002170000272200012704000929900016530000219800000221930000-217130000008370000-32338000-32357000106900059000030400005300067640002488000023926000178747000203627000227553000171983000178747000203627000161983000168747000203627000100000001000000001719830001787470002036270001920002984700050865200046590003584000101087510001654000165300010658627220002722000427140004271400059400059400082246000822460004563800350000594075000468072329847000590898000525300035473000761850100093000092990001040002170000216180000216180004235700042357000344000344000563540004650386151000604084000468072329847000647252000490900077873000815442100012705000127040008370620790002079000407540004075400048400048400020475000204750004740300952000634212000468072329847000667727000539300068703000Organization and Nature of Operations PROS Holdings, Inc., a Delaware corporation, through its operating subsidiaries (collectively, the "Company"), provides solutions that optimize shopping and selling experiences. PROS solutions leverage artificial intelligence ("AI"), self-learning and automation to ensure that every transactional experience is fast, frictionless and personalized for every shopper, supporting both business-to-business ("B2B") and business-to-consumer ("B2C") companies across industry verticals. Companies can use these selling, pricing, revenue optimization, distribution and retail, and digital offer marketing solutions to assess their market environments in real time to deliver customized prices and offers. The Company's solutions enable their customers to provide the buyers of their products the ability to move fluidly from one sales channel to another, whether direct, partner, online, mobile or other emerging channels, each with a personalized experience regardless of which channel is used. The Company's decades of data science and AI expertise are infused into its solutions and are designed to reduce time and complexity through actionable intelligence. Summary of Significant Accounting Policies Principles of Consolidation and Basis of Presentation These Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP").
 Dollar Amounts
 The dollar amounts presented in the tabular data within these footnote disclosures are stated in thousands of dollars, except per share amounts, or as noted within the context of each footnote disclosure.
 Use of Estimates
    The preparation of these Consolidated Financial Statements in conformity with GAAP requires the Company to make certain estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses during the reporting period. The judgment required in the Company's estimation process, as well as issues related to the assumptions, risks and uncertainties inherent in determining the nature and timing of satisfaction of performance obligations and determining the standalone selling price of performance obligations, affect the amounts of revenue, expenses, unbilled receivables and deferred revenue. Estimates are also used for, but not limited to, receivables, allowance for credit losses, the determination of the period of benefit for deferred commissions, operating lease right-of-use assets and operating lease liabilities, useful lives of assets, depreciation and amortization, income taxes and deferred tax asset valuation, valuation of stock awards, other current liabilities and accrued liabilities. Numerous internal and external factors can affect estimates. Actual results could differ from those estimates and such differences could be material to the Company's consolidated financial position and results of operations.
 Cash and Cash Equivalents
 The Company considers all highly liquid investments with an original maturity of three months or less at the time of purchase, or the ability to be settled in cash within a period of three months, to be cash equivalents. The Company has a cash management program that provides for the investment of excess cash balances, primarily in short-term treasury and money market instruments.   Trade and Other Receivables
    Trade and other receivables are primarily comprised of trade receivables, net of allowance for credit losses, contract assets and unbilled receivables. The Company records trade accounts receivable for its unconditional rights to consideration arising from the Company's performance under contracts with customers. The Company's standard billing terms are generally within thirty to sixty days from the date of the invoice. The carrying value of such receivables, net of the allowance for credit losses, represents their estimated net realizable value. When developing its estimate of expected credit losses on trade and other receivables, the Company considers the available information relevant to assessing the collectability of cash flows, which includes a combination of both internal and external information relating to past events, current conditions, and future forecasts as well as relevant qualitative and quantitative factors that relate to the environment in which the Company operates.
    Contract assets represent conditional rights to consideration that have been recognized as revenue in advance of billing the customer. Unbilled receivables represent unconditional rights to consideration arising from revenue that have been recognized in advance of billing the customer.
    Prepaid Expenses and Other Assets
    Prepaid expenses and other assets consist primarily of prepaid third-party software subscription and license fees, deferred project costs and prepaid taxes.
 Property and Equipment, Net
 Property and equipment are recorded at cost, less accumulated depreciation. Maintenance, repairs and minor replacements are charged to expense as incurred. Depreciation on property and equipment, with the exception of leasehold improvements, is recorded using the straight-line method over the estimated useful lives of the assets. Depreciation on leasehold improvements is recorded using the shorter of the lease term or useful life. When property is retired or disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gains or losses are reflected in the Consolidated Statements of Comprehensive Loss in the period of disposal.
 Internal-Use Software
 Costs incurred to develop internal-use software during the application development stage are capitalized, stated at cost, and depreciated using the straight-line method over the estimated useful lives of the assets. Application development stage costs generally include salaries and personnel costs and third-party contractor expenses associated with internal-use software development, configuration and coding. Capitalization of such costs begins when the preliminary project stage is complete and ceases at the point in which the project is substantially complete and is ready for its intended purpose. Capitalized internal-use software is included in property and equipment, net in the Consolidated Balance Sheets.
 Leases   The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, current operating lease liabilities and noncurrent operating lease liabilities in the Company's Consolidated Balance Sheets.
    ROU assets represent the Company's right to use an underlying asset over the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. The Company includes any anticipated lease incentives in the determination of lease liability.
    The Company uses its estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments. The Company gives consideration to its recent debt issuances as well as publicly available data for instruments with similar characteristics when determining its incremental borrowing rates.
    The Company's lease terms will include options to extend the lease when it is reasonably certain the Company will exercise that option. Leases with a

*term of 12 months or less are not recorded on the Company's Consolidated Balance Sheets. The Company's lease agreements do not contain any residual value guarantees.
 Deferred Costs
 Sales commissions earned by the Company's sales representatives are considered incremental and recoverable costs of obtaining a customer contract. Sales commissions are capitalized and amortized on a straight-line basis over the period of benefit, which the Company has determined to be five to eight years. The Company determined the period of benefit by taking into consideration its customer contracts and expected renewals of those customer contracts (as the Company currently does not pay an incremental sales commission for contract renewals). The Company also capitalizes amounts earned by employees other than sales representatives who earn incentive payments under compensation plans that are also tied to the value of customer contracts acquired. There were no such amounts capitalized in the years ended December 31, 2024 and 2023. Amortization of deferred costs is included in selling and marketing expense in the Consolidated Statements of Comprehensive Loss.
 Deferred Implementation Costs
  The Company capitalizes certain contract fulfillment costs, including personnel and other costs (such as hosting, employee salaries, benefits and payroll taxes), associated with contract arrangements where services are not distinct from other undelivered performance obligations in its customer contracts. The Company analyzes implementation costs and capitalizes those costs directly related to customer contracts that are expected to be recoverable. Deferred implementation costs are amortized ratably over the remaining contract term once the revenue recognition criteria for the respective performance obligation has been met and revenue recognition commences. Deferred implementation costs are included in prepaid and other current assets and other assets, noncurrent in the Consolidated Balance Sheets. Amortization of deferred implementation costs is included in cost of subscription and cost of services revenues in the Consolidated Statements of Comprehensive Loss.
  Deferred Revenue
  Deferred revenue primarily consists of customer invoicing in advance of revenues being recognized. The Company generally invoices its customers annually in advance for subscription services and maintenance and support. Deferred revenue anticipated to be recognized during the next twelve-month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent deferred revenue.
  Impairment of Long-Lived Assets
  Long-lived assets are reviewed for impairment whenever an event or change in circumstances indicates that the carrying amount of an asset or group of assets may not be recoverable. The impairment review includes comparison of future cash flows expected to be generated by the asset or group of assets with the associated assets' carrying value. If the carrying value of the asset or group of assets exceeds its expected future cash flows (undiscounted and without interest charges), an impairment loss is recognized to the extent that the carrying amount of the asset exceeds its fair value.
 Intangible Assets and Goodwill
 The Company has recorded intangible assets and goodwill in connection with past business combinations. Intangible assets that have finite lives are amortized over their useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. During this review, the Company reevaluates the significant assumptions used in determining the original cost and estimated lives of the intangible assets. Although the assumptions may vary from asset to asset, they generally include operating results, changes in the use of the asset, cash flows and other indicators of value. Management then determines whether the remaining useful life continues to be appropriate or whether there has been an impairment of the intangible assets based primarily upon whether expected future undiscounted cash flows are sufficient to support the assets group's recovery. If impairment exists, the Company would adjust the carrying value of the assets to fair value, generally determined by a discounted cash flow analysis.
  Goodwill represents the excess of the purchase consideration over the net of the acquisition-date fair value of identifiable assets acquired, including identifiable intangible assets, and liabilities assumed in connection with business combinations. Goodwill is not amortized but is assessed for impairment as of November 30 of each fiscal year, or more frequently if events or changes in circumstances indicate the fair value of the Company's sole reporting unit has been reduced below its carrying value. When conducting the annual goodwill impairment assessment, a two-step process is used. The first step is to perform an optional qualitative evaluation as to whether it is more likely than not that the fair value of the Company's sole reporting unit is less than its carrying value, using an assessment of relevant events and circumstances. In performing this assessment, the Company is required to make assumptions and judgments including but not limited to an evaluation of macroeconomic conditions as they relate to the business, industry and market trends, as well as the overall future financial performance of the reporting unit and future opportunities in the markets in which it operates. If it is determined that it is not more likely than not that the fair value of the reporting unit is less than its carrying value, no additional tests are required to be performed in assessing goodwill for impairment. However, if the Company concludes otherwise or elects not to perform the qualitative assessment, the Company performs a second step, consisting of a quantitative assessment of goodwill impairment. This quantitative assessment requires the Company to compare the fair value of its reporting unit with its carrying value. If the carrying amount exceeds the fair value, an impairment charge will be recognized, however, loss cannot exceed the total amount of goodwill allocated to the reporting unit. Based on the results of the qualitative review of goodwill performed as of November 30, 2024, the Company did not identify any indicators of impairment. As such, the quantitative assessment described above was not necessary.   Equity Investments Investments in equity securities of privately held companies without readily determinable fair value, where the Company does not exercise significant influence over the investee, are recorded at cost, less impairment and adjusted for subsequent observable price changes obtained from orderly transactions for identical or similar investments issued by the same investee. Adjustments resulting from impairment, fair value, or observable price changes are accounted for in the Consolidated Statements of Comprehensive Loss.
  Financial Instruments   The carrying amount of the Company's financial instruments, which include cash equivalents, receivables and accounts payable, and equity investments approximates their fair values at December 31, 2024 and 2023. For additional information on the Company's fair value measurements, see Note 9 to the Consolidated Financial Statements.
  Convertible Senior Notes
 The Company records the principal amount of its convertible notes (the "Notes") as a liability. Issuance costs attributable to the Notes are being amortized on a straight-line basis over the respective terms of the Notes and are presented as a direct deduction from current portion of convertible debt, net and convertible debt, net, noncurrent in the Consolidated Balance Sheets.
  Research and Development
  Research and development costs for software sold to customers are generally expensed as incurred. These costs include salaries and personnel costs, including employee benefits, third-party contractor expenses, software development tools, an allocation of facilities and depreciation expenses and other expenses in developing new solutions and upgrading and enhancing existing solutions.
  Software Development Costs
  Capitalization of software development costs for software to be sold, leased, or otherwise marketed begins upon the establishment of technological feasibility, which is generally the completion of a working prototype that has been certified as having no critical bugs and is a release candidate. Amortization begins once the software is ready for its intended use, generally based on the pattern in which the economic benefits will be consumed. To date, software development costs incurred between completion of a working prototype and general availability of the related product have not been material.
  Revenue Recognition
 The Company derives its revenues primarily from subscriptions, services, and associated software maintenance and support.
  The Company determines revenue recognition through the following steps: •identification of the contract, or contracts, with a customer; •identification of the performance obligations in the customer contract(s); •determination of the transaction price; •allocation of the transaction price to each performance obligation in the customer contract(s);*

*and •recognition of revenue when, or as, the Company satisfies a performance obligation.
 Subscription revenue
  Subscription revenue primarily consists of subscription fees that give customers access to one or more of the Company's cloud applications with related customer support. The Company generally recognizes subscription revenue ratably over the contractual term of the arrangement beginning with commencement of service. Subscription revenue related to certain offerings, where the overage fees are based on a number of transactions, are recognized on an expected value basis. The Company's subscription contracts do not provide customers with the right to take possession of the software supporting the service and, as a result, are accounted for as service contracts. The Company's subscription contracts are generally one to five years in length and primarily billed annually in advance.
 Maintenance and support revenue
 Maintenance and support revenue includes customer support for on-premises licenses and the right to unspecified software updates and enhancements. The Company recognizes revenue from maintenance and support arrangements ratably over the period in which the services are provided. The Company's maintenance and support contracts are generally one year in length, billed annually in advance, and non-cancelable.
 Services revenue
  Services revenue primarily consists of fees for configuration services, consulting and training. The Company typically sells its services either on a fixed-fee or time-and-material basis. Services revenue is generally recognized as the services are performed for time and material contracts, or on a proportional performance basis for fixed-price contracts. Training revenue is recognized as the services are rendered.
  Judgments are required in determining whether services contained in the Company's customer subscription contracts are considered distinct, including whether the services are capable of being distinct and whether they are separately identifiable. Services deemed to be distinct are accounted for as a separate performance obligation on a relative standalone selling price basis and revenue is recognized as the services are performed. If services are determined not to be distinct, the services and the subscription are considered to be a single performance obligation and revenue is recognized over the contractual term of the subscription beginning on the date subscription services are made available to the customer. The associated revenue is allocated between subscription and services.
 Customer contracts with multiple performance obligations
  A portion of the Company's customer contracts contain multiple performance obligations. Judgment is required in determining whether multiple performance obligations contained in a single customer contract are capable of being distinct and are separately identifiable. An obligation determined to be distinct is accounted for as a separate performance obligation and revenue for that separate performance obligation is recognized when, or as, the Company satisfies the performance obligation. If obligations are determined not to be distinct, those obligations are accounted for as a single, combined performance obligation. The transaction price is allocated to each performance obligation on a relative standalone selling price basis.
 Disaggregation of revenue
  The Company categorizes revenue from external customers by geographic area based on the location of the customer's headquarters. For additional information regarding the Company's revenue by geography, see Note 17 to the Consolidated Financial Statements.
 Foreign Currency
 The Company has certain contracts denominated in foreign currencies and therefore a portion of the Company's revenue is subject to foreign currency risks. Gains and losses from foreign currency transactions, such as those resulting from the settlement of receivables, are classified in other income, net included in the accompanying Consolidated Statements of Comprehensive Loss. The functional currency of PROS France SAS ("PROS France") is the Euro. The financial statements of this subsidiary are translated into U.S. dollars using period-end rates of exchange for assets and liabilities, historical rates of exchange for equity, and average rates of exchange for the period for revenue and expenses. Translation gains (losses) are recorded in accumulated other comprehensive loss as a component of stockholders' (deficit) equity. Noncash Share-Based Compensation The Company's Amended and Restated 2017 Equity Incentive Plan (the "2017 Stock Plan") provides for noncash share-based compensation through the grant of: (i) restricted stock awards; (ii) restricted stock unit awards - time, performance and market-based ("RSUs"); (iii) stock options; (iv) stock appreciation rights ("SARs"); (v) phantom stock; and (vi) performance awards, such as market stock units ("MSUs"). To date, the Company has granted RSUs and MSUs from this plan. The Company issues common stock from its pool of authorized stock upon exercise of stock options, settlement of SARs and MSUs or upon vesting of RSUs.
 In November 2021, the Company granted inducement awards in an aggregate amount of 332,004 shares in accordance with NYSE Rule 303A.08. These inducement awards were in the form of RSUs granted to certain new employees in connection with the acquisition of PROS Florida LLC (formerly EveryMundo, LLC, and hereafter "EveryMundo") .
  As part of the EveryMundo acquisition in November 2021, the purchase agreement included equity consideration of 273,120 shares of the Company's common stock to be issued to the recipients contingent on their employment with the Company during a two-year period. Based on the underlying agreements, this portion of the consideration was determined to represent post-combination noncash share-based compensation expense from an accounting perspective as opposed to purchase consideration. The equity consideration stock awards were fully vested and expensed as of December 31, 2023. The following table presents the number of awards outstanding for each award type as of December 31, 2024 and 2023 (in thousands):   <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:72.692%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Award type</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Restricted stock units (time-based)</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,660 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,767 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Market stock units</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">439 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">358 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
 Restricted stock units. The fair value of the RSUs (time-based) is based on the closing price of the Company's stock on the date of grant and is amortized over the vesting period. <span style="color:#000000;font-family:'Times*

*New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:120%;text-decoration:underline">Market stock units. MSUs are performance-based awards that vest based upon the Company's relative shareholder return. The actual number of MSUs that will be eligible to vest is based on the total shareholder return of the Company relative to the total shareholder return of the Russell 2000 Index ("Index") over a 3-year period ending December 31, 2025, December 31, 2026 and December 31, 2027 ("Performance Period"), respectively. The MSUs will vest on January 31, 2026, January 31, 2027 and January 31, 2028, respectively. The maximum number of shares issuable upon vesting is 200% of the MSUs initially granted based on the average price of the Company's common stock relative to the Index during the Performance Period. The Company estimates the fair value of MSUs on the date of grant using a Monte Carlo simulation model. The determination of the fair value of the MSUs is affected by the Company's stock price and a number of assumptions including the expected volatility of the Company's stock and the Index, its risk-free interest rate and expected dividends. The Company's expected volatility at the date of grant was based on the historical volatilities of the Company and the Index over the Performance Period.
 Equity consideration. The fair value of the equity consideration stock awards is based on the closing price of the Company's stock on the date of grant and is amortized over the vesting period. If factors change and the Company employs different assumptions, noncash share-based compensation expense may differ significantly from what has been recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, the Company may be required to accelerate, increase or cancel any remaining unearned noncash share-based compensation expense. Future noncash share-based compensation expense and unearned noncash share-based compensation will increase to the extent that the Company grants additional equity awards to employees. At December 31, 2024, there were an estimated $71.5 million of total unrecognized compensation costs related to noncash share-based compensation arrangements. These costs will be recognized over a weighted average period of 2.6 years. For further discussion of the Company's noncash share-based compensation plans, see Note 12 to the Consolidated Financial Statements.
 Income Taxes
 The Company uses the asset and liability method to account for income taxes, including recognition of deferred tax assets and liabilities for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective tax basis. The Company reviews its deferred tax assets for recovery. A valuation allowance is established when the Company believes it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in the valuation allowance from period to period are included in the Company's tax provision in the period of change. The Company accounts for uncertain income tax positions recognized in an enterprise's financial statements in accordance with the income tax topic of the ASC issued by the FASB. This interpretation requires companies to use a prescribed model for assessing the financial recognition and measurement of all tax positions taken or expected to be taken in its tax returns. This guidance provides clarification on recognition, classification, interest and penalties, accounting in interim periods, disclosures and transition. The Company recognizes accrued interest and penalties related to income taxes, if any, as a component of income tax expense. For additional information regarding the Company's income taxes, see Note 13 to the Consolidated Financial Statements. Segment Reporting The Company reports as one operating segment with the Chief Executive Officer ("CEO") acting as the Company's chief operating decision maker. The Company's CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has a single reporting unit, and there are no segment managers who are held accountable for operations, operating results or components below the consolidated unit level.
 Earnings Per Share
 The Company computes basic earnings (loss) per share by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed by giving effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible notes using the if-converted method. Dilutive potential common shares consist of shares issuable upon the vesting of restricted stock units, market stock units and equity consideration. When the Company incurs a net loss, the effect of the Company's outstanding restricted stock units, market stock units, equity consideration and convertible notes are not included in the calculation of diluted earnings (loss) per share as the effect would be anti-dilutive. Accordingly, basic and diluted net loss per share are identical.
 Recently Adopted Accounting Pronouncements
 In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and other segment items on an annual and interim basis. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The ASU is to be applied retrospectively to all prior periods presented in the financial statements. The Company adopted the new standard in the fourth quarter of 2024, see Note 17 to the Consolidated Financial Statements.
 Recent Accounting Pronouncements Not Yet Adopted
 In November 2024, the FASB issued ASU No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures, which requires additional disclosure of certain costs and expenses within the notes to the financial statements. The new standard is effective for annual periods beginning after December 15, 2026 and interim periods beginning in the first quarter of fiscal year 2028. Early adoption is permitted. The new standard is to be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.
 In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures which expands disclosures in an entity's income tax rate reconciliation table and disclosures regarding income taxes paid by jurisdiction. The new standard is effective for annual periods beginning after December 15, 2024, and early adoption is permitted. The new standard is to be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.
  With the exception of the new standards discussed above, there have been no other recent accounting pronouncements or changes in accounting pronouncements during the year ended December 31, 2024, that are of significance or potential significance to the Company. Principles of Consolidation and Basis of Presentation These Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP"). Dollar Amounts
 The dollar amounts presented in the tabular data within these footnote disclosures are stated in thousands of dollars, except per share amounts, or as noted within the context of each footnote disclosure. Use of Estimates
  The preparation of these Consolidated Financial Statements in conformity with GAAP requires the Company to make certain estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses during the reporting period. The judgment required in the Company's estimation process, as well as issues related to the assumptions, risks and uncertainties inherent in*

*determining the nature and timing of satisfaction of performance obligations and determining the standalone selling price of performance obligations, affect the amounts of revenue, expenses, unbilled receivables and deferred revenue. Estimates are also used for, but not limited to, receivables, allowance for credit losses, the determination of the period of benefit for deferred commissions, operating lease right-of-use assets and operating lease liabilities, useful lives of assets, depreciation and amortization, income taxes and deferred tax asset valuation, valuation of stock awards, other current liabilities and accrued liabilities. Numerous internal and external factors can affect estimates. Actual results could differ from those estimates and such differences could be material to the Company's consolidated financial position and results of operations. Cash and Cash Equivalents
 The Company considers all highly liquid investments with an original maturity of three months or less at the time of purchase, or the ability to be settled in cash within a period of three months, to be cash equivalents. The Company has a cash management program that provides for the investment of excess cash balances, primarily in short-term treasury and money market instruments. Trade and Other Receivables Trade and other receivables are primarily comprised of trade receivables, net of allowance for credit losses, contract assets and unbilled receivables. The Company records trade accounts receivable for its unconditional rights to consideration arising from the Company's performance under contracts with customers. The Company's standard billing terms are generally within thirty to sixty days from the date of the invoice. The carrying value of such receivables, net of the allowance for credit losses, represents their estimated net realizable value. When developing its estimate of expected credit losses on trade and other receivables, the Company considers the available information relevant to assessing the collectability of cash flows, which includes a combination of both internal and external information relating to past events, current conditions, and future forecasts as well as relevant qualitative and quantitative factors that relate to the environment in which the Company operates.
  Contract assets represent conditional rights to consideration that have been recognized as revenue in advance of billing the customer. Unbilled receivables represent unconditional rights to consideration arising from revenue that have been recognized in advance of billing the customer. Prepaid Expenses and Other Assets Prepaid expenses and other assets consist primarily of prepaid third-party software subscription and license fees, deferred project costs and prepaid taxes. Property and Equipment, Net
 Property and equipment are recorded at cost, less accumulated depreciation. Maintenance, repairs and minor replacements are charged to expense as incurred. Depreciation on property and equipment, with the exception of leasehold improvements, is recorded using the straight-line method over the estimated useful lives of the assets. Depreciation on leasehold improvements is recorded using the shorter of the lease term or useful life. When property is retired or disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gains or losses are reflected in the Consolidated Statements of Comprehensive Loss in the period of disposal. Internal-Use Software
 Costs incurred to develop internal-use software during the application development stage are capitalized, stated at cost, and depreciated using the straight-line method over the estimated useful lives of the assets. Application development stage costs generally include salaries and personnel costs and third-party contractor expenses associated with internal-use software development, configuration and coding. Capitalization of such costs begins when the preliminary project stage is complete and ceases at the point in which the project is substantially complete and is ready for its intended purpose. Capitalized internal-use software is included in property and equipment, net in the Consolidated Balance Sheets. Leases   The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, current operating lease liabilities and noncurrent operating lease liabilities in the Company's Consolidated Balance Sheets.
  ROU assets represent the Company's right to use an underlying asset over the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. The Company includes any anticipated lease incentives in the determination of lease liability.
  The Company uses its estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments. The Company gives consideration to its recent debt issuances as well as publicly available data for instruments with similar characteristics when determining its incremental borrowing rates.
  The Company's lease terms will include options to extend the lease when it is reasonably certain the Company will exercise that option. Leases with a term of 12 months or less are not recorded on the Company's Consolidated Balance Sheets. The Company's lease agreements do not contain any residual value guarantees. Deferred Costs
 Sales commissions earned by the Company's sales representatives are considered incremental and recoverable costs of obtaining a customer contract. Sales commissions are capitalized and amortized on a straight-line basis over the period of benefit, which the Company has determined to be five to eight years. The Company determined the period of benefit by taking into consideration its customer contracts and expected renewals of those customer contracts (as the Company currently does not pay an incremental sales commission for contract renewals). The Company also capitalizes amounts earned by employees other than sales representatives who earn incentive payments under compensation plans that are also tied to the value of customer contracts acquired. There were no such amounts capitalized in the years ended December 31, 2024 and 2023. Amortization of deferred costs is included in selling and marketing expense in the Consolidated Statements of Comprehensive Loss. Deferred Implementation Costs
  The Company capitalizes certain contract fulfillment costs, including personnel and other costs (such as hosting, employee salaries, benefits and payroll taxes), associated with contract arrangements where services are not distinct from other undelivered performance obligations in its customer contracts. The Company analyzes implementation costs and capitalizes those costs directly related to customer contracts that are expected to be recoverable. Deferred implementation costs are amortized ratably over the remaining contract term once the revenue recognition criteria for the respective performance obligation has been met and revenue recognition commences. Deferred implementation costs are included in prepaid and other current assets and other assets, noncurrent in the Consolidated Balance Sheets. Amortization of deferred implementation costs is included in cost of subscription and cost of services revenues in the Consolidated Statements of Comprehensive Loss. Deferred Revenue Deferred revenue primarily consists of customer invoicing in advance of revenues being recognized. The Company generally invoices its customers annually in advance for subscription services and maintenance and support. Deferred revenue anticipated to be recognized during the next twelve-month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent deferred revenue. Impairment of Long-Lived Assets Long-lived assets are reviewed for impairment whenever an event or change in circumstances indicates that the carrying amount of an asset or group of assets may not be recoverable. The impairment review includes comparison of future cash flows expected to be generated by the asset or group of assets with the associated assets' carrying value. If the carrying value of the asset or group of assets exceeds its expected future cash flows (undiscounted and without interest charges), an impairment loss is recognized to the extent that the carrying amount of the asset exceeds its fair value. Intangible Assets and Goodwill
 The Company has recorded intangible assets and goodwill in connection with past business combinations. Intangible assets that have finite lives are amortized over their useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. During this review, the Company reevaluates the significant assumptions used in determining the original cost and estimated lives of the intangible assets. Although the assumptions may vary from asset to asset, they generally include operating results, changes in the use of the asset, cash flows and other indicators of value. Management then determines whether the remaining useful life continues to be appropriate or whether there has been an impairment of the intangible assets based primarily upon whether expected future undiscounted cash flows are sufficient to support the assets group's recovery. If impairment exists, the Company would adjust the carrying value of the assets to fair value, generally determined by a discounted cash flow analysis.
  Goodwill represents the excess of the purchase consideration over the net of the acquisition-date fair value of identifiable assets acquired, including identifiable intangible assets, and liabilities assumed in connection with business combinations. Goodwill is not amortized but is assessed for impairment as of November 30 of each fiscal year, or more frequently if events or changes in circumstances indicate the fair value of the Company's sole reporting unit has been reduced below its carrying value. When conducting the annual goodwill impairment assessment, a two-step process is used. The first step is to perform an optional qualitative evaluation as to whether it is more likely than not that the fair value of the Company's sole reporting unit is less than its carrying value, using an assessment of relevant events and circumstances. In performing this assessment, the Company is required to make assumptions and judgments including but not limited to an evaluation of macroeconomic conditions as they relate to the business, industry and market trends, as well as the overall future financial performance of the reporting unit and future opportunities in the markets in which it operates. If it is determined that it is not more likely than not that the fair value of the reporting unit is less than its carrying value, no additional tests are required to be performed in assessing goodwill for impairment. However, if the Company concludes otherwise or elects not to perform the qualitative assessment, the Company performs a second step, consisting of a quantitative assessment of goodwill impairment. This quantitative assessment requires the Company to compare the fair value of its reporting unit with its carrying value. If the carrying amount exceeds the fair value, an impairment charge will be recognized, however, loss cannot exceed the total amount of goodwill allocated to the reporting unit. Based on the results of the qualitative review of goodwill performed as of November 30, 2024, the Company did not identify any indicators of impairment. As such, the quantitative assessment described above was not necessary. Equity Investments Investments in equity securities of privately held companies without readily determinable fair value, where the Company does not exercise significant influence over the investee, are recorded at cost, less impairment and adjusted for subsequent observable price changes obtained from orderly transactions for identical or similar investments issued by the same investee. Adjustments resulting from impairment, fair value, or observable price changes*

*are accounted for in the Consolidated Statements of Comprehensive Loss. Financial Instruments   The carrying amount of the Company's financial instruments, which include cash equivalents, receivables and accounts payable, and equity investments approximates their fair values at December 31, 2024 and 2023. For additional information on the Company's fair value measurements, see Note 9 to the Consolidated Financial Statements. Convertible Senior Notes The Company records the principal amount of its convertible notes (the "Notes") as a liability. Issuance costs attributable to the Notes are being amortized on a straight-line basis over the respective terms of the Notes and are presented as a direct deduction from current portion of convertible debt, net and convertible debt, net, noncurrent in the Consolidated Balance Sheets. Research and Development Research and development costs for software sold to customers are generally expensed as incurred. These costs include salaries and personnel costs, including employee benefits, third-party contractor expenses, software development tools, an allocation of facilities and depreciation expenses and other expenses in developing new solutions and upgrading and enhancing existing solutions.
  Software Development Costs
  Capitalization of software development costs for software to be sold, leased, or otherwise marketed begins upon the establishment of technological feasibility, which is generally the completion of a working prototype that has been certified as having no critical bugs and is a release candidate. Amortization begins once the software is ready for its intended use, generally based on the pattern in which the economic benefits will be consumed. To date, software development costs incurred between completion of a working prototype and general availability of the related product have not been material. Revenue Recognition The Company derives its revenues primarily from subscriptions, services, and associated software maintenance and support.
  The Company determines revenue recognition through the following steps: •identification of the contract, or contracts, with a customer; •identification of the performance obligations in the customer contract(s); •determination of the transaction price; •allocation of the transaction price to each performance obligation in the customer contract(s); and •recognition of revenue when, or as, the Company satisfies a performance obligation.
 Subscription revenue
  Subscription revenue primarily consists of subscription fees that give customers access to one or more of the Company's cloud applications with related customer support. The Company generally recognizes subscription revenue ratably over the contractual term of the arrangement beginning with commencement of service. Subscription revenue related to certain offerings, where the overage fees are based on a number of transactions, are recognized on an expected value basis. The Company's subscription contracts do not provide customers with the right to take possession of the software supporting the service and, as a result, are accounted for as service contracts. The Company's subscription contracts are generally one to five years in length and primarily billed annually in advance.
 Maintenance and support revenue
 Maintenance and support revenue includes customer support for on-premises licenses and the right to unspecified software updates and enhancements. The Company recognizes revenue from maintenance and support arrangements ratably over the period in which the services are provided. The Company's maintenance and support contracts are generally one year in length, billed annually in advance, and non-cancelable.
 Services revenue
  Services revenue primarily consists of fees for configuration services, consulting and training. The Company typically sells its services either on a fixed-fee or time-and-material basis. Services revenue is generally recognized as the services are performed for time and material contracts, or on a proportional performance basis for fixed-price contracts. Training revenue is recognized as the services are rendered.
  Judgments are required in determining whether services contained in the Company's customer subscription contracts are considered distinct, including whether the services are capable of being distinct and whether they are separately identifiable. Services deemed to be distinct are accounted for as a separate performance obligation on a relative standalone selling price basis and revenue is recognized as the services are performed. If services are determined not to be distinct, the services and the subscription are considered to be a single performance obligation and revenue is recognized over the contractual term of the subscription beginning on the date subscription services are made available to the customer. The associated revenue is allocated between subscription and services.
 Customer contracts with multiple performance obligations
  A portion of the Company's customer contracts contain multiple performance obligations. Judgment is required in determining whether multiple performance obligations contained in a single customer contract are capable of being distinct and are separately identifiable. An obligation determined to be distinct is accounted for as a separate performance obligation and revenue for that separate performance obligation is recognized when, or as, the Company satisfies the performance obligation. If obligations are determined not to be distinct, those obligations are accounted for as a single, combined performance obligation. The transaction price is allocated to each performance obligation on a relative standalone selling price basis.
 Disaggregation of revenue
  The Company categorizes revenue from external customers by geographic area based on the location of the customer's headquarters. For additional information regarding the Company's revenue by geography, see Note 17 to the Consolidated Financial Statements. Foreign Currency
 The Company has certain contracts denominated in foreign currencies and therefore a portion of the Company's revenue is subject to foreign currency risks. Gains and losses from foreign currency transactions, such as those resulting from the settlement of receivables, are classified in other income, net included in the accompanying Consolidated Statements of Comprehensive Loss. The functional currency of PROS France SAS ("PROS France") is the Euro. The financial statements of this subsidiary are translated into U.S. dollars using period-end rates of exchange for assets and liabilities, historical rates of exchange for equity, and average rates of exchange for the period for revenue and expenses. Translation gains (losses) are recorded in accumulated other comprehensive loss as a component of stockholders' (deficit) equity. Noncash Share-Based Compensation The Company's Amended and Restated 2017 Equity Incentive Plan (the "2017 Stock Plan") provides for noncash share-based compensation through the grant of: (i) restricted stock awards; (ii) restricted stock unit awards - time, performance and market-based ("RSUs"); (iii) stock options; (iv) stock appreciation rights ("SARs"); (v) phantom stock; and (vi) performance awards, such as market stock units ("MSUs"). To date, the Company has granted RSUs and MSUs from this plan. The Company issues common stock from its pool of authorized stock upon exercise of stock options, settlement of SARs and MSUs or upon vesting of RSUs.
 In November 2021, the Company granted inducement awards in an aggregate amount of 332,004 shares in accordance with NYSE Rule 303A.08. These inducement awards were in the form of RSUs granted to certain new employees in connection with the acquisition of PROS Florida LLC (formerly EveryMundo, LLC, and hereafter "EveryMundo").
 As part of the EveryMundo acquisition in November 2021, the purchase agreement included equity consideration of 273,120 shares of the Company's*

common stock to be issued to the recipients contingent on their employment with the Company during a two-year period. Based on the underlying agreements, this portion of the consideration was determined to represent post-combination noncash share-based compensation expense from an accounting perspective as opposed to purchase consideration. The equity consideration stock awards were fully vested and expensed as of December 31, 2023. The following table presents the number of awards outstanding for each award type as of December 31, 2024 and 2023 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:72.692%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Award type</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Restricted stock units (time-based)</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,660 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,767 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Market stock units</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">439 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">358 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
 Restricted stock units. The fair value of the RSUs (time-based) is based on the closing price of the Company's stock on the date of grant and is amortized over the vesting period. Market stock units. MSUs are performance-based awards that vest based upon the Company's relative shareholder return. The actual number of MSUs that will be eligible to vest is based on the total shareholder return of the Company relative to the total shareholder return of the Russell 2000 Index ("Index") over a 3-year period ending December 31, 2025, December 31, 2026 and December 31, 2027 ("Performance Period"), respectively. The MSUs will vest on January 31, 2026, January 31, 2027 and January 31, 2028, respectively. The maximum number of shares issuable upon vesting is 200% of the MSUs initially granted based on the average price of the Company's common stock relative to the Index during the Performance Period. The Company estimates the fair value of MSUs on the date of grant using a Monte Carlo simulation model. The determination of the fair value of the MSUs is affected by the Company's stock price and a number of assumptions including the expected volatility of the Company's stock and the Index, its risk-free interest rate and expected dividends. The Company's expected volatility at the date of grant was based on the historical volatilities of the Company and the Index over the Performance Period.
 Equity consideration. The fair value of the equity consideration stock awards is based on the closing price of the Company's stock on the date of grant and is amortized over the vesting period. If factors change and the Company employs different assumptions, noncash share-based compensation expense may differ significantly from what has been recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, the Company may be required to accelerate, increase or cancel any remaining unearned noncash share-based compensation expense. Future noncash share-based compensation expense and unearned noncash share-based compensation will increase to the extent that the Company grants additional equity awards to employees. At December 31, 2024, there were an estimated $71.5 million of total unrecognized compensation costs related to noncash share-based compensation arrangements. These costs will be recognized over a weighted average period of 2.6 years. For further discussion of the Company's noncash share-based compensation plans, see Note 12 to the Consolidated Financial Statements. 332004273120 The following table presents the number of awards outstanding for each award type as of December 31, 2024 and 2023 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:72.692%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Award type</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Restricted stock units (time-based)</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,660 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,767 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Market stock units</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">439 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">358 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 266000027670004390003580000P3Y271500000P2Y7M6D Income Taxes
 The Company uses the asset and liability method to account for income taxes, including recognition of deferred tax assets and liabilities for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective tax basis. The Company reviews its deferred tax assets for recovery. A valuation allowance is established when the Company believes it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in the valuation allowance from period to period are included in the Company's tax provision in the period of change. The Company accounts for uncertain income tax positions recognized in an enterprise's financial statements in accordance with the income tax topic of the ASC issued by the FASB. This interpretation requires companies to use a prescribed model for assessing the financial recognition and measurement of all tax positions taken or expected to be taken in its tax returns. This guidance provides clarification on recognition, classification,

interest and penalties, accounting in interim periods, disclosures and transition. The Company recognizes accrued interest and penalties related to income taxes, if any, as a component of income tax expense. For additional information regarding the Company's income taxes, see Note 13 to the Consolidated Financial Statements. Segment Reporting The Company reports as one operating segment with the Chief Executive Officer ("CEO") acting as the Company's chief operating decision maker. The Company's CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has a single reporting unit, and there are no segment managers who are held accountable for operations, operating results or components below the consolidated unit level. Earnings Per Share The Company computes basic earnings (loss) per share by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed by giving effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible notes using the if-converted method. Dilutive potential common shares consist of shares issuable upon the vesting of restricted stock units, market stock units and equity consideration. When the Company incurs a net loss, the effect of the Company's outstanding restricted stock units, market stock units, equity consideration and convertible notes are not included in the calculation of diluted earnings (loss) per share as the effect would be anti-dilutive. Accordingly, basic and diluted net loss per share are identical. Recently Adopted Accounting Pronouncements
 In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and other segment items on an annual and interim basis. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The ASU is to be applied retrospectively to all prior periods presented in the financial statements. The Company adopted the new standard in the fourth quarter of 2024, see Note 17 to the Consolidated Financial Statements.
 Recent Accounting Pronouncements Not Yet Adopted
 In November 2024, the FASB issued ASU No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures, which requires additional disclosure of certain costs and expenses within the notes to the financial statements. The new standard is effective for annual periods beginning after December 15, 2026 and interim periods beginning in the first quarter of fiscal year 2028. Early adoption is permitted. The new standard is to be applied on a prospective basis. but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.
 In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures which expands disclosures in an entity's income tax rate reconciliation table and disclosures regarding income taxes paid by jurisdiction. The new standard is effective for annual periods beginning after December 15, 2024, and early adoption is permitted. The new standard is to be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.
  With the exception of the new standards discussed above, there have been no other recent accounting pronouncements or changes in accounting pronouncements during the year ended December 31, 2024, that are of significance or potential significance to the Company. Receivables, Net Accounts receivable at December 31, 2024 and 2023, consists of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:72.692%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid 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colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">65,904 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,632 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Less: Allowance for credit losses</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(922)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(574)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Trade and other receivables, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">64,982 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">49,058 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The bad debt (recovery) expense reflected in general and administrative expenses in the accompanying Consolidated Statements of Comprehensive Loss for the years ended December 31, 2024, 2023 and 2022, totaled approximately $0.3 million, zero and $(0.3) million, respectively. <span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Accounts receivable at December 31, 2024 and 2023, consists of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:72.692%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt 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1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">41,826 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Contract assets and unbilled receivables</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,249 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,806 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total receivables</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">65,904 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,632 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Less: Allowance for credit losses</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(922)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(574)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Trade and other receivables, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">64,982 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">49,058 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 5865500041826000724900078060006590400049632000922000574000649820004905800030000000-300000Deferred Costs Deferred costs, which primarily consist of capitalized sales commissions, were $16.1 million and $15.1 million as of December 31, 2024 and 2023, respectively. Amortization expense for the deferred costs was $4.6 million,$5.7 million and$5.8 million for the years ended December 31, 2024, 2023 and 2022, respectively. There was no impairment loss in relation to the costs capitalized for the periods presented. 161000001510000046000005700000580000Deferred Implementation Costs Deferred implementation costs, which relate to certain customer contract fulfillment costs, were $0.7 millionand $1.0 million as of December 31, 2024 and 2023, respectively. Amortization expense for the deferred implementation costs was $0.5 million, $0.8 million and $1.2 million for the years ended December 31, 2024, 2023 and 2022, respectively. There was no impairment loss in relation to the costs capitalized for the periods presented.</div>70000010000000.0500000080000010200000Property and Equipment, Net<div style="margin-top:5pt;text-indent:36pt">Property and equipment, net as of December 31, 2024 and 2023 consists of the following:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:43.687%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:27.093%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.675%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.677%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated useful life</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Furniture and fixtures</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">5-10 years</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,108 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,300 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Computers and equipment</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-5 years </td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,227 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,216 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Software</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-6 years </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,558 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"

*style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,552 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Capitalized internal-use software development costs</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">3 years</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:top">10,843 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:top">11,879 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Leasehold improvements</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Shorter of lease term or useful life</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,802 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,727 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Property and equipment, gross</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,538 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,674 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Less: Accumulated depreciation and amortization</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(28,793)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36,623)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Property and equipment, net</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19,745 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,051 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Depreciation and amortization was approximately $3.7 million, $4.5 million and $5.2 million for the years ended December 31, 2024, 2023 and 2022, respectively. During the years ended December 31, 2024, 2023 and 2022, the Company disposed of approximately $11.0 million, $2.7 million and $3.1 million, respectively, of fully depreciated assets. During the years ended December 31, 2024, 2023 and 2022, the Company recognized $0.8 million, $0.1 million and zero, respectively, of loss on disposal of assets. The disposal in 2024 related to a lease modification, see Note 7 for additional information. As of December 31, 2024 and 2023, the Company had approximately $6.0 million and $14.6 million, respectively, of fully depreciated assets in use. During the years ended December 31, 2024 and 2023, the Company capitalized immaterial amounts of internal-use software development costs related to its subscription solutions. As of December 31, 2024 and 2023, $10.8 million and $11.9 million, respectively, of capitalized internal-use software development costs were subject to amortization and $10.7 million and $11.8 million, respectively, of capitalized internal-use software development costs were included in accumulated depreciation and amortization for the years ended December 31, 2024 and 2023. The Company did not identify any impairment indicators and recorded no impairment charges in the years ended December 31, 2024 and 2023. During the year ended December 31, 2022, the Company recorded a $1.6 million impairment charge related to fixed assets. The impairment resulted from the Company's changed intentions for these assets in connection with a new agreement with a software vendor.</div><div style="margin-top:5pt;text-indent:36pt">Property and equipment, net as of December 31, 2024 and 2023 consists of the following:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:43.687%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:27.093%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.675%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.677%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated useful life</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Furniture and fixtures</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">5-10 years</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,108 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,300 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Computers and equipment</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-5 years </td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,227 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,216 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Software</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-6 years </td><td colspan="3"*

style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,558 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,552 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Capitalized internal-use software development costs</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">3 years</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:top">10,843 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:top">11,879 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Leasehold improvements</td><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Shorter of lease term or useful life</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,802 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,727 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Property and equipment, gross</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,538 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,674 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Less: Accumulated depreciation and amortization</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(28,793)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36,623)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Property and equipment, net</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19,745 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,051 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
P5YP10Y6108000630000OP3YP5Y522700014216000P3YP6Y555800055520000P3Y10843000118790002080200021727000485380005967400028793000366230001974800000-10000006000000.01460000010800000119000001070000011800000001600000Leases The Company has operating leases for data centers, computer infrastructure, corporate offices and certain equipment. These leases have remaining lease terms ranging from 1 year to 9 years. Some of these leases include options to extend for up to 15 years, and some include options to terminate within 1 year. The Company includes options in the lease terms when it is reasonably certain the Company will exercise that option.
 As of December 31, 2024, the Company did not have any finance leases.
  The components of operating lease expense were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.233%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.206%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease cost</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,548 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,684 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8,576 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Variable lease cost</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,064 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,408 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,264 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sublease income</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(48)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(285)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(222)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-indent:9pt">Total lease cost</div></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,564 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td>

<td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,807 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,618 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify"> </div><div style="text-align:justify;text-indent:36pt">Supplemental information related to leases was as follows (in thousands):</div><div style="margin-top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.818%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.206%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of lease liability:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Cash paid for operating lease liabilities</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7,335 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8,673 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8,423 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Right-of-use asset obtained in exchange for operating lease liability</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5,976 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,207 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">787 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:66.297%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average remaining lease term:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Operating leases </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.5 years</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">8.4 years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average discount rate:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Operating leases </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.12 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.13 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table>
 In December 2024 and 2023, the Company modified an existing operating lease to add one year to the original lease term. The modification resulted in an increase in the related right-of-use asset and corresponding lease liability of $3.4 million in 2024 and $2.4 million in 2023.
  In February 2024, an existing operating lease was modified due to a reduction of square footage at one of the Company's offices. The result of this modification was an increase in the related right-of-use asset of $2.1 million, an increase in the corresponding lease liability of $1.4 million, and a noncash gain of $0.7 million recorded as a reduction of the lease cost within cost of revenue and operating expenses. In connection with the lease modification, the Company also recorded a loss on disposal of assets of $0.8 million which is included in other income, net in the Consolidated Statements of Comprehensive Loss.
 In January 2023 and 2022, an existing operating lease was modified due to a change in future payments. The result of the 2023 modification was a decrease in the related right-of-use asset and corresponding lease liability of $1.0 million and the result of the 2022 modification was a decrease in the related right-of-use asset and corresponding lease liability of $2.7 million.</div><div style="text-align:justify"> As of December 31, 2024, maturities of lease liabilities were as follows (in thousands):</div><div style="margin-top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:82.501%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.567%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Year Ending December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,827 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td

colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,900 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,808 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,861 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,913 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,486 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total operating lease payments</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,795 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less: Imputed interest</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,698)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total operating lease liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">30,097 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>P1YP9YP15YP1YThe components of operating lease expense were as follows (in thousands):<div style="margin-top:5pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.233%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.206%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease cost</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,548 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,684 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8,576 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Variable lease cost</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,064 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,408 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,264 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sublease income</td><td colspan="3" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(48) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(285)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(222)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Total lease cost </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,564 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,807 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,618 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 6548000066840008576000506400054080004264000480002850002220001156400011807000126180000 Supplemental information related to leases was as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.818%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.206%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of lease liability:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td

colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Cash paid for operating lease liabilities</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7,335 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8,673 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8,423 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Right-of-use asset obtained in exchange for operating lease liability</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5,976 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,207 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">787 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 73350008673000842300059760003207000787000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:66.297%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average remaining lease term:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Operating leases </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.5 years</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">8.4 years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average discount rate:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Operating leases </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.12 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.13 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> P7Y6MP8Y4M24D0.06120.0813340000002400000210000014000007000000-80000010000000.02700000As of December 31, 2024, maturities of lease liabilities were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:82.501%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.567%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Year Ending December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,827 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,900 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,808 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,861 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,913 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,486 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total operating lease payments</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,795 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less: Imputed interest</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,698)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total operating lease liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">30,097 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 782700039000003808000386100039130001448600037795000769800030097000Goodwill and Intangible Assets The change in the carrying amount of goodwill for the years ended December 31, 2024 and 2023, was as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%">

</td><td style="width:79.398%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.402%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of December 31, 2022</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">107,561 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Foreign currency translation adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">299 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">107,860 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Foreign currency translation adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(582)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of December 31, 2024</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,278 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
  The goodwill balance related to PROS France is denominated in Euros and the goodwill balance related to PROS Travel Commerce, Inc. (formerly Vayant Travel Technologies, Inc.), Pros Travel Retail SAS (formerly Travelaer SAS) and EveryMundo is denominated in U.S. dollars.
  Intangible assets consisted of the following as of December 31, (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:43.995%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.198%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.824%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.930%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.971%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.824%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.935%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average useful life (years)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization*</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">6</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">41,861 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">37,055 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,806 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Maintenance relationships</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,327 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,327 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,880 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,933 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">947 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">809 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,291 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Acquired technology</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">

— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">67,093 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">60,049 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,044 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">*Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of December 31, 2024.</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:43.995%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.198%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.824%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.787%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average useful life (years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization*</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">6</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">42,394 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">34,314 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8,080 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Maintenance relationships</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,424 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,424 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,926 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,881 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,045 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">547 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,553 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Acquired technology</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">67,769 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">56,091 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,678 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> *Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of December 31, 2023.
  Intangible asset amortization expense for the years ended December 31, 2024, 2023 and 2022 was $4.6 million, $6.2 million and $9.8 million, respectively. As of December 31, 2024, the expected future amortization expense for the acquired intangible assets for each of the five succeeding years and thereafter was as follows (in thousands): </div><div style="margin-top:5pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:83.673%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.395%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Year Ending December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,736 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,533 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">263 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">263 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">249 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total amortization expense</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,044 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>The change in the carrying amount of goodwill for the years ended December 31, 2024 and 2023, was as follows (in thousands):<div style="margin-top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:79.398%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.402%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of December 31, 2022</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">107,561 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Foreign currency translation adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">299 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">107,860 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Foreign currency translation adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(582)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of December 31, 2024</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,278 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>10756100029900107860000-582000107278000Intangible assets consisted of the following as of December 31, (in thousands):<div style="margin-top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:43.995%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.198%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.824%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.930%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.971%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.824%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.935%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average useful life (years)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization*</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">6</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">41,861 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,806 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"

style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Maintenance relationships</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,327 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,327 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,880 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,933 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">947 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">809 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,291 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Acquired technology</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">67,093 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">60,049 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,044 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">*Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of December 31, 2024.</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:43.995%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.198%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.824%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.223%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.787%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average useful life (years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization*</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">6</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">42,394 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">34,314 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8,080 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Maintenance relationships</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,424 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,424 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="3" style="background-

color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,926 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,881 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,045 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">547 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,553 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Acquired technology</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">67,769 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">56,091 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,678 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">*Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, had an immaterial impact on intangible assets as of December 31, 2023.</div>P6Y4186100037055004806000P8Y332700033270000P5Y178800001693300094700OP8Y2100000809000129100OP2Y192500019250000670930006004900070440000 of December 31, 2024, the expected future amortization expense for the acquired intangible assets for each of the five succeeding years and thereafter was as follows (in thousands):<div style="margin-top:5pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:83.673%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.395%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Year Ending December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,736 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,533 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">263 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">263 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">249 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total amortization expense</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,044 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 373600025330002630002630002490000070440000Fair Value Measurements The Company adopted fair value measurements guidance for financial and nonfinancial assets and liabilities. The guidance defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements.
 The guidance defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. The guidance establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:
 Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
 Level 2: Quoted prices for similar assets or liabilities in markets that are not active or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
 Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).
 A portion of the Company's existing cash and cash equivalents are invested in short-term interest-bearing obligations with original maturities less than 90 days, principally various types of treasury funds, money market funds and deposits in banks. The Company does

not enter into investments for trading or speculative purposes.
 At December 31, 2024 and 2023, the Company had approximately $149.5 million and $153.2 million, respectively, invested in treasury funds, money market funds, and interest-bearing deposits in banks. The fair value of those investments is determined based on quoted market prices, which represents level 1 in the fair value hierarchy as defined by Accounting Standard Codification ("ASC") 820, "Fair Value Measurement and Disclosure."
 The fair value of the Company's Notes is classified in the level 2 hierarchy. See Note 14 for further detail regarding the Notes.
 As of December 31, 2024 and 2023, the Company had $8.0 million of equity securities in privately held companies and a venture fund, which are included in other assets, noncurrent in the Consolidated Balance Sheets. These investments are accounted for at cost, less impairment and adjusted for subsequent observable price changes obtained from orderly transactions for identical or similar investments issued by the same investee. The Company estimates the fair value of its equity investments by considering available information such as pricing in recent rounds of financing and any other readily available market data, which represents level 3 in the fair value hierarchy. An impairment charge to current earnings is recorded when the cost of the investment exceeds its fair value and if a qualitative assessment indicated that the investment is impaired. During the fourth quarter of 2023 and the third quarter of 2022, the Company identified observable price changes related to an equity investment without a readily determinable fair value and recorded non-cash gains of $0.8 million and $3.3 million, respectively, in other income, net in the Consolidated Statements of Comprehensive Loss. During the fourth quarter of 2022, the Company identified an observable price change related to another equity investment. The change was determined to be a decrease in fair value below the carrying cost of the equity investment and the Company recorded an impairment loss of $2.0 million in other income, net in the Consolidated Statements of Comprehensive Loss. As of December 31, 2024 and 2023, the Company determined there were no impairments on its equity investments.14950000015320000080000000.08000000.080000033000002000000Deferred Revenue and Performance Obligations Deferred Revenue
  For the years ended December 31, 2024 and 2023, the Company recognized approximately $119.7 million and $110.1 million, respectively, of revenue that was included in the deferred revenue balances at the beginning of the respective periods and primarily related to subscription services, maintenance and support, and other services.
  Performance Obligations
  As of December 31, 2024, the Company expects to recognize approximately $475.7 million of revenue from remaining performance obligations. The Company expects to recognize revenue on approximately $246.7 million of these performance obligations over the next 12 months, with the balance recognized thereafter.</div>11970000011010000047570000024670000Earnings Per Share<div style="margin-top:5pt;text-indent:36pt">The following table sets forth the computation of basic and diluted earnings per share:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Numerator:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Net loss</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(20,475)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(56,354)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(82,246)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Denominator:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Weighted average shares (basic)</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">47,116</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">46,155</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">45,269</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Dilutive effect of potential common shares</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Weighted average shares (diluted)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">47,116</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">46,155</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">45,269</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Basic loss per share</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.43)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(1.22)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(1.82)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td

colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Diluted loss per share</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(0.43)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(1.22)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(1.82)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">
</div><div style="text-align:justify"> Dilutive potential common shares consist of shares issuable upon the vesting of RSUs, MSUs and equity consideration. Potential common shares determined to be antidilutive and excluded from diluted weighted average shares outstanding were approximately 1.9 million, 1.5 million and 2.3 million for the years ended December 31, 2024, 2023 and 2022, respectively. Potential common shares related to the Notes determined to be antidilutive and excluded from diluted weighted average shares outstanding were 6.5 million, 6.0 million and 5.8 million for the years ended December 31, 2024, 2023 and 2022, respectively.</div><div style="margin-top:5pt;text-indent:36pt">The following table sets forth the computation of basic and diluted earnings per share:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Numerator:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Net loss</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(20,475)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(56,354)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(82,246)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Denominator:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Weighted average shares (basic)</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">47,116</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">46,155</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">45,269</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Dilutive effect of potential common shares</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Weighted average shares (diluted)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">47,116</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">46,155</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">45,269</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Basic loss per share</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.43)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(1.22)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(1.82)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Diluted loss per share</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(0.43)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(1.22)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(1.82)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -20475000-56354000-822460004711600046155000452690000004711600046155000452690000-0.43-1.22-1.82-0.43-1.22-1.82190000015000002300000650000060000000.05800000Noncash Share-Based Compensation Employee Noncash Share-based Compensation Plans
 2017 Stock Plan. The Company's 2017 Stock Plan provides for the issuance of awards to employees, officers, directors and certain other individuals providing services to the Company who are eligible to receive awards. In May 2023, the Company's stockholders approved an amendment to the 2017 Stock Plan increasing the aggregate amount of shares available for issuance to 10,550,000. The Company may provide these incentives through the grant of: (i) restricted stock awards; (ii) RSUs (time, performance and market-based); (iii) stock options; (iv) SARs; (v) phantom stock; and (vi) performance awards, such as MSUs.

 As of December 31, 2024, the Company had outstanding equity awards to acquire 3,089,202 shares of its common stock held by the Company's employees, directors and consultants under the 2017 Stock Plan (assuming MSU performance at 100% of the MSUs initially granted), and inclusive of 2,650,495 RSUs and 438,707 MSUs. As of December 31, 2024, 3,232,207 shares remain available for grant under the 2017 Stock Plan. As of December 31, 2024, there were no options, SARs, restricted stock awards or phantom stock issued under the 2017 Stock Plan.
 Inducement awards. In November 2021, the Company granted inducement awards in an aggregate amount of 332,004 shares in accordance with NYSE Rule 303A.08. These inducement awards were in the form of RSUs granted to certain new employees in connection with the acquisition of EveryMundo. As of December 31, 2024, the Company had 9,224 outstanding equity inducement awards (the inducement awards, together with the 2017 Stock Plan are referred to as the "Stock Plans").
 Noncash share-based compensation expense for all noncash share-based payment awards granted is determined based on the grant date fair value of the award. The Company recognizes compensation expense, net of estimated forfeitures, which represents noncash share-based awards expected to vest on a straight-line basis over the requisite service period of the award, which is generally the vesting term. Noncash share-based awards typically vest over four years. The Company estimates forfeiture rates based on its historical experience for grant years where the majority of the vesting terms have been satisfied. Changes in estimated forfeiture rates are recognized through a cumulative catch-up adjustment in the period of change and thus impact the amount of noncash share-based compensation expense to be recognized in future periods.
 Noncash share-based compensation expense is allocated to expense categories on the Consolidated Statements of Comprehensive Loss. The following table summarizes noncash share-based compensation expense for the years ended December 31, 2024, 2023 and 2022 (in thousands). <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Share-based compensation:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Cost of revenue</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">4,576 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,923 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,898 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Operating expenses:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Selling and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,209 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,834 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,360 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Research and development</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,799 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,524 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,496 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,170 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,076 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,960 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total included in operating expenses</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,178 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,434 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,816 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total share-based compensation expense</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,754 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,357 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,714 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 <div style="text-

*align:justify;text-indent:36pt">At December 31, 2024, there were an estimated $71.5 million of total unrecognized compensation costs related to noncash share-based compensation arrangements. These costs will be recognized over a weighted average period of 2.6 years.</div><div style="text-indent:27pt">
</div><div style="text-align:justify;text-indent:36pt">RSUs (time-based)</div><div style="text-indent:36pt">
</div><div style="text-align:justify;text-indent:36pt">The Company has granted time-based RSUs under the Stock Plans. Time-based RSUs granted to employees and consultants have historically vested in equal annual installments over a one to four-year period from the grant date. RSUs granted to employees and consultants since 2022 vest 25% after one year and in equal quarterly installments for the remaining term of the award which is typically three additional years. RSUs granted to independent directors vest upon the earlier of one year from the date of grant or the next annual meeting of stockholders.</div><div style="text-align:justify">
</div><div style="text-align:justify;text-indent:36pt">The following table summarizes the Company's unvested time-based RSUs as of December 31, 2024, and changes during the year then ended (number of shares in thousands):</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
remaining
contractual
term (years)</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,767 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">30.50 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,618 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32.61 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,197)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31.58 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(528)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31.14 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested at December 31, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,660 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">31.17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">2.47</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The weighted average grant-date fair value of the time-based RSUs granted during the years ended December 31, 2024, 2023 and 2022 was $32.61, $25.82 and $30.03, respectively. The total fair value as of the respective vesting date of time-based RSUs vested during the years ended December 31, 2024, 2023 and 2022 was $36.7 million, $27.0 million and $24.6 million, respectively.</div><div style="text-indent:36pt">
</div><div style="text-align:justify;text-indent:36pt">MSUs</div><div>
</div><div style="text-align:justify;text-indent:36pt">1n 2022, 2023 and 2024, the Company granted MSUs under the Stock Plans to certain executive employees. The MSUs are performance-based awards that vest based upon the Company's relative shareholder return. The actual number of MSUs that will be eligible to vest is based on the total shareholder return of the Company relative to the total shareholder return of the Index over the 3-year Performance Period. The 2022 MSUs will vest on January 31, 2025, the 2023 MSUs will vest on January 31, 2026 and the 2024 MSUs will vest on January 31, 2027. The MSUs maximum number of shares issuable upon vesting is 200% of the MSUs initially granted. The following table summarizes the Company's MSUs activity for the year ended December 31, 2024 (number of shares in thousands):</div><div style="margin-top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
unvested awards</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
remaining
contractual
term (years)</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">358 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38.21 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0*

1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39.95 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(30)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50.05 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(69)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50.05 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested at December 31, 2024</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">439 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">36.25 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.23</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
 The total fair value as of the respective vesting date of the MSUs vested during the years ended December 31, 2024, 2023 and 2022 was $1.0 million, zero and zero, respectively.
 The Company estimates the fair value of MSUs on the date of grant using a Monte Carlo simulation model. The determination of the fair value of the MSUs is affected by the Company's stock price and a number of assumptions including the expected volatilities of the Company's stock and the Index, its risk-free interest rate and expected dividends. The Company's expected volatility at the date of grant was based on the historical volatilities of the Company and the Index over the Performance Period. The Company did not estimate a forfeiture rate for the MSUs due to the limited size, the vesting period and nature of the grantee population. Significant weighted average assumptions used in the Monte Carlo simulation model for MSUs granted during the years ended December 31, 2024, 2023 and 2022 are as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.538%"><tr><td style="width:1.0%"></td><td style="width:49.790%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.033%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.393%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.517%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.393%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.074%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Volatility</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">51.24% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">63.26%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">54.50%</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.14%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">3.76%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">1.20%</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected award life in years</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.90</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.97</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.97</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dividend yield</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
 Employee Stock Purchase Plan
 The Company's Employee Stock Purchase Plan ("ESPP") provides for eligible employees to purchase shares on an after-tax basis in an amount between 1% and 10% of their annual pay. (i) on June 30 of each year at a 15% discount of the fair market value of the Company's common stock on January 1 or June 30, whichever is lower, and (ii) on December 31 of each year at a 15% discount of the fair market value of the Company's common stock on July 1 or December 31, whichever is lower. An employee may not purchase more than $5,000 in either of the six-month measurement periods described above or more than $10,000 annually. In May 2021, the Company's stockholders approved an amendment to the ESPP increasing the aggregate amount of shares available for issuance under the ESPP to 1,000,000. During the year ended December 31, 2024, the Company issued 83,706 shares under the ESPP. As of December 31, 2024, 199,411 shares remain authorized and available for issuance under the ESPP. As of December 31, 2024, the Company held approximately $1.0 million on behalf of employees for future purchases under the ESPP, and this amount was recorded in accrued liabilities in the Company's Consolidated Balance Sheet. 10550000308920226504954387073232207332004922 4 Noncash share-based compensation expense is allocated to expense categories on the Consolidated

Statements of Comprehensive Loss. The following table summarizes noncash share-based compensation expense for the years ended December 31, 2024, 2023 and 2022 (in thousands). <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Share-based compensation:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Cost of revenue</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">4,576 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,923 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,898 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Operating expenses:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Selling and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,209 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,834 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,360 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Research and development</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,799 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,524 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,496 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,170 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,076 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,960 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total included in operating expenses</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,178 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,434 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,816 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total share-based compensation expense</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,754 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,357 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,714 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <457600039230003898000920900011834000123600008799000105240001249600018170000160760001396000036178000384340003881600040754000423570000427 style="text-align:justify;text-indent:36pt">The following table summarizes the Company's unvested time-based RSUs as of December 31, 2024, and changes during the year then ended (number of shares in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
remaining
contractual
term (years)</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,767 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-

color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">30.50 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,618 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32.61 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,197)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31.58 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(528)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31.14 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested at December 31, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,660 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">31.17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">2.47</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
276700030.50161800032.61119700031.58528000031.14266000031.17P2Y5M19D32.6125.8230.033670000027000000.024600000P3Y2The following table summarizes the Company's MSUs activity for the year ended December 31, 2024 (number of shares in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
unvested awards</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
remaining
contractual
term (years)</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">358 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38.21 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39.95 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(30)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50.05 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(69)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50.05 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested at December 31, 2024</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">439 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">36.25 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.23</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
35800038.2118000039.953000050.056900050.050043900036.25P1Y2M23D1000000.000Significant weighted average assumptions used in the Monte Carlo simulation model for MSUs granted during the years ended December 31, 2024, 2023 and 2022 are as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.538%"><tr><td style="width:1.0%"></td><td style="width:49.790%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.033%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.393%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.517%"></td><td

style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.393%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.074%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Volatility</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">51.24%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">63.26%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">54.50%</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.14%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">3.76%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">1.20%</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected award life in years</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.90</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.97</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.97</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dividend yield</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 0.51240.63260.54500.04140.03760.0120P2Y10M24DP2Y11M19DP2Y11M19D0000.010.100.150.155000100001000000837061994111000000.0Income Taxes The income tax provision consisted of the following for the years ended December 31, 2024, 2023 and 2022 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Current:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State and Foreign</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,314 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">933 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">932 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,314 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">933 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">932 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Income tax

provision</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,314 </td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">933 </td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">932 </td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">
</div><div style="text-align:justify;text-indent:36pt">The differences between the effective tax rates reflected in the total provision for income taxes and the U.S. federal statutory rate of 21% for the years ended December 31, 2024, 2023 and 2022, respectively, were as follows (in thousands):</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Provision at the U.S. federal statutory rate</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(4,024)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(11,639) </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(17,076)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Increase (decrease) resulting from:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Nondeductible expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,059 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">622 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">215 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Statutory to GAAP income adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(34) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">238 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Noncash share-based compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,225 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,221 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,971 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">275 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(64)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign withholding taxes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">792 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">705 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">506 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Cancellation of debt income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,272 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Incremental benefits for tax credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,776)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,599)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,976)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Change in tax rate/income subject to lower tax rates</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(61)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,208 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(865)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Change related to prior tax years</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(751)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(774)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(662)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Change in valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,609 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,772 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,645 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Income tax provision</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,314 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">933 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">932 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify;text-indent:36pt">
</div><div style="text-align:justify;text-indent:36pt">The Company's effective tax rate was (7)%, (2)% and (1)% for the years ended December 31, 2024, 2023 and 2022, respectively. </div><div style="margin-top:9pt;text-align:justify;text-indent:36pt">The tax effects of temporary differences and other tax attributes that give rise to significant portions of the deferred tax assets and liabilities as of December 31, 2024 and 2023 are as follows (in thousands):</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:72.692%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Noncurrent deferred taxes:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Property and equipment</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(374)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(869)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Noncash share-based compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,729 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,363 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Disallowed interest expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,961 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,347 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Amortization</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,345 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,850 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td

colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Operating lease right-of-use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,821)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,818)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Operating lease liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,830 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,312 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">R&E tax credit carryforwards</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,060 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,461 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Capitalized research and development expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,642 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,575 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Deferred revenue</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,240 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">849 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal Net Operating Losses ("NOLs")</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">83,875 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,964 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State NOLs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,244 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,267 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State R&E tax credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,157 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,157 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign NOLs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,184 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,132 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign tax credit carryforward</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,033 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,659)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,814) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total noncurrent deferred tax assets</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">172,013 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,809 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Less: Valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(171,832)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(167,632)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total net deferred tax asset</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">181 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">177 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The net deferred tax asset is included in other assets, noncurrent in the accompanying Consolidated Balance Sheets.
 The Company continues to record a valuation allowance against its U.S. federal, U.S. state, and France net deferred tax balances. This valuation allowance is evaluated periodically and will be reversed partially or in whole if business results and the economic environment have sufficiently improved to support realization of some or all of the Company's deferred tax assets. In performing the analysis throughout 2024, the Company determined there was no sufficient positive evidence to outweigh the current and historic negative evidence to determine that it was more likely than not that the deferred assets would not be realized. Therefore, the Company continues to have a valuation allowance against net deferred tax assets as of December 31, 2024 and 2023.
 The U.S. federal net operating losses, R&E tax credit and U.S. foreign tax credit carryforward amount available to be used in future periods, taking into account the Internal Revenue Code Section 382 ("Section 382") annual limitation and current year losses, is approximately $399.4 million, $24.2 million and $1.6 million, respectively. The Company's

net operating losses will begin to expire in 2034, R&E credits will begin to expire in 2031 and foreign tax credits began to expire in 2022. The U.S. net operating losses generated after January 1, 2018 have no expiration. Also included in foreign net operating losses are $68.7 million of French carryforwards which have no expiration.</div><div style="text-align:justify;text-indent:36pt">
</div><div style="text-align:justify;text-indent:36pt">The Company has federal and state net operating loss carryforwards related to current and prior year operations and acquisitions. Section 382 places certain limitations on the annual amount of U.S. net operating loss carryforwards that can be utilized when a change of ownership occurs. The Company believes the past acquisitions were changes in ownership pursuant to Section 382, however, the federal acquired net operating losses are not subject to limitations. According to French tax law, the net operating loss carryforwards are not subject to ownership change limitations.</div><div style="text-align:justify;text-indent:36pt">
</div><div style="text-align:justify;text-indent:36pt">Undistributed earnings of the Company's foreign subsidiaries are considered permanently reinvested and, accordingly, no provision for U.S. federal or state income taxes or non-U.S. withholding taxes has been provided thereon. The cumulative amount of positive undistributed earnings of the Company's non-U.S. subsidiaries, if any, was minimal for the years ended December 31, 2024 and 2023. The Company is presently investing in international operations located in Europe, North America, United Arab Emirates, Australia, Hong Kong and Singapore. The Company is funding the working capital needs of its </div><div style="text-align:justify">foreign operations through its U.S. operations. In the future, the Company plans to utilize its foreign undistributed earnings, as well as continued funding from its U.S. operations, to support its continued foreign investment.</div><div style="text-align:justify">
</div><div style="text-align:justify;text-indent:36pt">For the years ended December 31, 2024, 2023 and 2022, the Company had no balance in its reserve for unrecognized tax benefits. The Company continually monitors tax positions and will evaluate if any new positions need to be added during the next twelve months.</div><div style="text-align:justify;text-indent:36pt">
</div><div style="text-align:justify;text-indent:36pt">The Company has received notification of a U.S. income tax audit for the calendar year 2022. The Company is currently under an income tax audit in Bulgaria for the calendar year 2018. No material taxes are expected to arise from the audits. The Company files tax returns in the U.S. and various foreign jurisdictions. The Company may be subject to U.S. federal income tax examination for the calendar years 2014 through 2023, France tax examination for the calendar years 2022 through 2024, and state and foreign income tax examination for various years depending on the statute of limitation of those jurisdictions.</div><div style="text-align:justify;text-indent:36pt">The income tax provision consisted of the following for the years ended December 31, 2024, 2023 and 2022 (in thousands):</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Current:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State and Foreign</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,314 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">933 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">932 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,314 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">933 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">932 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Income tax provision</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,314 </td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">933 </td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">932 </td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 0001314000933000932000131400093300093200000000013140009330009320000 The differences between the effective tax rates reflected in the total provision for income taxes and the U.S. federal statutory rate of 21% for the years ended December 31, 2024, 2023 and 2022, respectively, were as follows (in thousands):

<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Provision at the U.S. federal statutory rate</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(4,024)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(11,639)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(17,076)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Increase (decrease) resulting from:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Nondeductible expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,059 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">622 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">215 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Statutory to GAAP income adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(34)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">238 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Noncash share-based compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,225 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,221 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,971 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">275 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(64)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign withholding taxes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">792 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">705 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">506 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Cancellation of debt income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,272 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Incremental benefits for tax credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,776)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,599)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,976)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Change in tax rate/income subject to lower tax rates</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(61)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,208 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">(865)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Change related to prior tax years</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(751)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(774)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(662)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Change in valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,609 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,772 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,645 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Income tax provision</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,314 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">933 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">932 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>-4024000-11639000-170760001059000622000215000-340002800023800022250003221000397100027500011700-64000792000705000506000002272000017760001599000197600-610003208000-865000-751000-774000-662000360900047720001664500013140009330000320000.07-0.02-0.01<div style="margin-top:9pt;text-align:justify;text-indent:36pt">The tax effects of temporary differences and other tax attributes that give rise to significant portions of the deferred tax assets and liabilities as of December 31, 2024 and 2023 are as follows (in thousands):</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:72.692%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Noncurrent deferred taxes:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Property and equipment</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(374)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(869)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Noncash share-based compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,729 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,363 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Disallowed interest expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,961 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,347 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Amortization</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,345 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,850 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Operating lease right-of-use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,821)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,818)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Operating lease liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,830 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,312 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">R&E tax credit carryforwards</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">20,060 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,461 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Capitalized research and development expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,642 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,575 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Deferred revenue</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,240 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">849 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal Net Operating Losses ("NOLs")</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">83,875 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,964 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State NOLs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,244 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,267 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State R&E tax credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,157 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,157 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign NOLs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,184 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,132 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign tax credit carryforward</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,033 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,659)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,814)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total noncurrent deferred tax assets</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">172,013 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,809 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Less: Valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(171,832)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(167,632)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total net deferred tax asset</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">181 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">177 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 3740008690002729000336300049610007347000134500018500008821000881800011830000123120002006000018461000326420002257500012400008490008387526590003814000172013000167809000171832000167632001810001770003994000002420000016000006870000000Convertible Senior Notes The Company issued $143.8 million principal amount of the 2024 Notes in May 2019 and $150.0 million principal amount of the 2027 Notes in September 2020. The 2024 Notes matured on May 15, 2024 and the Company repaid the outstanding principal balance of $21.7 million during the second quarter of 2024. The 2027 Notes mature on September 15, 2027, unless redeemed or converted in accordance with their terms prior to such date.
 The interest rate for the 2024 Notes was fixed at 1% per annum and interest was payable semiannually in arrears on May 15 and November 15 of each year, commencing on November 15, 2019. The interest rate for the 2027 Notes is fixed at 2.25% per annum and interest is payable semiannually in arrears in cash on March 15 and September 15 of each year, beginning on March 15, 2021.
 Each $1,000 of principal of the 2024 Notes was initially to be convertible into 15.1394 shares of the Company's common stock, which was equivalent to an initial conversion price of approximately $66.05 per share. Each $1,000 of principal of the 2027 Notes will initially be convertible into 23.9137 shares of the Company's common stock, which is equivalent to an initial conversion price of approximately $41.82 per share. The initial conversion price for each of the Notes is subject to adjustment upon the occurrence of certain specified events.
 The Notes are each general unsecured obligations and rank senior in right of payment to all of the Company's indebtedness that is expressly subordinated in right of payment to the Notes, rank equally in right of payment with all of the Company's existing and future liabilities that are not so subordinated, are effectively junior to any of the Company's secured indebtedness to the extent of the value of the assets securing such indebtedness and are structurally subordinated to all indebtedness and other liabilities of the Company's subsidiaries (including trade payables but excluding intercompany obligations owed to the Company or its subsidiaries).
  On or after February 15, 2024 and June 15, 2027, respectively, to the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their 2024 and 2027 Notes, respectively, regardless of the contingent conversion conditions described herein. Upon conversion, the Company will pay or deliver cash, shares of its common stock or a combination of cash and shares of its common stock, at its

election, as described in the indenture governing the 2024 and 2027 Notes.
 Holders may convert their 2024 and 2027 Notes at their option at any time prior to the close of business on the business day immediately preceding February 15, 2024 and June 15, 2027, respectively, only under the following circumstances:
 •during the five consecutive business day period immediately following any five consecutive trading day period (the "Measurement Period") in which the trading price per 2024 and 2027 Note, respectively, for each day of that Measurement Period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such day; •during any calendar quarter commencing after the calendar quarter ending on June 30, 2019 and December 31, 2020, respectively, if the last reported sale price of the common stock for 20 or more trading days (whether or not consecutive) in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; or •upon the occurrence of specified corporate events.
 If a fundamental change (as defined in the relevant indenture governing the applicable series of Notes) occurs prior to the maturity date, holders of each of the Notes may require the Company to repurchase all or a portion of their notes for cash at a repurchase price equal to 100% of the principal amount at maturity of the Notes, plus any accrued and unpaid interest to, but excluding, the repurchase date.
 On August 23, 2023, the Company entered into legally binding exchange agreements with a limited number of existing holders of the 2024 Notes to exchange approximately $122.0 million aggregate principal amount of the existing 2024 Notes for a principal amount of the 2027 Notes at an exchange ratio to be determined based on the daily volume-weighted average trading price of the Company's common stock over a thirty-day trading period beginning August 24, 2023 (such exchange transactions, the "Exchange").
 Although the Exchange was not completed until October 10, 2023, the Company determined that, from an accounting perspective, the Exchange was a legally binding restructuring of the debt that represented a substantial modification of the terms of the 2024 Notes subject to the Exchange, and therefore was required to be accounted for as an extinguishment transaction in August 2023. The Company derecognized the portion of the carrying value of the 2024 Notes to be exchanged and recorded the new debt resulting from the substantial modification of terms at fair value as of August 23, 2023, which was approximately $123.3 million, and recorded a $1.8 million loss on debt extinguishment in the third quarter of 2023. The loss on debt extinguishment was included in other income, net in the Consolidated Statements of Comprehensive Loss.
 The Company concluded that the variability in the principal amount of the 2027 Notes to be issued in connection with the Exchange due to changes in stock price was a feature embedded in the restructured debt that was required to be accounted for as an embedded derivative and remeasured to fair value until settlement. This feature was recorded in convertible debt, net, with an initial value at the time of the transaction equal to zero, and subsequently remeasured at settlement with a fair value of $3.9 million. At settlement and for the year ended December 31, 2023, the Company recorded a derivative loss of $3.9 million which is included in other income, net in the Consolidated Statements of Comprehensive Loss. The estimated fair value was determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including the Company's stock price, interest rates and the value of the 2027 Notes, which represent level 2 in the fair value hierarchy.
 On October 10, 2023, the Company settled the exchange agreements for the exchange of $122.0 million aggregate principal amount of its outstanding 2024 Notes for newly issued $116.8 million aggregate principal amount of its outstanding 2027 Notes. Following the settlement of the Exchange, $21.7 million in aggregate principal amount of the 2024 Notes and $266.8 million in aggregate principal amount of the 2027 Notes remained outstanding with terms unchanged as of December 31, 2023. The 2027 Notes issued in the Exchange constitute a further issuance of, and form a single series and will be fungible with, the existing 2027 Notes. The effective interest rate related to the amortization of the premium on the 2027 Notes issued in the Exchange was 2.14%. The Company incurred debt issuance costs of $2.2 million related to the Exchange which was recorded in convertible debt, net during the year ended December 31, 2023.
 As of December 31, 2024, the 2027 Notes are not yet convertible, and their remaining life is approximately 33 months. As of December 31, 2024 and 2023, the fair value of the principal amount of the Notes was $250.5 million and $320.5 million, respectively. The estimated fair value was determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including the Company's stock price and interest rates, which represents level 2 in the fair value hierarchy.</div><div style="text-align:justify;text-indent:36pt">
</div><div style="text-align:justify;text-indent:36pt">The Notes consist of the following (in thousands):</div><div style="margin-top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:54.683%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.824%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.422%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.839%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Principal</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">266,816 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">288,529 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Debt premium, net of amortization</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,092 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,776 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Debt issuance costs, net of amortization</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,111)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,313)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net carrying amount</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">270,797 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">293,992 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The following table sets forth total interest expense recognized related to the Notes (in thousands): <table style="border-

collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:52.701%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.524%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Coupon</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,078 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,145 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,813 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortization of debt issuance costs</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,349 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,491 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortization of debt premium</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,684)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(612) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,596 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,882 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,304 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Capped Call Transactions
 In May 2019 and in September 2020, in connection with the offering of the 2024 and 2027 Notes, respectively, the Company entered into privately negotiated capped call transactions (collectively, the "Capped Call") with certain option counterparties. The Capped Call transactions cover, subject to customary anti-dilution adjustments, the number of shares of the Company's common stock initially underlying the Notes, at a strike price that corresponds to the initial conversion price of the Notes, also subject to adjustment, and are exercisable upon conversion of the Notes. The Capped Call transactions are intended to reduce potential dilution to the Company's common stock and/or offset any cash payments the Company will be required to make in excess of the principal amounts upon any conversion of Notes, and to effectively increase the overall conversion price of the 2024 Notes from $66.05 to $101.62 per share and for the 2027 Notes from $41.82 to $78.90 per share. As the Capped Call transactions meet certain accounting criteria, they are recorded in stockholders' (deficit) equity and are not accounted for as derivatives. The cost of the Capped Call was $16.4 million and $25.3 million for the 2024 and 2027 Notes, respectively, and was recorded as part of additional paid-in capital. On May 15, 2024, the 2024 Notes matured and the Capped Call associated with the 2024 Notes expired unexercised. The expiration of the 2024 Notes Capped Call did not have an impact on the Consolidated Financial Statements.
 In August 2023, in connection with the Exchange, the Company entered into additional capped call transactions (the "Additional Capped Call") with certain option counterparties. The Company agreed to pay a premium to the option counterparties for the Additional Capped Call for an amount to be determined based on the volume-weighted average trading price of the Company's common stock over a thirty-day reference period beginning August 24, 2023. The conversion price of the Additional Capped Call is the same as the 2027 Notes Capped Call above. Initial funding of the Additional Capped Call occurred in the third quarter of 2023. The Additional Capped Call had a deferred premium component indexed to the Company's stock price and required to be settled in cash, and therefore the Additional Capped Call was a derivative instrument that, at inception, did not meet the qualifications for equity classification. On October 10, 2023, the Company settled the deferred premium on the Additional Capped Call resulting in a final value of $22.2 million. As a result of the final remeasurement of the derivative asset, the Company recorded a derivative loss of $0.6 million for the year ended December 31, 2023, which was included in other income, net in the Consolidated Statements of Comprehensive Loss. Once the deferred premium was settled, the instrument met the requirements for equity classification and the Company reclassified the Additional Capped Call to additional paid-in capital on the Consolidated Balance Sheet.
1438000001500000000.0217000000.010.022515.139466.0523.913741.82122000000.0123300000-1800000039000003900000122000000.011680000021700000266800000.0214220000P33M250500000320500000 The Notes consist of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:54.683%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.824%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.422%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.839%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Principal</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">266,816 </td><td style="background-

color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">288,529 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Debt premium, net of amortization</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,092 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,776 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Debt issuance costs, net of amortization</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,111)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,313)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net carrying amount</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">270,797 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">293,992 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="text-align:justify;text-indent:36pt">The following table sets forth total interest expense recognized related to the Notes (in thousands): </div><div style="margin-top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:52.701%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:1.0%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.524%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31, </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Coupon</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,078 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,145 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,813 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortization of debt issuance costs</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,349 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,491 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortization of debt premium</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,684)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(612)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,596 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,882 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,304 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
2668160002885290007092000977600031110004313000270797000293992000607800051450004813000120200013490001491000-2684000-612000045960058820006304000660.05101.6241.8278.90164000002530000022200000600000Credit Facility On July 21, 2023, the Company, through its wholly owned subsidiary PROS, Inc., entered into a three-year secured credit agreement ("Credit Agreement") with the lenders from time to time party thereto and Texas Capital Bank as administrative agent for the lenders party thereto. The Credit Agreement provides for a revolving line of credit of up to $50.0 million, with interest paid monthly, at a rate per annum equal to the 30-day secured overnight financing rate ("SOFR") plus a 0.10% per annum SOFR adjustment plus an applicable margin of 4.25%. Borrowings under the Credit Agreement are collateralized by a first priority interest in and lien on all of the Company's material assets.
 The Credit Agreement contains affirmative and negative covenants, including covenants which restrict the ability of the Company to, among other things, create liens, incur additional indebtedness and engage in certain other transactions, in each case subject to certain exclusions. In addition, the Credit Agreement contains certain financial covenants which become effective in the event the Company's liquidity (as defined in the Credit Agreement) falls

*below a certain level. The Credit Agreement also has a depository condition which requires the Company to maintain a cash balance of at least $10.0 million with the administrative agent throughout the term of the Credit Agreement. This amount has been included in restricted cash in the Consolidated Balance Sheets. As of December 31, 2024, the Company was in compliance with all financial covenants and the depository condition in the Credit Agreement. As of December 31, 2024 and 2023, $0.4 million and $0.7 million, respectively, of unamortized debt issuance costs related to the Credit Agreement are included in prepaid and other current assets and other assets, noncurrent in the Consolidated Balance Sheets. For the years ended December 31, 2024 and 2023, the Company recorded $0.3 million and $0.1 million, respectively, of amortization of debt issuance costs which are included in other income, net in the Consolidated Statements of Comprehensive Loss. As of December 31, 2024, the Company had no outstanding borrowings under the Credit Agreement. 50000000.00.00100.042510000000.040000070000030000100000Commitments and Contingencies Litigation The Company is involved in various legal proceedings, claims and litigation which arise in the ordinary course of the business. The Company makes a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. The Company is not currently involved in any outstanding litigation that it believes, individually or in the aggregate, will have a material adverse effect on its business, financial condition, results of operations or cash flows.
 Purchase Commitments
 The purchase commitments consist of agreements to purchase goods and services entered into the ordinary course of business, mainly related to infrastructure platforms, business technology software and support, and other services. The following table summarizes the non-cancelable unconditional purchase commitments for each of the next five years and thereafter as of December 31, 2024 (in thousands). The table below includes a multi-year contract with an obligation to spend $98.5 million by November 2026. The timing of the related payments presented below is based on management's estimate as to when those contractual commitments will be satisfied.</div><div style="text-align:justify;text-indent:36pt">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:82.501%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.567%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Year Ending December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">50,846 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,392 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,482 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,226 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">109,531 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Indemnification
 The Company's software agreements generally include certain provisions for indemnifying customers against liabilities if the Company's software solutions infringe a third party's intellectual property rights. To date, the Company has not incurred any losses as a result of such indemnifications and has not accrued any liabilities related to such obligations in the Company's Consolidated Financial Statements. The following table summarizes the non-cancelable unconditional purchase commitments for each of the next five years and thereafter as of December 31, 2024 (in thousands). The table below includes a multi-year contract with an obligation to spend $98.5 million by November 2026. The timing of the related payments presented below is based on management's estimate as to when those contractual commitments will be satisfied.<div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:82.501%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.567%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Year Ending December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">50,846 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,392 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,482 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,226 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">109,531 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 985000005084600054585000139200014820001226000010953100OSegment and Geographic Information <span*

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company operates as one operating and reportable segment. The Company's Chief Operating Decision Maker ("CODM") is its Chief Executive Officer. The CODM uses consolidated net loss to measure segment profit or loss, assess financial performance, and allocate resources. Net loss is used by the CODM to evaluate budget vs. actual results. In addition, the CODM reviews and utilizes functional expenses (cost of subscription revenues, cost of maintenance and support revenues, cost of services revenue, selling and marketing, research and development, and general and administrative) at the consolidated level to manage the Company's operations. Other segment items comprise all other lines included in consolidated net loss reflected in the Consolidated Statements of Comprehensive Loss. The measure of segment assets is reported on the Consolidated Balance Sheets as total consolidated assets. Revenue and Long-Lived Assets by Geography
 The Company presents financial information on a consolidated basis and does not assess the profitability of its geographic regions. Accordingly, the Company does not attempt to comprehensively assign or allocate costs to these regions and does not produce reports for, or measure the performance of, its geographic regions based on any asset-based metrics. The Company's long-lived assets are located primarily in the U.S.
 International revenue for the years ended December 31, 2024, 2023 and 2022, amounted to approximately $216.9 million, $196.7 million and $177.8 million, respectively, representing 66%, 65% and 64%, respectively, of annual revenue.</div><div style="margin-top:9pt;text-align:justify;text-indent:36pt">The following geographic information is presented for the years ended December 31, 2024, 2023 and 2022 (in thousands). The Company categorizes geographic revenues based on the location of the customer's headquarters.</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:24.744%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.651%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="33" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Revenue</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Percent</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Revenue</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Percent</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Revenue</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Percent</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">The Americas:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">United States of America</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">113,508 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">107,004 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">98,361 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,787 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,239 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,137 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Subtotal</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">146,295 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">134,243 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-

color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">123,498 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Germany</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,698 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,574 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,202 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">The rest of Europe</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69,288 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,896 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,283 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Asia Pacific</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,794 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,454 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,055 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">The Middle East</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,816 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,040 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,395 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Africa</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,481 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,501 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,704 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total revenue</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">330,372 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-

color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">303,708 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">276,137 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table>
2169000001967000001778000000.660.650.64 The following geographic information is presented for the years ended December 31, 2024, 2023 and 2022 (in thousands). The Company categorizes geographic revenues based on the location of the customer's headquarters.
<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:24.744%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.651%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="33" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Revenue</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Percent</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Revenue</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Percent</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Revenue</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Percent</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">The Americas:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">United States of America</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">113,508 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">107,004 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">98,361 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,707 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,239 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,137 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Subtotal</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">146,295 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">134,243 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">44 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">123,498 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Germany</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,698 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,574 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,202 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">The rest of Europe</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69,288 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,896 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,283 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Asia Pacific</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,794 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,454 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,055 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">The Middle East</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,816 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,040 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,395 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Africa</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,481 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,501 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,704 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total revenue</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">330,372 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">303,708 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">276,137 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table>
1135080000.341070040000.35983610000.36327870000.10272390000.09251370000.091462950000.441342430000.441234980000.45336980000.10275740000.0926, of Credit RiskThe Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, and trade accounts receivable. The Company's deposits exceed federally insured limits. For the year ended December 31, 2024, no customer accounted for 10% or more of trade accounts receivables. For the years ended December 31, 2024, 2023 and 2022, no single customer accounted for 10% or more of revenue.0.100.10Related-Party Transactions The Company currently has employment agreements with its executive officers. In the event of termination of employment other than for cause, the employment agreements provide separation benefits, including twelve to eighteen months of salary, as well as the vesting of certain equity awards. Employee Retirement Savings Plan The Company has a 401(k) savings plan for all eligible employees in the United States. Historically, the Company's matching contribution has been 50% of the first 8% of employee contributions, and the Company may also make discretionary contributions. In April 2023, the Company's matching contribution changed to 50% of the first 4% of employee contributions only for the duration of the year ended December 31, 2023. Matching contributions by the Company in 2024, 2023 and 2022 totaled approximately $3.5 million, $2.7 million and $3.9 million, respectively. 0.500.500.080.080.500.043500000270000039000000Severance and Other Related Costs In October 2022, the Company reprioritized its investments to focus on supporting key growth areas of its business. As a result of this reprioritization, the Company incurred approximately $4.0 million of severance, employee benefits, outplacement and related costs in the fourth quarter of 2022. These costs were recorded primarily as operating expenses in the Consolidated Statements of Comprehensive Loss, mainly research and development, and sales and marketing. During the quarter ended December 31, 2022, cash payments of $3.1 million were recorded for the incurred costs. In the first quarter of 2023, the Company made certain organizational changes and incurred approximately $3.6 million of severance, employee benefits, outplacement and related costs. These costs were recorded primarily as operating expenses in the Consolidated Statements of Comprehensive Loss, mainly research and development, and sales and marketing. During the year ended December 31, 2023, cash payments of $4.1 million were recorded for the incurred severance costs. As of December 31, 2023, all severance and other related costs were fully paid.4000000.031000003600000410000OOther Income, Net<div style="text-indent:36pt">Other income, net consisted of the following (in thousands): </div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.110%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.911%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.911%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.915%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div>Interest income (expense), net </div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,220 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,728 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,333 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign currency (loss) gain, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,329)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,124)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(613)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Gain/(loss) on equity investments, net (2) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">828 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,308 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Loss on derivatives (1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,489)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Loss on debt extinguishment (1) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(1,779)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Other (3) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(434)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(101)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total other income, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,457 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,063 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,084 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) Losses were recognized in connection with the Notes Exchange, see Note 14. (2) See Note 9 for additional detail on the gain (loss) on equity investments, net. (3) Includes loss on disposal of assets of $0.8 million related to a lease modification in the first quarter of 2024, see Note 7.</div><div style="text-indent:36pt">Other income, net consisted of the following (in thousands): </div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.110%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.911%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.911%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.915%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div>Interest income (expense), net </div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,220 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,728 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,333 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign currency (loss) gain, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,329)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,124)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(613)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Gain/(loss) on equity investments, net (2) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">828 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,308 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Loss on derivatives (1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,489)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Loss on debt extinguishment (1) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,779)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Other (3) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(434)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(101)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-

align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">56 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Total other income, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-
top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">4,457 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt
double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid
#000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">1,063 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt
double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid
#000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">3,084 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr></table></div><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-
weight:400;line-height:120%">(1) Losses were recognized in connection with the Notes Exchange, see Note 14.</div><div><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:120%">(2) See Note 9 for additional detail on the gain (loss) on equity investments, net.
</div><div>(3) Includes loss on disposal
of assets of $0.8
million related to a lease modification in
the first quarter of 2024, see Note 7.</div>622000077280002333000-1329000-1124000-61300008280001308000-448900000-17790000-434000-
10100056000445700010630003084000-800000<div style="text-align:center"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:120%">Schedule II</div><div style="text-align:center"><span style="background-color:#ffffff;color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">Valuation and Qualifying Accounts</div><div><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:120%"> </div><div style="margin-top:5pt"><table style="border-
collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:34.341%"></td>
<td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.517%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.517%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.429%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:10.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.976%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.992%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">Balance at
beginning
of period</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-
align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">Additions
charged to
costs and
expenses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px
1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">Deductions (1)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-
align:bottom">Other (2)</td><td
colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Balance at
end of
period</td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Allowance for credit losses</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0
1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt
solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-
top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">2024</td><td style="padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">574 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">452 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-
align:right;vertical-align:bottom">(104)
</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td>
<td style="padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt">
</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">922 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
</tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2023</td><td style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">609 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">114 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(149)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">574 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">2022</td><td style="padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">1,206 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">552 </td><td style="padding:2px 1pt 2px
0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">
$</td><td style="padding:2px 0;text-
align:right;vertical-align:bottom">(1,149)
</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">609 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Valuation allowance</td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3"

style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">2024</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">167,632 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">3,609 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">591 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">171,832 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">2023</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">165,671 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4,772 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2,811)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">167,632 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">2022</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">146,832 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">16,645 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">2,194 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">165,671 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) Deductions column represents the reversal of additions previously charged to costs and expenses and uncollectible accounts written off, net of recoveries. (2) Other column represents the cumulative translation adjustment impact on the allowance.

574000452000104000092200060900011400014900005740001206000552000114900006090001676320003609000059100017183200016567100047720000-2811000167632000146832000166450000219400016567 1000

Deductions column represents the reversal of additions previously charged to costs and expenses and uncollectible accounts written off, net of recoveries. Other column represents the cumulative translation adjustment impact on the allowance.