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Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 Â FORM 10-Q Â (Mark One) â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended June 30, 2024 OR â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from to Commission File Number: 001-38497 Â Talos Energy Inc. (Exact Name of Registrant as Specified in its Charter) Â Delaware 82-3532642 (State or other jurisdiction ofincorporation or organization) (I.R.S. EmployerIdentification No.) 333 Clay Street, Suite 3300Houston, TX 77002 (Address of principal executive offices) (Zip Code) Â Registrantâ€™s telephone number, including area code: (713) 328-3000 Securities registered pursuant to Section 12(b) of the Act: Â Title of Each Class Â Trading Symbol(s) Â Name of Each Exchange on Which Registered Common Stock Â TALO Â New York Stock Exchange Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜ Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer â˜’ Â Â Accelerated filer â˜ Non-accelerated filer â˜ Â Â Smaller reporting company â˜ Emerging growth company â˜ Â Â Â Â Â Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ As of July 31, 2024, the registrant had 180,153,856 shares of common stock, $0.01 par value per share, outstanding. Â Â Â Â TABLE OF CONTENTS Â Â Â Page GLOSSARY 3 CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS 5 Â PART I â€” FINANCIAL INFORMATION Â Item 1. Financial Statements 7 Â Condensed Consolidated Balance Sheets 7 Â Condensed Consolidated Statements of Operations 8 Â Condensed Consolidated Statements of Changes in Stockholdersâ€™ Equity 9 Â Condensed Consolidated Statements of Cash Flows 10 Â Notes to Condensed Consolidated Financial Statements 11 Â Note 1 â€” Organization, Nature of Business and Basis of Presentation 11 Â Note 2 â€” Acquisitions and Divestitures 12 Â Note 3 â€” Property, Plant and Equipment 14 Â Note 4 â€” Leases 14 Â Note 5 â€” Financial Instruments 15 Â Note 6 â€” Equity Method Investments 18 Â Note 7 â€” Debt 18 Â Note 8 â€” Asset Retirement Obligations 20 Â Note 9 â€” Employee Benefits Plans and Share-Based Compensation 20 Â Note 10 â€” Income Taxes 21 Â Note 11 â€” Income (Loss) Per Share 22 Â Note 12 â€” Related Party Transactions 22 Â Note 13 â€” Commitments and Contingencies 23 Â Note 14 â€” Segment Information 24 Â Note 15 â€” Subsequent Events 27 Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 28 Item 3. Quantitative and Qualitative Disclosures About Market Risk 38 Item 4. Controls and Procedures 39 Â PART II â€” OTHER INFORMATION Â Item 1. Legal Proceedings 40 Item 1A. Risk Factors 40 Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 40 Item 3. Defaults Upon Senior Securities 40 Item 4. Mine Safety Disclosures 40 Item 5. Other Information 40 Item 6. Exhibits 41 Â Signatures 43 Â Â 2 Table of Contents GLOSSARY The following are abbreviations and definitions of certain terms used in this document, which are commonly used in the oil and natural gas industry: Barrel or Bbl â€” One stock tank barrel, or 42 United States gallons liquid volume. Boe â€” One barrel of oil equivalent determined using the ratio of six Mcf of natural gas to one barrel of crude oil or condensate. BOEM â€” Bureau of Ocean Energy Management. BSEE â€” Bureau of Safety and Environmental Enforcement. Boepd â€” Barrels of oil equivalent per day. Btu â€” British thermal unit, which is the heat required to raise the temperature of a one-pound mass of water one degree Fahrenheit. CCS â€” Carbon capture and sequestration. CO2 â€” Carbon dioxide. Completion â€” The installation of permanent equipment for the production of oil or natural gas. Deepwater â€” Water depths of more than 600 feet. Field â€” An area consisting of a single reservoir or multiple reservoirs all grouped on or related to the same individual geological structural feature or stratigraphic condition. GAAP â€” Accounting principles generally accepted in the United States of America. MBbls â€” One thousand barrels of crude oil or other liquid hydrocarbons. MBblpd â€” One thousand barrels of crude oil or other liquid hydrocarbons per day. MBoe â€” One thousand barrels of oil equivalent. MBoepd â€” One thousand barrels of oil equivalent per day. Mcf â€” One thousand cubic feet of natural gas. Mcfpd â€” One thousand cubic feet of natural gas per day. MMBoe â€” One million barrels of oil

equivalent. MMBtu â€” One million British thermal units. MMcf â€” One million cubic feet of natural gas. MMcfpd â€” One million cubic feet of natural gas per day. NGL â€” Natural gas liquid. Hydrocarbons which can be extracted from wet natural gas and become liquid under various combinations of increasing pressure and lower temperature. NGLs consist primarily of ethane, propane, butane and natural gasoline. NYMEX â€” The New York Mercantile Exchange. NYMEX Henry Hub â€” Henry Hub is the major exchange for pricing natural gas futures on the New York Mercantile Exchange. It is frequently referred to as the Henry Hub index. OPEC â€” Organization of Petroleum Exporting Countries. Proved reserves â€” Proved reserves are those quantities of oil and natural gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible â€” from a given date forward, from known reservoirs and under existing economic conditions, operating methods and government regulations â€” prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time. Proved undeveloped reserves â€” In general, proved reserves that are expected to be recovered from new wells on undrilled acreage or from existing wells where a relatively major expenditure is required for recompletion. The SEC provides a complete definition of undeveloped oil and gas reserves in Rule 4-10(a)(31) of Regulation S-X. SEC â€” The U.S. Securities and Exchange Commission. 3 Table of Contents SEC pricing â€” The unweighted average first-day-of-the-month commodity price for crude oil or natural gas for each month within the 12-month period prior to the end of the reporting period, adjusted by lease for market differentials (quality, transportation, fees, energy content, and regional price differentials). The SEC provides a complete definition of prices in â€œModernization of Oil and Gas Reportingâ€ (Final Rule, Release Nos. 33-8995; 34-59192). Shelf â€” Water depths of up to 600 feet. Working interest â€” The operating interest that gives the owner the right to drill, produce and conduct operating activities on the property and a share of production. WTI or West Texas Intermediate â€” A light crude oil produced in the United States with an American Petroleum Institute gravity of approximately 38-40 and the sulfur content is approximately 0.3%. 4 Table of Contents CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS The information in this Quarterly Report on Form 10-Q (this â€œQuarterly Reportâ€) includes â€œforward-looking statementsâ€ within the meaning of Section 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), and Section 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€). All statements, other than statements of historical fact included in this Quarterly Report, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this Quarterly Report, the words â€œwill,â€ â€œcould,â€ â€œbelieve,â€ â€œanticipate,â€ â€œintend,â€ â€œestimate,â€ â€œexpect,â€ â€œproject,â€ â€œforecast,â€ â€œmay,â€ â€œobjective,â€ â€œplanâ€ and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on our current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. These forward-looking statements are based on managementâ€™s current belief, based on currently available information, as to the outcome and timing of future events. Forward-looking statements may include statements about: â€¢business strategy; â€¢recoverable resources and reserves; â€¢drilling prospects, inventories, projects and programs; â€¢our ability to replace the reserves that we produce through drilling and property acquisitions; â€¢financial strategy, liquidity and capital required for our development program and other capital expenditures; â€¢realized oil and natural gas prices; â€¢risks related to future mergers and acquisitions and/or to realize the expected benefits of any such transaction; â€¢timing and amount of future production of oil, natural gas and NGLs; â€¢our hedging strategy and results; â€¢future drilling plans; â€¢availability of pipeline connections on economic terms; â€¢competition, government regulations, including financial assurance requirements, and legislative and political developments; â€¢our ability to obtain permits and governmental approvals; â€¢pending legal, governmental or environmental matters; â€¢our marketing of oil, natural gas and NGLs; â€¢our integration of acquisitions, including the QuarterNorth Acquisition (as defined herein), and the anticipated performance of the combined company; â€¢future leasehold or business acquisitions on desired terms; â€¢costs of developing properties; â€¢general economic conditions, including the impact of continued inflation and associated changes in monetary policy; â€¢political and economic conditions and events in foreign oil, natural gas and NGL producing countries and acts of terrorism or sabotage; â€¢credit markets; â€¢volatility in the political, legal and regulatory environments ahead of the upcoming domestic and foreign presidential elections; â€¢estimates of future income taxes; â€¢our estimates and forecasts of the timing, number, profitability and other results of wells we expect to drill and other exploration activities; â€¢our ongoing strategy with respect to our Zama asset; â€¢uncertainty regarding our future operating results and our future revenues and expenses; 5 Table of Contents â€¢impact of new accounting pronouncements on earnings in future periods; and â€¢plans, objectives, expectations and intentions contained in this Quarterly Report that are not historical. We caution you that these forward-looking statements are subject to numerous risks and uncertainties, most of which are difficult to predict and many of which are beyond our control. These risks include, but are not limited to, commodity price volatility; global demand for oil and natural gas; the ability or willingness of OPEC and other state-controlled oil companies (â€œOPEC Plusâ€) to set and maintain oil production levels and the impact of any such actions; the lack of a resolution to the war in Ukraine and increasing hostilities in the Middle East, and their impact on commodity markets; the impact of any pandemic, and governmental measures related thereto; lack of transportation and storage capacity as a result of oversupply, government and regulations; the effect of a possible U.S. government shutdown and resulting impact on economic conditions and delays in regulatory and permitting approvals; lack of availability of drilling and production equipment and services; adverse weather events, including tropical storms, hurricanes, winter storms and loop currents; cybersecurity threats; sustained inflation and the impact of central bank policy in response thereto; environmental risks; failure to find, acquire or gain access to other discoveries and prospects or to successfully develop and produce from our current discoveries and prospects; geologic risk; drilling and other operating risks; well control risk; regulatory changes, including the impact of financial assurance requirements; the uncertainty inherent in estimating reserves and in projecting future rates of production; cash flow and access to capital; the timing of development expenditures; potential adverse reactions or competitive responses to our acquisitions and other transactions; the possibility that the anticipated benefits of our acquisitions are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of acquired assets and operations; and the other risks discussed in Part I, Item 1A. â€œRisk Factorsâ€ of Talos Energy Inc.â€™s Annual Report on Form 10-K for the year ended December 31, 2023 (the â€œ2023 Annual Reportâ€). Reserve engineering is a process of estimating underground accumulations of oil, natural gas and NGLs that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data, the interpretation of such data and price and cost assumptions made by reserve engineers. In addition, the results of drilling, testing and production activities may justify upward or downward revisions of estimates that were made previously. If significant, such revisions would change the schedule of any further production and development drilling. Accordingly, reserve estimates may differ significantly from the quantities of oil, natural gas and NGLs that are ultimately recovered. Should one or more of the risks or uncertainties described herein occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements. All forward-looking statements, expressed or implied, included in this Quarterly Report are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this Quarterly Report. 6 Table of Contents PART Iâ€”FINANCIAL INFORMATION Item 1. Financial Statements TALOS ENERGY INC. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands, except share amounts) Â June 30, 2024 Â December 31, 2023 Â Â (Unaudited) Â Â Â ASSETS Â Â Â Â Current assets: Â Â Â Â Cash and cash equivalents $ 37,797 Â $ 33,637 Â Accounts receivable: Â Â Â Â Trade, net Â 243,826 Â Â 178,977 Â Joint interest, net Â 156,287 Â Â 79,337 Â Other, net Â 13,468 Â Â 19,296 Â Assets from price risk management activities Â 16,412 Â Â 36,152 Â Prepaid assets Â 79,870 Â Â 64,387 Â Other current assets Â 18,123 Â Â 10,389 Â Total current assets Â 565,783 Â Â 422,175 Â Property and equipment: Â Â Â Â Proved properties Â 9,435,902 Â Â 7,906,295 Â Unproved properties, not subject to amortization Â 653,143 Â Â 268,315 Â Other property and equipment Â 34,824 Â Â 34,027 Â Total property and equipment Â 10,123,869 Â Â 8,208,637 Â Accumulated depreciation, depletion and amortization Â (4,643,062) Â (4,168,328) Total property and equipment, net Â 5,480,807 Â Â 4,040,309 Â Other long-term assets: Â Â Â Â Restricted cash Â 104,368 Â Â 102,362 Â Assets from price risk management activities Â 2,784 Â Â 17,551 Â Equity method investments Â 109,688 Â Â 146,049 Â Other well equipment Â 62,991 Â Â 54,277 Â Notes receivable, net Â 17,041 Â Â 16,207 Â Operating lease assets Â 12,429 Â Â 11,418 Â Other assets Â 5,964 Â Â 5,961 Â Total assets $ 6,361,855 Â $ 4,816,309 Â LIABILITIES AND STOCKHOLDERSÊ¼ EQUITY Â Â Â Â Current liabilities: Â Â Â Â Accounts payable $ 91,871 Â $ 84,193 Â Accrued liabilities Â 315,191 Â Â 227,690 Â Accrued royalties Â 84,126 Â Â 55,051 Â Current portion of long-term debt Â â€” Â Â 33,060 Â Current portion of asset retirement obligations Â 78,765 Â Â 77,581 Â Liabilities from price risk management activities Â 51,607 Â Â 7,305 Â Accrued interest payable Â 48,970 Â Â 42,300 Â Current portion of operating lease liabilities Â 3,928 Â Â 2,666 Â Other current liabilities Â 37,181 Â Â 48,769 Â Total current liabilities Â 711,639 Â Â 578,615 Â Long-term liabilities: Â Â Â Â Long-term debt Â 1,435,899 Â Â 992,614 Â Asset retirement obligations Â 1,080,082 Â Â 819,645 Â Liabilities from price risk management activities Â 1,441 Â Â 795 Â Operating lease liabilities Â 17,332 Â Â 18,211 Â Other long-term liabilities Â 389,137 Â Â 251,278 Â Total liabilities Â 3,635,530 Â Â 2,661,158 Â Commitments and contingenciesÂ (Note 13) Â Â Â Â StockholdersÊ¼ equity: Â Â Â Â Preferred stock; $0.01Â par value; 30,000,000Â shares authorized and zeroÂ shares issued or outstanding as of June 30, 2024 and December 31, 2023, respectively Â â€” Â Â â€” Â Common stock; $0.01Â par value; 270,000,000Â shares authorized; 187,339,187Â and 127,480,361Â shares issued as of June 30, 2024 and December 31, 2023, respectively Â 1,873 Â Â 1,275 Â Additional paid-in capital Â 3,262,700 Â Â 2,549,097 Â Accumulated deficit Â (447,775) Â (347,717) Treasury stock, at cost; 7,204,380Â and 3,400,000Â shares as of June 30, 2024 and December 31, 2023, respectively Â (90,473) Â (47,504) Total stockholdersÊ¼ equity Â 2,726,325 Â Â 2,155,151 Â Total liabilities and stockholdersÊ¼ equity $ 6,361,855 Â $ 4,816,309 Â Â See accompanying notes.7 Table of Contents TALOS ENERGY INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except per share amounts) (Unaudited) Â Three Months Ended June 30, Â Six Months Ended June 30, Â Â 2024 Â 2023 Â 2024 Â 2023 Â Revenues: Â Â Â Â Â Â Â Â Oil $ 507,408 Â $ 342,983 Â $ 900,629 Â $ 635,677 Â Natural gas Â 26,060 Â Â 16,329 Â Â 49,758 Â Â 36,512 Â NGL Â 15,697 Â Â 7,898 Â Â 28,710 Â Â 17,603 Â Total revenues Â 549,165 Â Â 367,210 Â Â 979,097 Â Â 689,792 Â Operating expenses: Â Â Â Â Â Â Â Â Lease operating expense Â 157,310 Â Â 101,165 Â Â 292,488 Â Â 182,527 Â Production taxes Â 476 Â Â 607 Â Â 1,020 Â Â 1,213 Â Depreciation, depletion and amortization Â 259,091 Â Â 169,794 Â Â 474,755 Â Â 317,117 Â Accretion expense Â 30,732 Â Â 22,760 Â Â 57,635 Â Â 42,174 Â General and administrative expense Â 48,247 Â Â 33,182 Â Â 118,088 Â Â 96,369 Â Other operating (income) expense Â (1,061) Â (723) Â (87,104) Â 2,115 Â Total operating expenses Â 494,795 Â Â 326,785 Â Â 856,882 Â Â 641,515 Â Operating income (expense) Â 54,370 Â Â 40,425 Â Â 122,215 Â Â 48,277 Â Interest expense Â (48,982) Â (45,632) Â (99,827) Â (83,213) Price risk management activities income (expense) Â 2,302 Â Â 26,197 Â Â (84,760) Â 85,134 Â Equity method investment income (expense) Â (456) Â (2,012) Â (8,510) Â 5,431 Â Other income (expense) Â 4,164 Â Â 1,591 Â Â (51,732) Â 8,257 Â Net income (loss) before income taxes Â 11,398 Â Â 20,569 Â Â (122,614) Â 63,886 Â Income tax benefit (expense) Â 983 Â Â (6,892) Â 22,556 Â Â 39,651 Â Net income (loss) $ 12,381 Â $ 13,677 Â $ (100,058) $ 103,537 Â Â Â Â Â Â Â Â Net income (loss) per common share: Â Â Â Â Â Â Â Â Basic $ 0.07 Â $ 0.11 Â $ (0.59) $ 0.90 Â Diluted $ 0.07 Â $ 0.11 Â $ (0.59) $ 0.89 Â Weighted average common shares outstanding: Â Â Â Â Â Â Â Â Basic Â 183,564 Â Â 125,436 Â Â 171,027 Â Â 115,590 Â Diluted Â 183,692 Â Â 125,667 Â Â 171,027 Â Â 116,363 Â Â See accompanying notes.8 Table of Contents TALOS ENERGY INC. CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERSâ€™ EQUITY (In thousands, except share amounts) (Unaudited) Â Common Stock Â AdditionalPaid-In Â Accumulated Â Treasury Stock Â TotalStockholdersÊ¼ Â Â Shares Issued Â Par Value Â Capital Â Deficit Â Shares Â Amount Â Equity Â Balance at March 31, 2023 Â 127,455,965 Â $ 1,275 Â $ 2,531,402 Â $ (445,189) Â 1,900,000 Â $ (26,647) $ 2,060,841 Â Equity-based compensation Â â€” Â Â â€” Â Â 8,227 Â Â â€” Â Â â€” Â Â â€” Â Â 8,227 Â Purchase of treasury stock Â â€” Â Â â€” Â Â â€” Â Â 1,500,000 Â Â (20,857) Â (20,857) Net income (loss) Â â€” Â Â â€” Â Â â€” Â Â 13,677 Â Â â€” Â Â â€” Â Â 13,677 Â Balance at June 30, 2023 Â 127,455,965 Â $ 1,275 Â $ 2,539,629 Â $ (431,512) Â 3,400,000 Â $ (47,504) $ 2,061,888 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance at March 31, 2024 Â 187,307,298 Â $ 1,873 Â $ 3,257,972 Â $ (460,156) Â 3,400,000 Â $ (47,504) $ 2,752,185 Â Equity-based compensation Â â€” Â Â â€” Â Â 4,895 Â Â â€” Â Â â€” Â Â 4,895 Â Equity-based compensation tax withholdings Â â€” Â Â â€” Â Â â€” Â Â (167) Â â€” Â Â (167) Equity-based compensation stock issuances Â 31,889 Â Â â€” Â Â â€” Â Â â€” Â Â â€” Â Â â€” Â Purchase of treasury stock Â â€” Â Â â€” Â Â 3,804,380 Â Â (42,969) Â (42,969) Net income (loss) Â â€” Â Â â€” Â Â â€” Â Â 12,381 Â Â â€” Â Â â€” Â Â 12,381 Â Balance at June 30, 2024 Â 187,339,187 Â $ 1,873 Â $ 3,262,700 Â $ (447,775) Â 7,204,380 Â $ (90,473) $ 2,726,325 Â Â Â Common Stock Â AdditionalPaid-In Â Accumulated Â Treasury Stock Â TotalStockholdersÊ¼ Â Â Shares Issued Â Par Value Â Capital Â Deficit Â Shares Â Amount Â Equity Â Balance at December 31, 2022 Â 82,570,328 Â $ 826 Â $ 1,699,799 Â $ (535,049) Â â€” Â $ â€” Â $ 1,165,576 Â Equity-based compensation Â â€” Â Â â€” Â Â 15,459 Â Â â€” Â Â â€” Â Â â€” Â $ 15,459 Â Equity-based compensation tax withholdings Â â€” Â Â â€” Â Â (7,378) Â â€” Â Â â€” Â Â â€” Â $ (7,378) Equity-based compensation stock issuances Â 1,085,747 Â Â 11 Â Â (11) Â â€” Â Â â€” Â Â â€” Â $ â€” Â Issuance of common stock for acquisitions (Note 2) Â 43,799,890 Â Â 438 Â Â 831,760 Â Â â€” Â Â â€” Â Â â€” Â $ 832,198 Â Purchase of treasury stock Â â€” Â Â â€” Â Â â€” Â Â 3,400,000 Â Â (47,504) $ (47,504) Net income (loss) Â â€” Â Â â€” Â Â â€” Â Â 103,537 Â Â â€” Â Â â€” Â Â â€” Â $ 103,537 Â Balance at June 30, 2023 Â 127,455,965 Â $ 1,275 Â $ 2,539,629 Â $ (431,512) Â 3,400,000 Â $ (47,504) $ 2,061,888 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance at December 31, 2023 Â 127,480,361 Â $ 1,275 Â $ 2,549,097 Â $ (347,717) Â 3,400,000 Â $ (47,504) $ 2,155,151 Â Equity-based compensation Â â€” Â Â â€” Â Â 9,541 Â Â â€” Â Â â€” Â Â â€” Â Â 9,541 Â Equity-based compensation tax withholdings Â â€” Â Â â€” Â Â (5,687) Â â€” Â Â â€” Â Â â€” Â Â (5,687) Equity-based compensation stock issuances Â 1,009,374 Â Â 10 Â Â (10) Â â€” Â Â â€” Â Â â€” Â Â â€” Â Issuance of common stock for acquisitions (Note 2) Â 24,349,452 Â Â 243 Â Â 322,387 Â Â â€” Â Â â€” Â Â â€” Â Â 322,630 Â Issuance of common stock Â 34,500,000 Â Â 345 Â Â 387,372 Â Â â€” Â Â â€” Â Â â€” Â Â 387,717 Â Purchase of treasury stock Â â€” Â Â â€” Â Â 3,804,380 Â Â (42,969) Â (42,969) Net income (loss) Â â€” Â Â â€” Â Â â€” Â Â (100,058) Â â€” Â Â â€” Â Â (100,058) Balance at June 30, 2024 Â 187,339,187 Â $ 1,873 Â $ 3,262,700 Â $ (447,775) Â 7,204,380 Â $ (90,473) $ 2,726,325 Â Â See accompanying notes.9 Table of Contents TALOS ENERGY INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands) (Unaudited) Â Six Months Ended June 30, Â Â 2024 Â 2023 Â Cash flows from operating activities: Â Â Â Â Net income (loss) $ (100,058) $ 103,537 Â Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: Â Â Â Â Depreciation, depletion, amortization and accretion expense Â 532,390 Â Â 359,291 Â Amortization of deferred financing costs and original issue discount Â 5,084 Â Â 7,629 Â Equity-based compensation expense Â 5,544 Â Â 8,687 Â Price risk management activities (income) expense Â 84,760 Â Â (85,134) Net cash received (paid) on settled derivative instruments Â (21,012) Â (4,161) Equity method investment (income) expense Â 8,510 Â Â (5,431) Loss (gain) on extinguishment of debt Â 60,256 Â Â â€” Â Settlement of asset retirement obligations Â (50,128) Â (47,683) Loss (gain) on sale of assets Â (2,500) Â â€” Â Loss (gain) on sale of business Â (86,940) Â â€” Â Changes in operating assets and liabilities: Â Â Â Â Accounts receivable Â 3,076 Â Â 35,127 Â Other current assets Â (5,150) Â (23,790) Accounts payable Â (43,608) Â (3,890) Other current liabilities Â 17,748 Â Â (22,975) Other non-current assets and liabilities, net Â (22,182) Â (44,124) Net cash provided by (used in) operating activities Â 385,790 Â Â 277,083 Â Cash flows from investing activities: Â Â Â Â Exploration, development and other capital expenditures Â (269,170) Â (298,658) Cash acquired in excess of payments for acquisitions Â â€” Â Â 17,617 Â Payments for acquisitions, net of cash acquired Â (916,045) Â â€” Â Proceeds from (cash paid for) sale of property and equipment, net Â â€” Â Â (8,488) Contributions to equity method investees Â (19,627) Â (15,260) Investment in intangible assets Â â€” Â Â Â (7,796) Proceeds from sales of businesses Â 141,997 Â Â â€” Â Net cash provided by (used in) investing activities Â (1,062,845) Â (312,585) Cash flows from financing activities: Â Â Â Â Issuance of common stock Â 387,717 Â Â â€” Â Issuance of senior notes Â 1,250,000 Â Â â€” Â Redemption of senior notes Â (897,116) Â (15,000) Proceeds from Bank Credit Facility Â 770,000 Â Â 505,000 Â Repayment of Bank Credit Facility Â (745,000) Â (305,000) Deferred financing costs Â (27,386) Â (11,775) Other deferred payments Â (1,234) Â (462) Payments of finance lease Â (8,747) Â (8,026) Purchase of treasury stock Â (39,326) Â (47,504) Employee stock awards tax withholdings Â (5,687) Â (7,378) Net cash provided by (used in) financing activities Â 683,221 Â Â 109,855 Â Â Â Â Â Â Net increase (decrease) in cash, cash equivalents and restricted cash Â 6,166 Â Â 74,353 Â Cash, cash equivalents and restricted cash: Â Â Â Â Balance, beginning of period Â 135,999 Â Â 44,145 Â Balance, end of period $ 142,165 Â $ 118,498 Â Â Â Â Â Â Â Supplemental non-cash transactions: Â Â Â Â

Capital expenditures included in accounts payable and accrued liabilities $ 79,832 Â $ 113,319 Â Supplemental cash flow information: Â Â Â Â Interest paid, net of amounts capitalized $ 64,452 Â $ 63,492 Â Â See accompanying notes.10 Table of Contents TALOS ENERGY INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) Note 1 â€” Organization, Nature of Business and Basis of PresentationOrganization and Nature of BusinessTalos Energy Inc. (the â€œParent Companyâ€) is a Delaware corporation originally incorporated on November 14, 2017. The Parent Company conducts all business operations through its operating subsidiaries, owns no operating assets and has no material operations, cash flows or liabilities independent of its subsidiaries. The Parent Companyâ€™s common stock is traded on The New York Stock Exchange under the ticker symbol â€œTALO.â€The Parent Company (including its subsidiaries, collectively â€œTalosâ€ or the â€œCompanyâ€) is a technically driven independent exploration and production company focused on safely and efficiently maximizing long-term value through its operations, currently in the United States (â€œU.S.â€) and offshore Mexico. The Company leverages decades of technical and offshore operational expertise towards the acquisition, exploration and development of assets in key geological trends that are present in many offshore basins around the world.Basis of Presentation and ConsolidationThe Condensed Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the SEC regarding interim financial reporting. Accordingly, certain information and disclosures normally included in complete financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, these financial statements include all adjustments, which unless otherwise disclosed, are of a normal recurring nature, necessary for a fair presentation of the financial position, results of operations, cash flows and changes in equity for the periods presented. The results for interim periods are not necessarily indicative of results for the entire year. The unaudited financial statements and related notes included in this Quarterly Report should be read in conjunction with the Companyâ€™s audited Consolidated Financial Statements and accompanying notes included in the 2023 Annual Report. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.SegmentsFrom January 1, 2024 through March 18, 2024, the Company had two operating segments: (i) exploration and production of oil, natural gas and NGLs (â€œUpstream Segmentâ€) and (ii) CCS (â€œCCS Segmentâ€), of which the Companyâ€™s only reportable segment was the Upstream Segment. Subsequent to the TLCS Divestiture (as defined herein) and sale of the Companyâ€™s entire CCS business, the Company had one operating segment. See additional information in Note 14 â€” Segment Information.Summary of Significant Accounting PoliciesThe Company has provided a discussion of its significant accounting policies, estimates and judgments in Note 2 â€” Summary of Significant Accounting Policies included in the accompanying Notes to Consolidated Financial Statements in the 2023 Annual Report. The Company has not changed any of its significant accounting policies from those described in our 2023 Annual Report.Cash, Cash Equivalents and Restricted CashThe following table provides a reconciliation of the amount of cash, cash equivalents and restricted cash reported within the Condensed Consolidated Balance Sheets to the total of the same such amounts shown in the Condensed Consolidated Statements of Cash Flows (in thousands): Â June 30, 2024 Â December 31, 2023 Â Cash and cash equivalents $ 37,797 Â $ 33,637 Â Restricted cash included in Other long-term assets Â 104,368 Â Â 102,362 Â Total cash, cash equivalent and restricted cash $ 142,165 Â $ 135,999 Â Â 11 Table of Contents Note 2 â€” Acquisitions and DivestituresAcquisitions â€” Business CombinationsAcquisitions qualifying as business combinations are accounted for under the acquisition method of accounting, which requires, among other items, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date.QuarterNorth Acquisition â€” On March 4, 2024, the Company completed the acquisition of QuarterNorth Energy Inc. (â€œQuarterNorthâ€), a privately-held U.S. Gulf of Mexico exploration and production company (the â€œQuarterNorth Acquisition,â€ and the merger agreement related thereto, the â€œQuarterNorth Merger Agreementâ€) for consideration consisting of (i) $1,247.4 million in cash and (ii) 24.3 million shares of the Companyâ€™s common stock valued at $322.6 million. The cash payment was partially funded with an underwritten public offering of 34.5 million shares of the Companyâ€™s common stock, borrowings under the Bank Credit Facility and the New Senior Notes (as defined in Note 7 â€” Debt).The following table summarizes the purchase price (in thousands except share and per share data): Shares of Talos common stock Â 24,349,452 Â Talos common stock price(1) $ 13.25 Â Common stock value $ 322,630 Â Â Â Â Cash consideration $ 1,247,419 Â Â Â Â Total purchase price(2) $ 1,570,049 Â Â (1)Represents the closing price of the Companyâ€™s common stock on March 4, 2024, the date of the closing of the QuarterNorth Acquisition. (2)Total purchase price net of $331.4 million cash and cash equivalents acquired at closing is $1,238.7 million. The following table presents the latest preliminary allocation of the purchase price to the assets acquired and liabilities assumed, based on their fair values on March 4, 2024 (in thousands): Cash and cash equivalents $ 331,374 Â Other current assets Â 160,117 Â Property and equipment Â 1,622,597 Â Other long-term assets Â 20,780 Â Current liabilities: Â Â Current portion of asset retirement obligations Â (6,748) Other current liabilities Â (193,928) Long-term liabilities: Â Â Asset retirement obligations Â (192,771) Deferred tax liabilities Â (168,481) Other long-term liabilities Â (2,891) Allocated purchase price $ 1,570,049 Â The fair values determined for accounts receivable, accounts payable and other current assets and most current liabilities were generally equivalent to the carrying value due to their short-term nature. The fair value of proved oil and natural gas properties as of the acquisition date is based on estimated proved oil, natural gas and NGL reserves and related discounted future net cash flows incorporating market participant assumptions. Significant inputs to the valuation include estimates of future production volumes, future operating, development and plugging and abandonment costs, future commodity prices, and a weighted average cost of capital discount rate. When estimating the fair value of proved and unproved properties, additional risk adjustments were applied to proved developed non-producing, proved undeveloped and probable reserves to reflect the relative uncertainty of each reserve class. These inputs are classified as Level 3 unobservable inputs, including the underlying commodity price assumptions which are based on the three-year NYMEX forward strip prices, escalated for inflation thereafter, and adjusted for price differentials.The fair value of asset retirement obligations is determined by calculating the present value of estimated future cash flows related to the liabilities. The Company utilizes several assumptions, including a credit-adjusted risk-free interest rate, estimated costs of decommissioning services, estimated timing of when the work will be performed and a projected inflation rate.The fair values of derivative instruments were estimated using a third-party industry standard pricing model which considers various inputs such as quoted forward commodity prices, discount rates, volatility factors and current market and contractual prices for the underlying instruments, as well as other relevant data.12 Table of ContentsThe Company is still finalizing the fair value analysis related to the oil and natural gas properties, other well equipment, asset retirement obligations assumed, certain contingent liabilities and deferred tax liabilities arising from the assets acquired and liabilities assumed. The preliminary purchase price allocation will be subject to further refinement as the Company continues to refine its estimates and assumptions based on further information available at the acquisition date. These refinements may result in material changes to the estimated fair value of assets acquired and liabilities assumed. The Company anticipates finalizing the determination of fair values by December 31, 2024. The Company incurred approximately $22.1 million of acquisition-related costs in connection with the QuarterNorth Acquisition exclusive of severance expense, of which $0.3 million and $19.1 million were recognized in the three and six months ended June 30, 2024, respectively, and $3.0 million was recognized for the year ended December 31, 2023. These costs were reflected in â€œGeneral and administrative expenseâ€ on the Condensed Consolidated Statements of Operations except for $4.9 million of fees associated with an unutilized bridge loan that was included in â€œInterest expenseâ€ on the Condensed Consolidated Statements of Operations during the six months ended June 30, 2024. Additionally, the Company incurred $8.1 million and $22.3 million in severance expense in connection with the QuarterNorth Acquisition for the three and six months ended June 30, 2024, respectively. See Note 9 â€” Employee Benefits Plans and Share-Based Compensation for additional discussion.The following table presents revenue and net income attributable to the QuarterNorth Acquisition for the three months ended June 30, 2024 and the period from March 4, 2024 to June 30, 2024: Â Three Months Ended June 30, 2024 Â Six Months Ended June 30, 2024 Â Revenue $ 173,157 Â $ 217,106 Â Net income (loss) $ 55,550 Â $ 62,299 Â Pro Forma Financial Information (Unaudited) â€” The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2024 and 2023 as if the QuarterNorth Acquisition had occurred on January 1, 2023. The unaudited pro forma information was derived from historical statements of operations of the Company and QuarterNorth adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and New Senior Notes, (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) weighted average basic and diluted shares of common stock outstanding from the issuance of 24.3 million shares of common stock as partial consideration for the QuarterNorth Acquisition and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 34.5 million shares of common stock from the underwritten public offering in January 2024 that partially funded the cash portion of the QuarterNorth Acquisition. Supplemental pro forma earnings for the three and six months ended June 30, 2023 were adjusted to include nil and $31.7 million of general and administrative expenses, respectively. Supplemental pro forma earnings for the three and six months ended June 30, 2024 were adjusted to exclude $6.5 million and $31.5 million of general and administrative expenses, respectively. This information does not purport to be indicative of results of operations that would have occurred had the QuarterNorth Acquisition occurred on January 1, 2023, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data). Â Three Months Ended June 30, Â Six Months Ended June 30, Â Â 2024 Â 2023 Â 2024 Â 2023 Â Revenue $ 549,165 Â $ 509,934 Â $ 1,106,366 Â $ 992,885 Â Net income (loss) $ 17,522 Â $ 18,968 Â $ (92,937) $ 93,288 Â Basic net income (loss) per common share $ 0.10 Â $ 0.10 Â $ (0.51) $ 0.53 Â Diluted net income (loss) per common share $ 0.10 Â $ 0.10 Â $ (0.51) $ 0.53 Â EnVen Acquisition â€” On February 13, 2023, the Company completed the acquisition of EnVen Energy Corporation (â€œEnVenâ€), a private operator in the Deepwater U.S. Gulf of Mexico (the â€œEnVen Acquisition,â€ and the merger agreement related thereto, the â€œEnVen Merger Agreementâ€) for consideration consisting of (i) $207.3 million in cash, (ii) 43.8 million shares of the Companyâ€™s common stock valued at $832.2 million and (iii) the effective settlement of an accounts receivable balance of $8.4 million. No gain or loss was recognized on settlement as the payable was effectively settled at the recorded amount. The cash payment was partially funded with borrowings under the Bank Credit Facility. The Company incurred approximately $21.8 million of acquisition-related costs in connection with the EnVen Acquisition exclusive of severance expense, of which $0.2 million and $12.8 million were recognized during the three and six months ended June 30, 2023, respectively, and reflected in â€œGeneral and administrative expenseâ€ on the Condensed Consolidated Statements of Operations. Additionally, the Company incurred $1.4 million and $24.0 million in severance expense in connection with the EnVen Acquisition for the three and six months ended June 30, 2023, respectively.13 Table of ContentsThe following table presents revenue and net income (loss) attributable to the EnVen Acquisition for the three months ended June 30, 2023 and the period from February 13, 2023 to June 30, 2023 (in thousands): Â Three Months Ended June 30, 2023 Â Six Months Ended June 30, 2023 Â Revenue $ 113,582 Â $ 175,641 Â Net income (loss) $ 25,878 Â $ 19,788 Â Â Pro Forma Financial Information (Unaudited) â€” The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2023 as if the EnVen Acquisition had occurred on January 1, 2022. The unaudited pro forma information was derived from historical statements of operations of the Company and EnVen adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and to adjust the amortization of the premium of the 11.75% Notes (as defined in Note 7 â€” Debt), (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) other income (expense) to adjust the accretion of the discount on the two notes receivable to settle future asset retirement obligations and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 43.8 million shares of common stock as partial consideration for the EnVen Acquisition. Supplemental pro forma earnings for the three and six months ended June 30, 2023 were adjusted to exclude $1.4 million and $64.1 million of general and administrative expenses, respectively. This information does not purport to be indicative of results of operations that would have occurred had the EnVen Acquisition occurred on January 1, 2022, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data). Â Three Months Ended June 30, 2023 Â Six Months Ended June 30, 2023 Â Revenue $ 367,210 Â $ 741,835 Â Net income (loss) $ 14,813 Â $ 132,903 Â Basic net income (loss) per common share $ 0.12 Â $ 1.05 Â Diluted net income (loss) per common share $ 0.12 Â $ 1.05 Â Â Divestiture Talos Low Carbon Solutions Divestiture â€” On March 18, 2024, the Company entered into a definitive agreement relating to and subsequently completed the sale of its wholly owned subsidiary, Talos Low Carbon Solutions LLC to TotalEnergies E&P USA, Inc. for a purchase price of $125.0 million plus customary reimbursements and adjustments, combined totaling approximately $142.0 million (the â€œTLCS Divestitureâ€). The TLCS Divestiture includes the Companyâ€™s entire CCS business including its equity investments in three projects along the U.S. Gulf Coast: Bayou Bend CCS LLC, Harvest Bend CCS LLC, and Coastal Bend CCS LLC. A gain of $86.9 million was recognized on the TLCS Divestiture during the six months ended June 30, 2024, which is presented as â€œOther operating income (expense)â€ on the Condensed Consolidated Statements of Operations. The Company incurred approximately $5.9 million of costs in connection with the TLCS Divestiture exclusive of severance expense, of which $5.3 million was recognized during the six months ended June 30, 2024 and reflected in â€œGeneral and administrative expenseâ€ on the Condensed Consolidated Statements of Operations. Additionally, the Company incurred $3.7 million in severance expense in connection with the TLCS Divestiture for the six months ended June 30, 2024. See Note 9 â€” Employee Benefits Plans and Share-Based Compensation for additional discussion. Note 3 â€” Property, Plant and EquipmentProved PropertiesDuring the three and six months ended June 30, 2024 and 2023, the Companyâ€™s ceiling test computations did not result in a write-down of its U.S. oil and natural gas properties. At June 30, 2024, the Companyâ€™s ceiling test computation was based on SEC pricing of $80.82 per Bbl of oil, $2.44 per Mcf of natural gas and $19.86 per Bbl of NGLs. Note 4 â€” LeasesThe Company has operating leases principally for office space, drilling rigs, compressors and other equipment necessary to support the Companyâ€™s operations. Additionally, the Company has a finance lease related to the use of the Helix Producer I (the â€œHP-Iâ€), a dynamically positioned floating production facility that interconnects with the Phoenix Field through a production buoy. The HP-I is utilized in the Companyâ€™s oil and natural gas development activities and the right-of-use asset was capitalized and included in proved property and depleted as part of the full cost pool. Once items are included in the full cost pool, they are indistinguishable from other proved properties. The capitalized costs within the full cost pool are amortized over the life of the total proved reserves using the unit-of-production method, computed quarterly. Costs associated with the Companyâ€™s leases are either expensed or capitalized depending on how the underlying asset is utilized.14 Table of ContentsThe lease costs described below are presented on a gross basis and do not represent the Companyâ€™s net proportionate share of such amounts. A portion of these costs have been or may be billed to other working interest owners. The Companyâ€™s share of these costs is included in property and equipment, lease operating expense or general and administrative expense, as applicable. The components of lease costs were as follows (in thousands): Â Three Months Ended June 30, Â Six Months Ended June 30, Â Â 2024 Â 2023 Â 2024 Â 2023 Â Finance lease cost - interest on lease liabilities $ 3,272 Â $ 3,657 Â $ 6,644 Â $ 7,365 Â Operating lease cost, excluding short-term leases(1) Â 1,113 Â Â 1,188 Â Â 2,010 Â Â 2,096 Â Short-term lease cost(2) Â 4,787 Â Â 36,864 Â Â 17,439 Â Â 69,849 Â Variable lease cost(3) Â 616 Â Â 827 Â Â 1,232 Â Â 1,190 Â Variable and fixed sublease income Â (359) Â (69) Â (718) Â (69) Total lease cost $ 9,429 Â $ 42,467 Â $ 26,607 Â $ 80,431 Â Â (1)Operating lease cost reflect a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. (2)Short-term lease costs are reported at gross amounts and primarily represent costs incurred for drilling rigs, most of which are short-term contracts not recognized as a right-of-use asset and lease liability on the Condensed Consolidated Balance Sheets. The short-term operating lease costs incurred during the periods presented are not indicative of the Companyâ€™s current short-term lease obligations, which are approximately $116.1 million as of June 30, 2024, or its future short-term lease costs and obligations, as it routinely enters into short-term contracts for the use of drilling rigs to support its drilling activities. (3)Variable lease costs primarily represent differences between minimum payment obligations and actual operating charges incurred by the Company related to its long-term leases. The present value of the fixed lease payments recorded as the Companyâ€™s right-of-use (â€œROUâ€) assets and lease liabilities, adjusted for initial direct costs and incentives were as follows (in thousands): Â June 30, 2024 Â December 31, 2023 Â Operating leases: Â Â Â Â Operating lease assets $ 12,429 Â $ 11,418 Â Â Â Â Â Â Current portion of operating lease liabilities $ 3,928 Â $ 2,666 Â Operating lease liabilities Â 17,332 Â Â 18,211 Â Total operating lease liabilities $ 21,260 Â $ 20,877 Â Â Â Â Â Â Finance leases: Â Â Â Â Proved properties $ 166,261 Â $ 166,261 Â Â Â Â Â Â Other current liabilities $ 18,703 Â $ 17,834 Â Other long-term liabilities Â 121,614 Â Â 131,230 Â Total finance lease liabilities $ 140,317 Â $ 149,064 Â Â The table below presents the supplemental cash flow information related to leases (in thousands): Â Six Months Ended June 30, Â Â 2024 Â 2023 Â Operating cash outflow from finance leases $ 6,644 Â $ 7,365 Â Operating cash outflow from operating leases $ 2,639 Â $ 2,787 Â Â Â Â Â Â ROU assets obtained in exchange for new operating lease liabilities(1) $ 1,909 Â $ 12,971 Â Â (1)See QuarterNorth Acquisition and EnVen Acquisition each in Note 2 â€” Acquisitions and Divestitures. Note 5 â€” Financial

InstrumentsAs of June 30, 2024 and December 31, 2023, the carrying amounts of cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate their fair values because they are highly liquid or due to the short-term nature of these instruments.15 Table of ContentsDebt InstrumentsThe following table presents the carrying amounts, net of discount, premium and deferred financing costs, and estimated fair values of the Companyâ€™s debt instruments (in thousands): Â June 30, 2024 Â December 31, 2023 Â Â CarryingAmount Â FairValue Â CarryingAmount Â FairValue Â 9.000% Second-Priority Senior Secured Notes â€“ due February 2029 $ 609,712 Â $ 655,794 Â $ â€“ Â $ â€“ Â 9.375% Second-Priority Senior Secured Notes â€“ due February 2031 $ 609,333 Â $ 659,188 Â $ â€“ Â $ â€“ Â 12.00% Second-Priority Senior Secured Notes â€“ due January 2026 $ â€“ Â $ â€“ Â $ 601,353 Â $ 655,130 Â 11.75% Senior Secured Second Lien Notes â€“ due April 2026 $ â€“ Â $ â€“ Â $ 234,221 Â $ 233,410 Â Bank Credit Facility â€“ matures March 2027 $ 216,854 Â $ 225,000 Â $ 190,100 Â $ 200,000 Â The carrying value of the senior notes are adjusted for discount, premium and deferred financing costs. Fair value is estimated (representing a Level 1 fair value measurement) using quoted secondary market trading prices and, where such prices are not available, other observable (Level 2) inputs are used such as quoted prices for similar liabilities in the active market.The carrying amount of the Companyâ€™s bank credit facility, as amended and restated (the â€œBank Credit Facilityâ€), is presented net of deferred financing costs. The fair value of the Bank Credit Facility is estimated based on the outstanding borrowings since it is secured by the Companyâ€™s reserves and the interest rates are variable and reflective of market rates (representing a Level 2 fair value measurement). Oil and Natural Gas Derivatives The Company attempts to mitigate a portion of its commodity price risk and stabilize cash flows associated with sales of oil and natural gas production. The Company is currently utilizing oil and natural gas swaps, costless collars and put options. Swaps are contracts where the Company either receives or pays depending on whether the oil or natural gas floating market price is above or below the contracted fixed price. Costless collars consist of a purchased put option and a sold call option with no net premiums paid to or received from counterparties. Typical collar contracts require payments by the Company if the NYMEX average closing price is above the ceiling price or payments to the Company if the NYMEX average closing price is below the floor price (â€œtwo-way collarâ€). Put options give the owner the right but not the obligation, to sell the underlying commodity at a specified price (i.e. strike price) within a specific period. Certain of the Companyâ€™s put options have a deferred premium, which is included in the fair market value of the commodity derivatives. For the deferred premium puts, the Company agrees to pay a premium to the counterparty at the time of settlement. At settlement, if the applicable index price is below the strike price of the put, the Company receives the difference between the strike price and the applicable index price multiplied by the contract volumes less the premium. If the applicable index price settles at or above the strike price of the put, the Company pays only the premium at settlement.The following table presents the impact that derivatives, not designated as hedging instruments, had on its Condensed Consolidated Statements of Operations (in thousands): Â Three Months Ended June 30, Â Six Months Ended June 30, Â Â 2024 Â 2023 Â 2024 Â 2023 Â Net cash received (paid) on settled derivative instruments $ (17,518) $ 8,162 Â $ (21,012) $ (4,161) Unrealized gain (loss) Â 19,820 Â Â 18,035 Â Â (63,748) Â 89,295 Â Price risk management activities income (expense) $ 2,302 Â $ 26,197 Â $ (84,760) $ 85,134 Â The following tables reflect the contracted average daily volumes and weighted average prices under the terms of the Company's derivative contracts as of June 30, 2024: Swap Contracts Â Production Period Settlement Index Volumes Â Swap Price Â Crude oil: Â (Bbls) Â (per Bbl) Â July 2024 â€“ December 2024 NYMEX WTI CMA Â 38,185 Â $ 76.52 Â January 2025 â€“ December 2025 NYMEX WTI CMA Â 22,926 Â $ 73.41 Â Natural gas: Â (MMBtu) Â (per MMBtu) Â July 2024 â€“ December 2024 NYMEX Henry Hub Â 32,500 Â $ 2.84 Â January 2025 â€“ December 2025 NYMEX Henry Hub Â 43,630 Â $ 3.55 Â Â 16 Table of Contents Two-Way Collar Contracts Â Production Period Settlement Index Volumes Â Floor Price Â Ceiling Price Â Crude oil: Â (Bbls) Â (per Bbl) Â (per Bbl) Â July 2024 â€“ December 2024 NYMEX WTI CMA Â 1,000 Â $ 70.00 Â $ 75.00 Â January 2025 â€“ March 2025 NYMEX WTI CMA Â 3,000 Â $ 65.00 Â $ 84.35 Â Natural gas: Â (MMBtu) Â (per MMBtu) Â (per MMBtu) Â July 2024 â€“ December 2024 NYMEX Henry Hub Â 10,000 Â $ 4.00 Â $ 6.90 Â Â Long Puts Â Production Period Settlement Index Volumes Â Strike Price Â Deferred Premium Price Â Crude oil: Â (Bbls) Â (per Bbl) Â (per Bbl) Â July 2024 â€“ December 2024 NYMEX WTI CMA Â 4,000 Â $ 70.00 Â $ 6.28 Â Natural gas: Â (MMBtu) Â (per MMBtu) Â (per MMBtu) Â August 2024 â€“ December 2024 NYMEX Henry Hub Â 13,660 Â $ 2.90 Â $ 0.40 Â Â Swaps with Sold Puts Â Production Period Settlement Index Volumes Â Swap Price Â Strike Price Â Crude oil: Â (Bbls) Â (per Bbl) Â (per Bbl) Â July 2024 â€“ December 2024 NYMEX WTI CMA Â 1,000 Â $ 72.20 Â $ 60.00 Â Â The following tables provide additional information related to financial instruments measured at fair value on a recurring basis (in thousands): Â June 30, 2024 Â Â Level 1 Â Level 2 Â Level 3 Â Total Â Assets: Â Â Â Â Â Â Â Â Oil and natural gas derivatives $ â€“ Â $ 19,196 Â $ â€“ Â $ 19,196 Â Liabilities: Â Â Â Â Â Â Â Â Oil and natural gas derivatives Â â€“ Â Â (53,048) Â â€“ Â Â (53,048) Total net asset (liability) $ â€“ Â $ (33,852) $ â€“ Â $ (33,852) Â December 31, 2023 Â Â Level 1 Â Level 2 Â Level 3 Â Total Â Assets: Â Â Â Â Â Â Â Â Oil and natural gas derivatives $ â€“ Â $ 53,703 Â $ â€“ Â $ 53,703 Â Liabilities: Â Â Â Â Â Â Â Â Oil and natural gas derivatives Â â€“ Â Â (8,100) Â â€“ Â Â (8,100) Total net asset (liability) $ â€“ Â $ 45,603 Â $ â€“ Â $ 45,603 Â Â Financial Statement Presentation Derivatives are classified as either current or non-current assets or liabilities based on their anticipated settlement dates. Although the Company has master netting arrangements with its counterparties, the Company presents its derivative financial instruments on a gross basis in its Condensed Consolidated Balance Sheets. The following table presents the fair value of derivative financial instruments as well as the potential effect of netting arrangements on the Company's recognized derivative asset and liability amounts (in thousands): Â June 30, 2024 Â December 31, 2023 Â Â Assets Â Liabilities Â Assets Â Liabilities Â Oil and natural gas derivatives: Â Â Â Â Â Â Â Â Current $ 16,412 Â $ 51,607 Â $ 36,152 Â $ 7,305 Â Non-current Â 2,784 Â Â 1,441 Â Â 17,551 Â Â 795 Â Total gross amounts presented on balance sheet Â 19,196 Â Â 53,048 Â Â 53,703 Â Â 8,100 Â Less: Gross amounts not offset on the balance sheet Â 14,424 Â Â 14,424 Â Â 8,100 Â Â 8,100 Â Net amounts $ 4,772 Â $ 38,624 Â $ 45,603 Â $ â€“ Â Â 17 Table of ContentsCredit Risk The Company is subject to the risk of loss on its financial instruments as a result of nonperformance by counterparties pursuant to the terms of their contractual obligations. The Company has entered into International Swaps and Derivative Association agreements with counterparties to mitigate this risk. The Company also maintains credit policies with regard to its counterparties to minimize overall credit risk. These policies require (i) the evaluation of potential counterpartiesâ€™ financial condition to determine their credit worthiness; (ii) the regular monitoring of counterpartiesâ€™ credit exposures; (iii) the use of contract language that affords the Company netting or set off opportunities to mitigate exposure risk; and (iv) potentially requiring counterparties to post cash collateral, parent guarantees, or letters of credit to minimize credit risk. The Companyâ€™s assets and liabilities from commodity price risk management activities at June 30, 2024 represent derivative instruments from nine counterparties; all of which are registered swap dealers that have an â€œinvestment gradeâ€ (minimum Standard & Poorâ€™s rating of BBB- or better) credit rating, and eight of which are parties under the Companyâ€™s Bank Credit Facility. The Company enters into derivatives directly with these counterparties and, subject to the terms of the Companyâ€™s Bank Credit Facility, is not required to post collateral or other securities for credit risk in relation to the derivative activities. Had the Companyâ€™s counterparties failed to perform under existing commodity derivative contracts the maximum loss at June 30, 2024 would have been $4.8 million. Note 6 â€“ Equity Method InvestmentsThe following table presents the Companyâ€™s investments in unconsolidated affiliates by segment as of the dates indicated below (in thousands). The Company accounts for these investments using the equity method of accounting. Â Ownership Interest at Â Â Â Â Â June 30, 2024 Â June 30, 2024 Â December 31, 2023 Â Upstream: Â Â Â Â Â Â Talos Energy Mexico 7, S. de R.L. de C.V. (â€œTalos Mexicoâ€) Â 50.1 % $ 108,454 Â $ 107,259 Â SP 49 Pipeline LLC Â 33.3 % Â 1,234 Â Â 861 Â CCS(1): Â Â Â Â Â Â Bayou Bend CCS LLC Â â€“ % Â Â â€“ Â Â 28,183 Â Harvest Bend CCS LLC Â â€“ % Â Â â€“ Â Â 9,746 Â Coastal Bend CCS LLC Â â€“ % Â Â â€“ Â Â â€“ Â Total Equity Method Investments Â Â $ 109,688 Â $ 146,049 Â Â (1)See TLCS Divestiture discussion in Note 2 â€“ Acquisitions and Divestitures. Talos Mexico is a variable interest entity. The Companyâ€™s maximum exposure to loss as a result of its involvement with Talos Mexico is the carrying amount of its investment. Note 7 â€“ DebtA summary of the detail comprising the Companyâ€™s debt and the related book values for the respective periods presented is as follows (in thousands): Â June 30, 2024 Â December 31, 2023 Â 9.000% Second-Priority Senior Secured Notes â€“ due February 2029 $ 625,000 Â $ â€“ Â 9.375% Second-Priority Senior Secured Notes â€“ due February 2031 Â 625,000 Â Â Â â€“ Â 12.00% Second-Priority Senior Secured Notes â€“ due January 2026 Â â€“ Â Â 638,541 Â 11.75% Senior Secured Second Lien Notes â€“ due April 2026 Â â€“ Â Â 227,500 Â Bank Credit Facility â€“ matures March 2027(1) Â 225,000 Â Â 200,000 Â Total debt, before discount, premium and deferred financing cost Â 1,475,000 Â Â 1,066,041 Â Unamortized discount, premium and deferred financing cost, net Â (39,101) Â (40,367) Total debt(2) Â 1,435,899 Â Â 1,025,674 Â Less: Current portion of long-term debt Â â€“ Â Â 33,060 Â Long-term debt $ 1,435,899 Â $ 992,614 Â Â (1)As of June 30, 2024, the Company had outstanding borrowings at a weighted average interest rate of 8.43%.(2)As of June 30, 2024, the Company was in compliance with all debt covenants. 18 Table of Contents9.000% Second-Priority Senior Secured Notesâ€“due February 2029 The 9.000% Second-Priority Senior Secured Notes due 2029 (the â€œ9.000% Notesâ€) were issued pursuant to an indenture dated February 7, 2024, by and among the Company, Talos Production Inc. (the â€œIssuerâ€), the subsidiary guarantors party thereto (together with the Company, the â€œGuarantorsâ€) and Wilmington Trust, National Association, as trustee and collateral agent. The 9.000% Notes are secured on a second-priority senior secured basis by liens on substantially the same collateral as the collateral securing the Issuerâ€™s existing first-priority obligations under its Bank Credit Facility. The 9.000% Notes rank equally in right of payment with all of the Issuerâ€™s and the Guarantorsâ€™ existing and future senior obligations, are senior in right of payment to any obligations of the Issuer and the Guarantors future debt that is, by its term, expressly subordinated in right of payment to the 9.000% Notes and, to the extent of the value of the collateral, are effectively senior to all existing and future unsecured obligations of the Issuer and the Guarantors (other than the Company) and any future obligations of the Issuer and the Guarantors that are secured by the collateral on a junior-priority basis. The 9.000% Notes are effectively pari passu with all of the Issuerâ€™s and the Guarantorsâ€™ existing and future obligations that are secured by the collateral on a second-priority basis including the 9.375% Notes (as defined below) and are effectively junior to any existing and future obligations of the Issuer and the Guarantors that are secured by the collateral on a senior-priority basis to the 9.000% Notes including indebtedness under the Bank Credit Facility. The 9.000% Notes mature on February 1, 2029 and have interest payable semi-annually each February 1 and August 1, commencing August 1, 2024. At any time prior to February 1, 2026, the Company may redeem up to 40% of the principal amount of the 9.000% Notes at a redemption rate of 109.00% of the principal amount plus accrued and unpaid interest. At any time prior to February 1, 2026, the Company may also redeem some or all of the 9.000% Notes, plus a â€œmake-whole premium,â€ together with accrued and unpaid interest, if any, to, but excluding, the date of redemption. Thereafter, the Company may redeem all or a portion of the 9.000% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below: Period Â Redemption Price Â 2026 Â Â 104.500 % 2027 Â Â 102.250 % 2028 and thereafter Â Â 100.000 % As of June 30, 2024, the Company has incurred debt issuance costs of $16.3 million related to the 9.000% Notes issued as part of the debt offering that partially funded the cash portion of the QuarterNorth Acquisition. The debt issue costs reduced the proceeds from the debt issued. See Note 2 â€“ Acquisitions and Divestitures for further discussion on the QuarterNorth Acquisition.9.375% Second-Priority Senior Secured Notesâ€“due February 2031The 9.375% Second-Priority Senior Secured Notes due 2031 (the â€œ9.375% Notesâ€ and, together with the 9.000% Notes, the â€œNew Senior Notesâ€) were issued pursuant to an indenture dated February 7, 2024, by and among the Company, the Issuer, the Guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent. The 9.375% Notes are secured on a second-priority senior secured basis by liens on substantially the same collateral as the collateral securing the Issuerâ€™s existing first-priority obligations under its Bank Credit Facility. The 9.375% Notes rank equally in right of payment with all of the Issuerâ€™s and the Guarantorsâ€™ existing and future senior obligations, are senior in right of payment to any obligations of the Issuer and the Guarantors future debt that is, by its term, expressly subordinated in right of payment to the 9.375% Notes and, to the extent of the value of the collateral, are effectively senior to all existing and future unsecured obligations of the Issuer and the Guarantors (other than the Company) and any future obligations of the Issuer and the Guarantors that are secured by the collateral on a junior-priority basis. The 9.375% Notes are effectively pari passu with all of the Issuerâ€™s and the Guarantorsâ€™ existing and future obligations that are secured by the collateral on a second-priority basis including the 9.000% Notes and are effectively junior to any existing and future obligations of the Issuer and the Guarantors that are secured by the collateral on a senior-priority basis to the 9.375% Notes including indebtedness under the Bank Credit Facility. The 9.375% Notes mature on February 1, 2031 and have interest payable semi-annually each February 1 and August 1, commencing August 1, 2024.At any time prior to February 1, 2027, the Company may redeem up to 40% of the principal amount of the 9.375% Notes at a redemption rate of 109.375% of the principal amount plus accrued and unpaid interest. At any time prior to February 1, 2027, the Company may also redeem some or all of the 9.375% Notes, plus a â€œmake-whole premium,â€ together with accrued and unpaid interest, if any, to, but excluding, the date of redemption. Thereafter, the Company may redeem all or a portion of the 9.375% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below: Period Â Redemption Price Â 2027 Â Â 104.688 % 2028 Â Â 102.344 % 2029 and thereafter Â Â 100.000 % Â 19 Table of ContentsAs of June 30, 2024, the Company has incurred debt issuance costs of $16.3 million related to the 9.375% Notes issued as part of the debt offering that partially funded the cash portion of the QuarterNorth Acquisition. The debt issue costs reduced the proceeds from the debt issued. See Note 2 â€“ Acquisitions and Divestitures for further discussion on the QuarterNorth Acquisition.12.00% Second-Priority Senior Secured NotesOn February 7, 2024, the Company redeemed $638.5 million aggregate principal amount of the 12.00% Second-Priority Senior Secured Notes due 2026 (the â€œ12.00% Notesâ€) at 103.000% plus accrued and unpaid interest using the proceeds from the issuance of the New Senior Notes. The debt redemption resulted in a loss on extinguishment of debt of $54.9 million, which is presented as â€œOther income (expense)â€ on the Condensed Consolidated Statements of Operations. 11.75% Senior Secured Second Lien NotesOn February 7, 2024, the Company redeemed $227.5 million aggregate principal amount of the 11.75% Senior Secured Second Lien Notes due 2026 (the â€œ11.75% Notesâ€) at 102.938% plus accrued and unpaid interest using the proceeds from the issuance of the New Senior Notes. The debt redemption resulted in a loss on extinguishment of debt of $5.4 million, which is presented as â€œOther income (expense)â€ on the Condensed Consolidated Statements of Operations. Bank Credit FacilityThe Company maintains the Bank Credit Facility with a syndicate of financial institutions. The borrowing base is redetermined by the lenders at least semi-annually during the second quarter and fourth quarter of each year based on a proved reserves report that the Company delivers to the administrative agent of its Bank Credit Facility. On January 13, 2024, the Company entered into the Tenth Amendment to Credit Agreement (the â€œTenth Amendmentâ€). The Tenth Amendment, among other things, (i) permitted the incurrence of additional indebtedness in order to fund the QuarterNorth Acquisition, with such indebtedness excluded from any reduction of the borrowing base that would otherwise result from such incurrence, (ii) reaffirmed the borrowing base at approximately $1.1 billion and (iii) reaffirmed commitments at $965.0 million effective upon the amendment effective date. On May 31, 2024, the borrowing base was reaffirmed at $1.1 billion and commitments were $965.0 million at June 30, 2024. Note 8 â€“ Asset Retirement ObligationsThe asset retirement obligations included in the Condensed Consolidated Balance Sheets in current and non-current liabilities, and the changes in that liability were as follows (in thousands): Asset retirement obligations at December 31, 2023 $ 897,226 Â Obligations assumed(1) Â 199,519 Â Obligations incurred Â 107 Â Obligations settled Â (50,128) Accretion expense Â 57,635 Â Changes in estimate(2) Â 54,488 Â Asset retirement obligations at June 30, 2024 $ 1,158,847 Â Less: Current portion at June 30, 2024 Â 78,765 Â Long-term portion at June 30, 2024 $ 1,080,082 Â Â (1)Assumed in connection with the QuarterNorth Acquisition. See further discussion in Note 2 â€“ Acquisitions and Divestitures.(2)Primarily attributable to accelerated timing and increases in cost estimates to satisfy certain future abandonment obligations.At June 30, 2024, the Company has (1) restricted cash of $104.4 million held in escrow and (2) two notes receivable with an aggregated face value of $66.2 million to settle future asset retirement obligations. A discussion of these assets is included in the accompanying Notes to the Consolidated Financial Statements in the 2023 Annual Report. Note 9 â€“ Employee Benefits Plans and Share-Based Compensation SeveranceThe following table summarizes severance accrual activity in connection the EnVen Acquisition, QuarterNorth Acquisition and TLCS Divestiture included in â€œOther current liabilitiesâ€ and â€œOther long-term liabilitiesâ€ on the Condensed Consolidated Balance Sheets as of June 30, 2024 (in thousands): Severance accrual at December 31, 2023 $ 6,295 Â Accrual additions Â 26,060 Â Benefit payments Â (25,493) Severance accrual at June 30, 2024 Â 6,862 Â Less: Current portion at June 30, 2024 Â 6,810 Â Long-term portion at June 30, 2024 $ 52 Â Â 20 Table of ContentsThe above table includes involuntary termination benefits that are being provided pursuant to a one-time benefit arrangement that is being spread over the future service period through the termination date. Involuntary termination benefits are also being provided pursuant to contractual termination benefits required by the terms of existing employment agreements. Severance costs are reflected in â€œGeneral and administrative expenseâ€ on the Condensed Consolidated Statements of Operations.Long Term Incentive PlansRestricted Stock Units (â€œRSUsâ€) â€“ The following table summarizes RSU activity under the Amended and Restated Talos Energy Inc. 2021 Long Term Incentive Plan (the â€œA&R LTIPâ€) for the six months ended June 30, 2024: Â RestrictedStock

Units Â Weighted Average Grant Date Fair Value Â Unvested RSUs at December 31, 2023 Â 2,306,361 Â $ 14.89 Â Granted Â 1,448,026 Â $ 13.27 Â Vested Â (1,389,364) $ 13.62 Â Forfeited Â (290,512) $ 14.93 Â Unvested RSUs at June 30, 2024(1) Â 2,074,511 Â $ 14.60 Â Â (1)As of June 30, 2024, 37,217 of the unvested RSUs were accounted for as liability awards in â€œAccrued liabilitiesâ€ on the Condensed Consolidated Balance Sheets. Performance Share Units (â€œPSUsâ€) â€“ The following table summarizes PSU activity under the A&R LTIP for the six months ended June 30, 2024: Â PerformanceShare Units Â Weighted Average Grant Date Fair Value Â Unvested PSUs at December 31, 2023 Â 1,016,649 Â $ 21.30 Â Forfeited Â (95,811) $ 20.34 Â Unvested PSUs at June 30, 2024 Â 920,838 Â $ 21.40 Â Â The A&R LTIP became effective on May 23, 2024 and now authorizes the Company to grant awards of up to 12,439,415 shares of the Companyâ€™s common stock, subject to the share recycling and adjustment provisions of the A&R LTIP. The A&R LTIP also extends the term of the plan to May 23, 2034.Share-based Compensation CostsShare-based compensation costs associated with RSUs, PSUs and other awards are reflected as â€œGeneral and administrative expense,â€ on the Condensed Consolidated Statements of Operations, net amounts capitalized to â€œProved Properties,â€ on the Condensed Consolidated Balance Sheets. Because of the non-cash nature of share-based compensation, the expensed portion of share-based compensation is added back to net income in arriving at â€œNet cash provided by (used in) operating activitiesâ€ on the Condensed Consolidated Statements of Cash Flows. The following table presents the amount of costs expensed and capitalized (in thousands): Â Three Months Ended June 30, Â Six Months Ended June 30, Â Â 2024 Â 2023 Â 2024 Â 2023 Â Share-based compensation costs $ 4,954 Â $ 8,291 Â $ 9,569 Â $ 15,482 Â Less: Amounts capitalized to oil and gas properties Â 2,164 Â Â Â 3,542 Â Â 4,025 Â Â 6,795 Â Total share-based compensation expense $ 2,790 Â $ 4,749 Â $ 5,544 Â $ 8,687 Â Â Note 10 â€“ Income TaxesThe Company is a corporation that is subject to U.S. federal, state and foreign income taxes. For the three months ended June 30, 2024, the Company recognized an income tax benefit of $1.0 million for an effective tax rate of -8.6%. The Companyâ€™s effective tax rate of -8.6% is different than the U.S. federal statutory income tax rate of 21% primarily due to a non-cash income tax benefit recognized in the Companyâ€™s state deferred tax liability. For the three months ended June 30, 2023, the Company recognized an income tax expense of $6.9 million for an effective tax rate of 33.5%. The Companyâ€™s effective tax rate of 33.5% is different than the U.S. federal statutory income tax rate of 21% primarily due to state income taxes, permanent differences and the change of the Companyâ€™s valuation allowance on its federal deferred tax asset not subject to separate return limitations. For the six months ended June 30, 2024, the Company recognized an income tax benefit of $22.6 million for an effective tax rate of 18.4%. The Companyâ€™s effective tax rate of 18.4% is different than the U.S. federal statutory income tax rate of 21% primarily due to permanent differences. For the six months ended June 30, 2023, the Company recognized an income tax benefit of $39.7 million for an effective tax rate of -62.1%. The Companyâ€™s effective tax rate of -62.1% is different than the U.S. federal statutory income tax rate of 21% primarily due to a non-cash benefit discrete item of $54.9 million related to the partial release of its valuation allowance in the Companyâ€™s deferred tax asset not subject to separate return limitations offset by the impact of other permanent differences.21 Table of ContentsThe Company evaluates and updates the estimated annual effective income tax rate on a quarterly basis based on current and forecasted operating results and tax laws. Consequently, based upon the mix and timing of the Companyâ€™s actual earnings compared to annual projections, the effective tax rate may vary quarterly and may make quarterly comparisons not meaningful. The quarterly income tax provision is generally comprised of tax expense on income or benefit on loss at the most recent estimated annual effective tax rate. The tax effect of discrete items is recognized in the period in which they occur at the applicable statutory rate.Deferred income tax assets and liabilities are recorded related to net operating losses and temporary differences between the book and tax basis of assets and liabilities expected to produce deductions and income in the future. The deferred tax asset estimates are subject to revision, either up or down, in future periods based on new facts or circumstances. The Company reduces deferred tax assets by a valuation allowance when, based on estimates, it is more likely than not that a portion of those assets will not be realized in a future period. In evaluating the Companyâ€™s valuation allowance, the Company considers cumulative losses, the reversal of existing temporary differences, the existence of taxable income in carryback years, tax optimization planning and future taxable income for each of its taxable jurisdictions. The Company assesses the realizability of its deferred tax assets quarterly; changes to the Companyâ€™s assessment of its valuation allowance in future periods could materially impact its results of operations. The Companyâ€™s valuation allowance primarily relates to various state operating loss carryforwards. A deferred tax liability of $239.3 million and $92.2 million is included in â€œOther long-term liabilitiesâ€ on the Condensed Consolidated Balance Sheets as of June 30, 2024 and December 31, 2023, respectively.QuarterNorth AcquisitionOn March 4, 2024, the Company completed the QuarterNorth Acquisition, which is further discussed in Note 2 â€“ Acquisitions and Divestitures. The Company recognized a net deferred tax liability of $168.5 million in its purchase price allocation as of the acquisition date to reflect differences between tax basis and the fair value of QuarterNorthâ€™s assets acquired and liabilities assumed. The deferred tax balance is based on preliminary calculations and on information available to management at the time such estimates were made. Further analysis will be performed upon filing QuarterNorthâ€™s tax returns that may result in a change to the net deferred tax liability recognized. Note 11 â€“ Income (Loss) Per ShareBasic earnings per common share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Except when the effect would be antidilutive, diluted earnings per common share includes the impact of RSUs and PSUs.The following table presents the computation of the Companyâ€™s basic and diluted income (loss) per share were as follows (in thousands, except for the per share amounts): Â Three Months Ended June 30, Â Six Months Ended June 30, Â Â 2024 Â 2023 Â 2024 Â 2023 Â Net income (loss) $ 12,381 Â $ 13,677 Â $ (100,058) $ 103,537 Â Â Â Â Â Â Â Â Â Â Â Weighted average common shares outstanding â€“ basic Â 183,564 Â Â 125,436 Â Â 171,027 Â Â 115,590 Â Dilutive effect of securities Â 128 Â Â 231 Â Â â€“ Â Â 773 Â Weighted average common shares outstanding â€“ diluted Â 183,692 Â Â 125,667 Â Â 171,027 Â Â 116,363 Â Â Â Â Â Â Â Â Â Â Â Net income (loss) per common share: Â Â Â Â Â Â Â Â Â Â Â Basic $ 0.07 Â $ 0.11 Â $ (0.59) $ 0.90 Â Diluted $ 0.07 Â $ 0.11 Â $ (0.59) $ 0.89 Â Anti-dilutive potentially issuable securities excluded from diluted common shares Â 1,549 Â Â 1,640 Â Â 2,169 Â Â 1,311 Â Â Note 12 â€“ Related Party TransactionsRegistration Rights AgreementsAdage Capital Partners, L.P. (â€œAdageâ€) and affiliated entities of Bain Capital, LP (â€œBainâ€) are parties to a registration rights agreement entered into in connection with the EnVen Acquisition relating to the registered resale of the Companyâ€™s common stock owned by such parties, a discussion of which is included in the accompanying Notes to the Consolidated Financial Statements in the 2023 Annual Report. Bain held approximately 8.4% of the Companyâ€™s outstanding shares of common stock as of June 30, 2024 based on SEC beneficial ownership reports filed by Bain. Adage ceased being a beneficial owner of more than five percent of the Companyâ€™s common stock as of December 31, 2023 based on a SEC beneficial ownership report filed by Adage in February 2024.The Company agreed to pay certain expenses of the parties incurred in connection with the exercise of their rights under such registration rights agreement and to indemnify them for certain securities law matters in connection with any registration statement filed pursuant thereto.22 Table of ContentsSlim FamilyCarlos Slim HelÃº, Carlos Slim Domit, Marco Antonio Slim Domit, Patrick Slim Domit, MarÃa Soumaya Slim Domit, Vanessa Paola Slim Domit and Johanna Monique Slim Domit (collectively, the â€œSlim Familyâ€) are beneficiaries of a Mexican trust which in turn owns all of the outstanding voting securities of Control Empresarial de Capitales S.A. de C.V. (â€œControl Empresarialâ€ together with the Slim Family, the â€œSlim Family Officeâ€). Control Empresarial, a sociedad anÃ³nima de capital variable organized under the laws of the United Mexican States, is a holding company with portfolio investments in various companies. Control Empresarial and the Slim Family became related parties on November 7, 2023 when they accumulated greater than ten percent of the Companyâ€™s outstanding shares of common stock. In connection with the Companyâ€™s underwritten public offering during January 2024 of 34.5 million shares of the Companyâ€™s common stock, Control Empresarial increased their holding of the Companyâ€™s outstanding stock. Control Empresarial held approximately 21.1% of the Companyâ€™s outstanding shares of common stock as of June 30, 2024 based on SEC beneficial ownership reports filed by Control Empresarial. In connection with the debt offering in February 2024, the Company consummated a firm commitment debt offering consisting of $1,250.0 million in aggregate principal amount of second-priority senior secured notes in a private offering to eligible purchasers that was exempt from registration under the Securities Act. In connection with the debt offering, and after expressing a non-binding indication of interest after commencement of the offering, entities and/or persons related to the Slim Family Office purchased an aggregate principal amount of $312.5 million of such notes from the initial purchasers of such offering. In connection with such transaction, the Company agreed to pay Inbursa, a banking institution controlled by the Slim Family Office, an advisory fee of approximately $2.7 million, which is reflected as â€œAccrued liabilitiesâ€ on the Condensed Consolidated Balance Sheets. See Note 7 â€“ Debt for additional information regarding the issuance of the second-priority senior secured notes.The Slim Family own a majority stake in Grupo Carso, which indirectly has an ownership interest in Talos Mexico. The Company had no related party receivable from affiliates of the Slim Family as of June 30, 2024.Equity Method InvestmentsThe Company had a $1.3 million and $5.5 million related party receivable from various equity method investments as of June 30, 2024 and December 31, 2023, respectively. This is reflected as â€œOther, netâ€ within â€œAccounts Receivableâ€ on the Condensed Consolidated Balance Sheets. See Note 6 â€“ Equity Method Investments for additional information on the Companyâ€™s equity method investments. Note 13 â€“ Commitments and ContingenciesPerformance ObligationsRegulations with respect to the Companyâ€™s operations govern, among other things, engineering and construction specifications for production facilities, safety procedures, plugging and abandonment of wells and removal of facilities in the U.S. Gulf of Mexico. As of June 30, 2024, the Company had secured performance bonds from third party sureties totaling $1.5 billion. The cost of securing these bonds is reflected as â€œInterest expenseâ€ on the Condensed Consolidated Statements of Operations. Additionally, as of June 30, 2024, the Company had secured letters of credit issued under its Bank Credit Facility totaling $39.1 million. Letters of credit that are outstanding reduce the available revolving credit commitments. See Note 7 â€“ Debt for further information on the Bank Credit Facility.Firm Transportation CommitmentsIn connection with the QuarterNorth Acquisition, the Company assumed a firm transportation agreement with a pipeline carrier for future transportation of oil production from the Katmai Field. Under the firm agreement, we are obligated to transport a minimum monthly oil volume or pay for any deficiencies. The future minimum transportation under the Companyâ€™s commitment totals approximately $22.7 million for years 2025 through 2028. Our production is currently expected to exceed the minimum monthly volume in the periods provided in the agreement. Legal Proceedings and Other ContingenciesFrom time to time, the Company is involved in litigation, disputes related to our business, regulatory examinations and administrative proceedings primarily arising in the ordinary course of business in jurisdictions in which the Company does business. Although the outcome of these matters cannot be predicted with certainty, the Companyâ€™s management believes none of these matters, either individually or in the aggregate, would have a material effect upon the Companyâ€™s financial position; however, an unfavorable outcome could have a material adverse effect on the Companyâ€™s results from operations for a specific interim period or year. With regard to the previously disclosed legal proceeding filed against the Company and QuarterNorth by U.S. Specialty Insurance Company (â€œUSSIâ€) concerning approximately $80.0 million in surety bonds issued by USSI, the Company has replaced or canceled all but approximately $3.0 million of those bonds with other surety companies as of August 1, 2024 and expects to replace or cancel the remaining bonds in the near future. The Company expects that the legal proceeding will be resolved at that time.23 Table of ContentsA discussion of the Dunwoody litigation is included in the accompanying Notes to the Consolidated Financial Statements in the 2023 Annual Report. The Company paid the judgment of $14.4 million, inclusive of Mr. Dunwoodyâ€™s legal fees and interest, during the three months ended March 31, 2024.Decommissioning ObligationsThe Company, as a co-lessee or predecessor-in-interest in oil and natural gas leases located in the U.S. Gulf of Mexico, is in the chain of title with unrelated third parties either directly or by virtue of divestiture of certain oil and natural gas assets previously owned and assigned by our subsidiaries. Certain counterparties in these divestiture transactions or third parties in existing leases have filed for bankruptcy protection or undergone associated reorganizations and may not be able to perform required abandonment obligations. Regulations or federal laws could require the Company to assume such obligations. The Company reflects such costs as â€œOther operating (income) expenseâ€ on the Condensed Consolidated Statements of Operations. The decommissioning obligations are included in the Condensed Consolidated Balance Sheets as â€œOther current liabilitiesâ€ and â€œOther long-term liabilitiesâ€ and the changes in that liability were as follows (in thousands): Â June 30, 2024 Â December 31, 2023 Â Balance, beginning of period $ 15,564 Â $ 54,269 Â Additions Â 3,501 Â Â 266 Â Obligations assumed Â 1,326 Â Â Â â€“ Â Changes in estimate Â 1,536 Â Â 11,613 Â Settlements Â (3,328) Â (50,584) Balance, end of period $ 18,599 Â $ 15,564 Â Less: Current portion Â 5,548 Â Â 3,280 Â Long-term portion $ 13,051 Â $ 12,284 Â Although it is reasonably possible that the Company could receive state or federal decommissioning orders in the future or be notified of defaulting third parties in existing leases, the Company cannot predict with certainty, if, how or when such orders or notices will be resolved or estimate a possible loss or range of loss that may result from such orders. However, the Company could incur judgments, enter into settlements or revise its opinion regarding the outcome of certain notices or matters, and such developments could have a material adverse effect on its results of operations in the period in which the amounts are accrued and its cash flows in the period in which the amounts are paid.Registration Rights AgreementIn connection with the Companyâ€™s entry into the QuarterNorth Merger Agreement, on March 4, 2024, the Company entered into a registration rights agreement (the â€œQNE Registration Rights Agreementâ€) with certain stockholders of QuarterNorth listed on Schedule A attached thereto (collectively, the â€œRRA Holdersâ€). Pursuant to the QNE Registration Rights Agreement, the Company granted the RRA Holders certain demand, â€œpiggy-backâ€ and shelf registration rights with respect to the shares of the Companyâ€™s common stock received in connection with the QuarterNorth Acquisition, subject to certain customary thresholds and conditions. The Company is obligated to pay certain expenses of the RRA Holders incurred in connection with the exercise of their rights under the QNE Registration Rights Agreement and indemnify them for certain securities law matters in connection with any registration statement filed pursuant thereto. Note 14 â€“ Segment InformationFrom January 1, 2024 through March 18, 2024, the Companyâ€™s operations were managed through two operating segments: (i) Upstream Segment and (ii) CCS Segment. The CCS Segment was divested in March 2024. The Upstream Segment was the Companyâ€™s only reportable segment. The QuarterNorth Acquisition did not change the Companyâ€™s reportable segment determinations and is included in the Upstream Segment. The Companyâ€™s chief operating decision-maker (â€œCODMâ€) is the President and Chief Executive Officer, who reviews operating results to make decisions about allocating resources and assessing performance for the entire company. A reportable segment is an operating segment that meets materiality thresholds. The 10% tests, as prescribed by the segment reporting accounting guidance, are based on the reported measures of revenue, profit, and assets that are used by the CODM to assess performance and allocate resources. During the quarter ended March 31, 2024, the CCS Segment did not meet any of the reportable segment quantitative thresholds. The profit or loss metric used to evaluate segment performance was Adjusted EBITDA, which is defined by the Company as net income (loss) plus interest expense; income tax expense (benefit); depreciation, depletion, and amortization; accretion expense; non-cash write-down of oil and natural gas properties; transaction and other (income) expenses; decommissioning obligations; the net change in the fair value of derivatives (mark to market effect, net of cash settlements and premiums related to these derivatives); (gain) loss on debt extinguishment; non-cash write-down of other well equipment; and non-cash equity-based compensation expense. 24 Table of ContentsCorporate general and administrative expense includes certain shared costs such as finance, accounting, tax, human resources, information technology and legal costs that are not directly attributable to each operating segment. A portion of these expenses were allocated based on the percentage of employees dedicated to each operating segment. The remaining expenses are included in the reconciliation of reportable segment Adjusted EBITDA to consolidated pre-tax net income (loss) as an unallocated corporate general and administrative expense. From January 1, 2024 through March 18, 2024, the accounting policies of the segments were the same as those described in Note 2 â€“ Summary of Significant Accounting Policies included in the accompanying Notes to Consolidated Financial Statements in the 2023 Annual Report.The Companyâ€™s CODM does not review assets by segment as part of the financial information provided and therefore, no asset information is provided in the table below. The following table presents selected segment information for the periods indicated (in thousands): Â Upstream Â All Other(1) Â Total Â Revenues from External Customers: Â Â Â Â Â Â Three Months Ended June 30, 2024 $ 549,165 Â $ â€“ Â $ 549,165 Â Three Months Ended June 30, 2023 Â 367,210 Â Â Â â€“ Â Â Â 367,210 Â Â Six Months Ended June 30, 2024 Â 979,097 Â Â Â â€“ Â Â Â 979,097 Â Six Months Ended June 30, 2023 Â 689,792 Â Â Â â€“ Â Â 689,792 Â Equity in the Net Income (Loss) of Investees Accounted for by the Equity Method: Â Â Â Â Â Â Three Months Ended June 30, 2024 $ (456) $ â€“ Â $ (456) Three Months Ended June 30, 2023 Â 123 Â Â (2,134) Â (2,011) Six Months Ended June 30, 2024 Â (540) Â (7,970) Â (8,510) Six Months Ended June 30, 2023 Â 255 Â Â (3,411) Â (3,156) Adjusted EBITDA: Â Â Â Â Â Â Three Months Ended June 30, 2024 $ 346,542 Â $ â€“ Â $ 346,542 Â Three Months Ended June 30, 2023 Â 253,615 Â Â (2,360) Â 251,255 Â Six Months Ended June 30, 2024 Â 615,876 Â Â (9,872) Â 606,004 Â Six Months Ended June 30, 2023 Â 464,098 Â Â (8,517) Â 455,581 Â Segment Expenditures: Â Â Â Â Â Â Six Months Ended June 30, 2024 $ 290,812 Â $ 17,519 Â $ 308,331 Â Six Months Ended June 30, 2023 Â 379,361 Â Â 23,057 Â Â 402,418 Â Â (1)The CCS Segment is included in the â€œAll Otherâ€ category. The CCS Segment was an emerging business in the start-up phase of operations and the business did not generate any revenues. The CCS Segmentâ€™s business activities were conducted through both wholly owned subsidiaries and equity method investments with industry partners. CCS equity method investments was a business strategy that enabled us to achieve

favorable economies of scale relative to the level of investment and business risk assumed.25 Table of ContentsReconciliationsThe following table presents the reconciliation of Adjusted EBITDA to the Companyâ€™s consolidated totals (in thousands): Â Three Months Ended June 30, Â Six Months Ended June 30, Â Â 2024 Â 2023 Â 2024 Â 2023 Â Adjusted EBITDA: Â Â Â Â Â Â Â Â Total for reportable segments $ 346,542 Â $ 253,615 Â $ 615,876 Â $ 464,098 Â All other Â â€” Â Â (2,360) Â (9,872) Â (8,517) General and administrative expense Â (2,558) Â (1,532) Â (4,344) Â (2,795) Interest expense Â (48,982) Â (45,632) Â (99,827) Â (83,213) Depreciation, depletion and amortization Â (259,091) Â (169,794) Â (474,755) Â (317,117) Accretion expense Â (30,732) Â (22,760) Â (57,635) Â (42,174) Transaction and other income (expenses)(1) Â (6,629) Â (3,513) Â 42,528 Â Â (25,522) Decommissioning obligations(2) Â (4,182) Â (741) Â (5,037) Â (1,482) Derivative fair value gain (loss)(3) Â 2,302 Â Â 26,197 Â Â (84,760) Â 85,134 Â Net cash (received) paid on settled derivative instrumentsÂ (3) Â 17,518 Â Â (8,162) Â 21,012 Â Â 4,161 Â Gain (loss) on extinguishment of debt Â â€” Â Â â€” Â Â (60,256) Â â€” Â Non-cash equity-based compensation expense Â (2,790) Â (4,749) Â (5,544) Â (8,687) Income (loss) before income taxes $ 11,398 Â $ 20,569 Â $ (122,614) $ 63,886 Â Â (1)For the three and six months ended June 30, 2024, transaction expenses include $9.3 million and $37.4 million, respectively, in costs related to the QuarterNorth Acquisition, inclusive of $8.1 million and $22.3 million, respectively, in severance expense. For the six months ended June 30, 2024, transaction expenses include $9.0 million in costs related to the TLCS Divestiture, inclusive of $3.7 million in severance expense. For the three and six months ended June 30, 2023, transaction expenses included $2.7 million and $37.9 million, respectively, in costs related to the EnVen Acquisition, inclusive of $1.4 million and $24.0 million, respectively, in severance expense. See further discussion in Note 2 â€” Acquisitions and Divestitures and Note 9 â€” Employee Benefits Plans and Share-Based Compensation. Other income (expense) includes other miscellaneous income and expenses that we do not view as a meaningful indicator of our operating performance. For the six months ended June 30, 2024, it includes a gain of $86.9 million related to the TLCS Divestiture. See further discussion in Note 2 â€” Acquisitions and Divestitures. For the six months ended June 30, 2023, it includes an $8.6 million gain on the funding of the capital carry of its investment in Bayou Bend by Chevron.(2)Estimated decommissioning obligations were a result of working interest partners or counterparties of divestiture transactions that were unable to perform the required abandonment obligations due to bankruptcy or insolvency. See Note 13 â€” Commitments and Contingencies for additional information on decommissioning obligations.(3)The adjustments for the derivative fair value (gains) losses and net cash receipts (payments) on settled commodity derivative instruments have the effect of adjusting net loss for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because we do not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDA on an unrealized basis during the period the derivatives settled.The following table presents the reconciliation of Segment Expenditures to the Companyâ€™s consolidated totals (in thousands): Â Six Months Ended June 30, Â Â 2024 Â 2023 Â Segment Expenditures: Â Â Â Â Â Total reportable segments $ 290,812 Â $ 379,361 Â All other Â 17,519 Â Â 23,057 Â Change in capital expenditures included in accounts payable and accrued liabilities Â 35,140 Â Â (7,546) Plugging & abandonment Â (50,128) Â (47,683) Decommissioning obligations settled Â (3,328) Â (2,047) Investment in Talos Mexico Â (2,108) Â â€” Â Investment in CCS intangibles and equity method investees Â (17,519) Â (23,057) Deferred payments Â (1,235) Â (462) Insurance recovery proceeds Â â€” Â Â 12,500 Â Non-cash well equipment transfers Â â€” Â Â (35,793) Other Â 17 Â Â 328 Â Exploration, development and other capital expenditures $ 269,170 Â $ 298,658 Â Â 26 Table of Contents Â Note 15 â€” Subsequent EventsAcquisition of Non-Operated Working InterestThe Company executed two separate definitive agreements to acquire a collective 21.4% non-operated working interest in the Monument oil discovery (â€œMonument Projectâ€) in the deepwater U.S. Gulf of Mexico located on certain Walker Ridge lease blocks. Cash consideration totaling $20.2 million was paid on the closing dates of July 31, 2024 and August 2, 2024, including $12.5 million in post-effective date purchase price adjustments. An additional aggregate $24.4 million will be paid periodically in installments through April 1, 2026. The Monument Project will initially be developed with two subsea wells tied back to a third-party floating production system. 27 Table of Contents Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations Unless otherwise indicated or the context otherwise requires, references in this Quarterly Report to â€œus,â€ â€œwe,â€ â€œour,â€ â€œTalosâ€ or the â€œCompanyâ€ are to Talos Energy Inc. and its wholly-owned subsidiaries. The following discussion and analysis of our financial condition and results of operations is based on, and should be read in conjunction with, our Condensed Consolidated Financial Statements and notes thereto in Part I, Item 1. â€œFinancial Statementsâ€ of this Quarterly Report, as well as our audited Consolidated Financial Statements and the notes thereto in our 2023 Annual Report and the related Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations included in Part II, Item 7. â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ of our 2023 Annual Report. Our Business We are a technically driven independent exploration and production company focused on safely and efficiently maximizing long-term value through our operations, currently in the United States (â€œU.S.â€) and offshore Mexico. We leverage decades of technical and offshore operational expertise towards the acquisition, exploration and development of assets in key geological trends that are present in many offshore basins around the world. We have historically focused our oil and gas exploration and production operations in the U.S. Gulf of Mexico because of our deep experience and technical expertise in the basin, which maintains favorable geologic and economic conditions, including multiple reservoir formations, comprehensive geologic and geophysical databases, extensive infrastructure and an attractive and robust asset acquisition market. Additionally, we have access to state-of-the-art three-dimensional seismic data, some of which is aided by new and enhanced reprocessing techniques that have not been previously applied to our current acreage position. We use our broad regional seismic database and our reprocessing efforts to generate a large and expanding inventory of high-quality prospects, which we believe greatly improves our development and exploration success. The application of our extensive seismic database, coupled with our ability to effectively reprocess this seismic data, allows us to both optimize our organic drilling program and better evaluate a wide range of business development opportunities, including acquisitions and collaborative arrangement opportunities, among others. In order to determine the most attractive returns for our drilling program, we employ a disciplined portfolio management approach to stochastically evaluate all of our drilling prospects, whether they are generated organically from our existing acreage, an acquisition or joint venture opportunities. We add to and reevaluate our inventory in order to deploy capital as efficiently as possible. From January 1, 2024 through March 18, 2024, we had two operating segments: (i) exploration and production of oil, natural gas and NGLs (â€œUpstream Segmentâ€) and (ii) CCS (â€œCCS Segmentâ€), of which the Companyâ€™s only reportable segment was the Upstream Segment. Subsequent to the TLCS Divestiture (as defined herein) and our sale of the entire CCS business, we had one operating segment. See additional information in Part I, Item 1. â€œFinancial Statements â€” Note 14 â€” Segment Information.â€ Significant Developments The following significant developments have occurred since the filing of our Quarterly Report on Form 10-Q for the period ended March 31, 2024. Common Stock Repurchase Program â€” During the three months ended June 30, 2024, we repurchased 3.8 million shares for $42.9 million under our stock repurchase program, which was previously authorized by our Board of Directors, resulting in $9.7 million available under the stock repurchase program. In July 2024, our Board of Directors authorized a $150.0 million increase to the previously approved limit of the stock repurchase program, increasing the amount remaining under the authorized plan to $159.7 million. See â€œLiquidity and Capital Resourcesâ€”Common Stock Repurchase Programâ€ for additional information. Acquisition of Working Interests in Monument Oil Discovery â€” We executed two separate definitive agreements to acquire a collective 21.4% non-operated working interest in the Monument oil discovery (â€œMonument Projectâ€) in the deepwater U.S. Gulf of Mexico located on certain Walker Ridge lease blocks in late July 2024 and early August 2024. First production is expected from the Monument Project by late 2026. See additional information in Part I, Item 1. â€œFinancial Statements â€” Note 15 â€” Subsequent Events.â€ Factors Affecting the Comparability of our Financial Condition and Results of Operations The following items affect the comparability of our financial condition and results of operations for periods presented herein and could potentially continue to affect our future financial condition and results of operations. Third Party Planned Downtime â€” Since our operations are offshore, we are vulnerable to third party downtime events impacting the transportation, gathering and processing of production. We produce the Phoenix Field through the Helix Producer I (â€œHP-Iâ€) that is operated by Helix Energy Solutions Group, Inc. (â€œHelixâ€). Helix is required to disconnect and dry-dock the HP-I every two to three years for inspection as required by the U.S. Coast Guard, during which time we are unable to produce the Phoenix Field. During the three months ended June 30, 2024, Helix dry-docked the HP-I. After conducting sea trials, production resumed in mid-June, resulting in a total shut-in period of 52 days. The shut-in resulted in an estimated deferred production of approximately 4.8 MBoepd and 2.4 MBoepd for the three and six months ended June 30, 2024, respectively, based on production rates prior to the shut-in. 28 Table of Contents QuarterNorth Acquisition â€” On March 4, 2024, we acquired QuarterNorth Energy Inc. (â€œQuarterNorthâ€), a private operator in the Deepwater U.S. Gulf of Mexico (the â€œQuarterNorth Acquisitionâ€). See Part I, Item 1. â€œFinancial Statements â€” Note 2 â€” Acquisitions and Divestituresâ€ for more information. EnVen Acquisition â€” On February 13, 2023, we acquired EnVen Energy Corporation (â€œEnVenâ€), a private operator in the Deepwater U.S. Gulf of Mexico (the â€œEnVen Acquisitionâ€). See Part I, Item 1. â€œFinancial Statements â€” Note 2 â€” Acquisitions and Divestituresâ€ for more information. Known Trends and Uncertainties See Part II, Item 7. â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ in our 2023 Annual Report for a detailed discussion of known trends and uncertainties. The following carries forward or provides an update to known trends and uncertainties discussed in our 2023 Annual Report. Volatility in Oil, Natural Gas and NGL Prices â€” Historically, the markets for oil, natural gas and NGLs have been volatile. Oil, natural gas and NGL prices are subject to wide fluctuations in supply and demand. Our revenue, profitability, access to capital and future rate of growth depends upon the price we receive for our sales of oil, natural gas and NGL production. During the period January 1, 2024 through June 30, 2024, the daily spot prices for NYMEX WTI crude oil ranged from a high of $87.69 per Bbl to a low of $70.62 per Bbl, and the daily spot prices for NYMEX Henry Hub natural gas ranged from a high of $13.20 per MMBtu to a low of $1.25 per MMBtu. Although we cannot predict the occurrence of events that may affect future commodity prices or the degree to which these prices will be affected, the prices we realize for any commodity that we produce will generally approximate current market prices in the geographic region of production. We hedge a portion of our commodity price risk to mitigate the impact of price volatility on our business. See Part I, Item 1. â€œFinancial Statements â€” Note 5 â€” Financial Instrumentsâ€ for additional information regarding our commodity derivative positions as of June 30, 2024. The U.S. Energy Information Administration (â€œEIAâ€) published its July 2024 Short-Term Energy Outlook on July 9, 2024. Oil prices fell on June 4, 2024, following the OPEC Plus meeting on June 2, 2024, when the group announced its voluntary cuts would gradually be unwound beginning in the fourth quarter of 2024. Prices fell following this announcement as market participants assessed that unwinding production cuts could cause a significant increase in global oil inventories. Oil prices have since rebounded based on current global inventory levels and the indication by OPEC Plus that production cuts remain subject to market conditions. The EIA expects NYMEX WTI spot prices will increase from an average of $79.66 per barrel in the first half of 2024 to $84.31 per barrel in the second half of 2024 and $86.16 in the first quarter of 2025. Higher prices in the second half of the year result from the EIAâ€™s forecast of persistent withdrawals from global oil inventories. Uncertainty remains around heightened tensions in the Middle East, and an escalation in Houthi attacks on shipping vessels around the Red Sea. The EIA expects the Henry Hub natural gas spot price will average almost $2.90 per MMBtu in the second half of 2024, up from $2.10 per MMBtu in the first half of 2024. Natural gas prices fell in early 2024 because of mild winter weather that reduced demand for natural gas for space heating. However, low prices reduced natural gas-directed drilling and led producers to curtail some production. As U.S. storage inventories draw down close to the five-year average by the end of injection season (i.e., October) and with new demand from liquefied natural gas export projects coming on line in late 2024 and mid-2025, the EIA expects natural gas prices to rise to an average of $3.30 per MMBtu in 2025. Inflation of Cost of Goods, Services and Personnel â€” Due to the cyclical nature of the oil and gas industry, fluctuating demand for oilfield goods and services can put pressure on the pricing structure within our industry. As commodity prices rise, the cost of oilfield goods and services generally also increases, while during periods of commodity price declines, oilfield costs typically lag and do not adjust downward as fast as oil prices. In addition, the U.S. inflation rate began increasing in 2021, peaked in the middle of 2022 and began to gradually decline in the second half of 2022. These inflationary pressures may also result in increases to the costs of our oilfield goods, services and personnel, which would in turn cause our capital expenditures and operating costs to rise. Sustained levels of high inflation could likely cause the U.S. Federal Reserve (the â€œFedâ€) and other central banks to further increase interest rates, which could have the effects of raising the cost of capital and depressing economic growth, either or both of which could hurt our business. In 2022 and 2023, the Fed raised its benchmark interest rate 11 times. The latest interest rate hike in July 2023 increased the federal funds rate to a range of 5.25%-5.50%, its highest level since 2001. The Fed wants inflation to return to its 2% goal over time and it is still high in absolute terms. Future changes to the benchmark interest rate remain uncertain. Impairment of Oil and Natural Gas Properties â€” Under the full cost method of accounting, the â€œceiling testâ€ under SEC rules and regulations specifies that evaluated and unevaluated propertiesâ€™ capitalized costs, less accumulated amortization and related deferred income taxes (the â€œFull Cost Poolâ€), should be compared to a formulaic limitation (the â€œCeilingâ€) each quarter on a country-by-country basis. If the Full Cost Pool exceeds the Ceiling, an impairment must be recorded. For the three and six months ended June 30, 2024 and 2023, we did not recognize an impairment based on the ceiling test computations. At June 30, 2024 our ceiling test computation was based on SEC pricing of $80.82 per Bbl of oil, $2.44 per Mcf of natural gas and $19.86 per Bbl of NGLs. If the unweighted average first-day-of-the-month commodity price for crude oil or natural gas for the period beginning July 1, 2023 and ending June 1, 2024 used in the determination of the SEC pricing was 10% lower, resulting in $72.90 per Bbl of oil, $2.20 per Mcf of natural gas and $17.88 per Bbl of NGLs, while all other factors remained constant, our oil and natural gas properties would have been impaired by $166.3 million. 29 Table of Contents There is a significant degree of uncertainty with the assumptions used to estimate the present value of future net cash flows from estimated production of proved oil and gas reserves due to, but not limited to the risk factors referred to in Part I, Item 1A. â€œRisk Factorsâ€ included in our 2023 Annual Report. The discounted present value of our proved reserves is a major component of the Ceiling calculation. Any decrease in SEC pricing or increase in capital or operating costs could negatively impact the estimated future discounted net cash flows related to our proved oil and natural gas properties. BOEM Bonding Rule â€” On April 15, 2024, BOEM issued its final rule, entitled â€œRisk Management and Financial Assurance for OCS Lease and Grant Obligations,â€ which significantly increases the amount of new supplemental financial assurance required from lessees and grant holders conducting operations on the U.S. federal outer continental shelf (â€œOCSâ€). The final rule replaces the prior five-point test in determining whether an OCS lessee or grant holder is required to obtain supplemental financial assurance and instead requires lessees to meet one of two criteria based on: (1) the credit rating of the lessee or (2) the ratio of the value of proved oil and gas reserves of the lease to the estimated decommissioning liability associated with the reserves. As a result of the new rule, BOEM will no longer consider or rely upon the financial strength of predecessors in determining whether, or how much, supplemental financial assurance will be required by current lessees and grant holders. The final rule, which became effective on June 29, 2024, adopts a three-year phased compliance period for full payment of a supplemental financial assurance demand. Per BOEMâ€™s June 28, 2024 news release, BOEM anticipates it will take up to 24 months to complete the processing of financial assurance demands for execution. As discussed in our 2023 Annual Report, including under Part I, Item 1A. â€œRisk Factors â€” Risks Related to Our Business and the Oil and Natural Gas Industry,â€ we may be unable to provide the financial assurances in the amounts and under the time periods required by the new rule. If we are unable to comply with these requirements, the BOEM could elect to take actions that would materially adversely impact our operations and our properties, including assessing civil penalties, commencing proceedings to suspend our production and other operations or canceling our affected federal offshore leases. In addition, as a result of continuing adverse developments in restructurings and bankruptcies of companies operating in the OCS, a number of bonding companies have left the offshore surety market over the last twelve months, which has materially reduced the availability of surety bonds for projects in the OCS. As a result, there may not be sufficient surety bonds capacity available for companies in the OCS to comply with the new financial assurances rule. Our inability to obtain adequate supplemental financial assurance in order to comply with BOEMâ€™s final rule, including the future cost of compliance with respect to supplemental bonding, could materially and adversely affect our financial condition, cash flows, business, properties, liquidity and results of operations. Deepwater Operations â€” We have interests in Deepwater fields in the U.S. Gulf of Mexico. Operations in Deepwater can result in increased operational risks as has been demonstrated by the Deepwater Horizon disaster in 2010. Despite technological advances since this disaster, liabilities for environmental losses, personal injury and loss of life and significant regulatory fines in the event of a disaster could be well in excess of insured amounts and result in significant current losses on our statements of operations as well as going concern issues. Oil Spill Response Plan â€” We maintain a Regional Oil Spill Response Plan that defines our response requirements, procedures and remediation plans in the event we have an oil spill. Oil spill response plans are generally approved by the BSEE biennially, except when changes are required, in which case revised plans are required to be submitted for approval at the time changes are made. Additionally, these plans are tested and drills are conducted periodically at all levels. Hurricanes, Tropical Storms and Loop Currents â€” Since our operations are in the U.S. Gulf of Mexico, we are particularly vulnerable to the effects of hurricanes, tropical storms and loop

currents on production and capital projects. Significant impacts could include reductions and/or deferrals of future production and revenues and increased lease operating expenses for evacuations and repairs. Five-Year Offshore Oil and Gas Leasing Program Update â€” Under the Outer Continental Shelf Lands Act (â€œOCSLAâ€), as amended, BOEM prepares and maintains forward-looking five-year plansâ€”referred to by BOEM as national programs or five-year programsâ€”to schedule proposed oil and gas lease sales on the OCS. As previously disclosed in our 2023 Annual Report, we were the high bidder on thirteen offshore Gulf of Mexico blocks related to Lease Sale 261 held by BOEM and awarded four leases. Subsequently, we were awarded leases on our remaining high-bid blocks. Additionally, QuarterNorth was the high bidder on four offshore blocks related to Lease Sale 261 and they were also awarded leases on all of their high-bid blocks. The 2024-2029 national program began on July 1, 2024, and will continue through June 30, 2029. It is possible, however, that this program could be delayed by opposing lawsuits that were filed on February 12, 2024 by the American Petroleum Institute and Earthjustice representing multiple environmental groups, both of which are challenging BOEMâ€™s actions. Despite these challenges, on April 1, 2024, BOEM announced the availability of the Area Identification for proposed Gulf of Mexico lease sales 262, 263 and 264 pursuant to the 2024-2029 national program. Lease Sale 262 is tentatively scheduled for 2025. 30 Table of Contents How We Evaluate Our Operations We use a variety of financial and operational metrics to assess the performance of our oil and natural gas operations, including: â€¢production volumes; â€¢realized prices on the sale of oil, natural gas and NGLs, including the effect of our commodity derivative contracts; â€¢lease operating expenses; â€¢capital expenditures; and â€¢Adjusted EBITDA, which is discussed under â€œâ€”Supplemental Non-GAAP Measureâ€ below. Results of Operations Revenue The information below provides a discussion of, and an analysis of significant variance in, our oil, natural gas and NGL revenues, production volumes and sales prices. Revenues are presented in thousands, except per unit data. Â Three Months Ended June 30, Â Â Â Six Months Ended June 30, Â Â Â Â 2024 Â 2023 Â Change Â 2024 Â 2023 Â Change Â Revenues: Â Â Â Â Â Â Â Â Â Â Â Â Oil $ 507,408 Â $ 342,983 Â $ 164,425 Â $ 900,629 Â $ 635,677 Â $ 264,952 Â Natural gas Â 26,060 Â Â 16,329 Â Â 9,731 Â Â 49,758 Â Â 36,512 Â Â 13,246 Â NGL Â 15,697 Â Â 7,898 Â Â 7,799 Â Â 28,710 Â Â 17,603 Â Â 11,107 Â Total revenues $ 549,165 Â $ 367,210 Â $ 181,955 Â $ 979,097 Â $ 689,792 Â $ 289,305 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Production Volumes: Â Â Â Â Â Â Â Â Â Â Â Â Oil (MBbls) Â 6,303 Â Â 4,801 Â Â 1,502 Â Â 11,476 Â Â 8,907 Â Â 2,569 Â Natural gas (MMcf) Â 10,081 Â Â 6,637 Â Â 3,444 Â Â 18,740 Â Â 13,764 Â Â 4,976 Â NGL (MBbls) Â 703 Â Â 486 Â Â 217 Â Â 1,335 Â Â 915 Â Â 420 Â Total production volume (MBoe) Â 8,686 Â Â 6,393 Â Â 2,293 Â Â 15,934 Â Â 12,116 Â Â 3,818 Â Â Â Â Â Â Â Â Â Â Â Â Â Â

$8.1 million and $22.3 million, respectively, in severance expense. For the six months ended June 30, 2024, transaction expenses include $9.0 million in costs related to the TLCS Divestiture, inclusive of $3.7 million in severance expense. For the three and six months ended June 30, 2023, transaction expenses included $2.7 million and $37.9 million, respectively, in costs related to the EnVen Acquisition, inclusive of $1.4 million and $24.0 million, respectively, in severance expense. See further discussion in Part I, Item 1. â€œFinancial Statements â€” Note 2 â€” Acquisitions and Divestituresâ€ and â€œNote 9 â€” Employee Benefits Plans and Share-Based Compensation.â€ Other income (expense) includes other miscellaneous income and expenses that we do not view as a meaningful indicator of our operating performance. For the six months ended June 30, 2024, it includes a gain of $86.9 million related to the TLCS Divestiture. See further discussion in Part I, Item 1. â€œFinancial Statements â€” Note 2 â€” Acquisitions and Divestitures.â€ For the six months ended June 30, 2023, it includes an $8.6 million gain on the funding of the capital carry of our investment in Bayou Bend by Chevron. (2)Estimated decommissioning obligations were a result of working interest partners or counterparties of divestiture transactions that were unable to perform the required abandonment obligations due to bankruptcy or insolvency. See Part I, Item 1. â€œFinancial Statements â€” Note 13 â€” Commitments and Contingenciesâ€ for additional information on decommissioning obligations. (3)The adjustments for the derivative fair value (gains) losses and net cash receipts (payments) on settled commodity derivative instruments have the effect of adjusting net loss for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because we do not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDA on an unrealized basis during the period the derivatives settled. Liquidity and Capital Resources Our primary sources of liquidity are cash generated by our operations and borrowings under our Bank Credit Facility. Our primary uses of cash are for capital expenditures, working capital, debt service, share repurchases and for general corporate purposes. The cost of borrowings under our Bank Credit Facility has increased. By raising its federal funds rate, the Fed made it more expensive to borrow money. As of June 30, 2024, our available liquidity (cash plus available capacity under the Bank Credit Facility) was $738.7 million. We fund our development and exploration activities primarily through operating cash flows, cash on hand and through borrowings under the Bank Credit Facility, if necessary. Historically, we have funded significant acquisitions with the issuance of senior notes, borrowings under the Bank Credit Facility and through equity issuances. We adjust our capital budget in response to changing operating cash flow forecasts and market conditions, including the prices of oil, natural gas and NGLs, acquisition opportunities and the results of our exploration and development activities. Our liquidity could be impacted in the future by financial assurance requirements. See â€œKnown Trends and Uncertainties â€” BOEM Bonding Rule.â€ 35 Table of Contents Capital Expenditures â€” The following is a table of our capital expenditures, excluding acquisitions, for the six months ended June 30, 2024 (in thousands): U.S. drilling & completions $ 115,346 Â Asset management(1) Â 61,708 Â Seismic and G&G, land, capitalized G&A and other Â 58,194 Â Total Upstream capital expenditures Â 235,248 Â Plugging & abandonment Â 50,128 Â Decommissioning obligations settled(2) Â 3,328 Â Investment in Mexico Â 2,108 Â Total Upstream Â 290,812 Â Investment in CCS Â 17,519 Â Total $ 308,331 Â Â (1)Asset management consists of capital expenditures for development-related activities primarily associated with recompletions and improvements to our facilities and infrastructure. (2)Settlement of decommissioning obligations as a result of working interest partners or counterparties of divestiture transactions that were unable to perform the required abandonment obligations due to bankruptcy or insolvency. See Part I, Item 1. â€œFinancial Statements â€” Note 13 â€” Commitments and Contingencies.â€ Based on our current level of operations and available cash, we believe our cash flows from operations, combined with availability under the Bank Credit Facility, provide sufficient liquidity to fund the remaining portion of our 2024 Upstream capital spending program of $570.0 million to $600.0 million and plugging & abandonment and decommissioning obligations of $90.0 million to $100.0 million. However, our ability to (i) generate sufficient cash flows from operations, (ii) obtain future borrowings under the Bank Credit Facility, and (iii) repay or refinance any of our indebtedness on commercially reasonable terms or at all for any potential future acquisitions, joint ventures or other similar transactions, depends on various operating and economic conditions, many of which are beyond our control. To the extent possible, we have attempted to mitigate certain of these risks (e.g., by entering into oil and natural gas derivative contracts to reduce the financial impact of downward commodity price movements on a substantial portion of our anticipated production), but we could be required to take additional future actions on an opportunistic basis. To address further changes in the financial or commodity markets, future actions may include, without limitation, issuing debt, including secured debt, or issuing equity to directly or independently repurchase or refinance our outstanding indebtedness. Common Stock Repurchase Program â€” Our Board of Directors authorized a stock repurchase program on March 20, 2023 with an approved limit of $100.0 million and no set term limits. During the three months ended June 30, 2024, we repurchased approximately 3.8 million shares for $42.9 million. As of June 30, 2024, there is $9.7 million remaining under the authorized program. In July 2024, our Board of Directors authorized an increase of $150.0 million to the previously approved limit increasing the amount remaining under the authorized plan to $159.7 million. All repurchased shares are held in treasury. The 1% U.S. federal excise tax on certain repurchases of stock by publicly traded U.S. corporations enacted as part of the Inflation Reduction Act of 2022 applies to our share repurchase program. We do not currently anticipate incurring any excise tax in 2024 based on the fair market value of the common stock issued during 2024. See Part II, Item 2. â€œUnregistered Sales of Equity Securities and Use of Proceedsâ€ for additional information. Repurchases may be made from time to time in the open market, in privately negotiated transactions, or by such other means as will comply with applicable state and federal securities laws. The timing of any repurchases under the share repurchase program will depend on market conditions, contractual limitations and other considerations. The program may be extended, modified, suspended or discontinued at any time, and does not obligate the Company to repurchase any dollar amount or number of shares. Overview of Cash Flow Activities â€” The following table summarizes cash flows provided by (used in) by type of activity, for the following periods (in thousands): Â Six Months Ended June 30, Â Â 2024 Â 2023 Â Operating activities $ 385,790 Â $ 277,083 Â Investing activities $ (1,062,845) $ (312,585) Financing activities $ 683,221 Â $ 109,855 Â Â Operating Activities â€” Net cash provided by operating activities increased $108.7 million in the six months ended June 30, 2024 compared to the corresponding period in 2023 primarily attributable to an increase from revenues offset with an increase in lease operating expense of $179.3 million and an increase in net cash paid on derivatives of $16.9 million. Investing Activities â€” Net cash used in investing activities increased $750.3 million in the six months ended June 30, 2024 compared to the corresponding period in 2023 primarily due to cash paid for the QuarterNorth Acquisition of $916.0 million, net of cash acquired. This was offset by cash proceeds of $142.0 million from the TLCS Divestiture. See Part I, Item 1. â€œFinancial Statements â€” Note 2 â€” Acquisitions and Divestituresâ€ for additional information. Additionally, capital expenditures decreased $29.5 million. 36 Table of Contents Financing Activities â€” Cash flow from financing activities changed $573.4 million in the six months ended June 30, 2024 compared to the corresponding period in 2023. During the six months ended June 30, 2024, the issuance of the New Senior Notes in February 2024 generated $1,222.6 million after deferred financing costs. The net proceeds from the New Senior Notes funded the $897.1 million redemption of the 12.00% Notes and the 11.75% Notes and partially funded the cash portion of the QuarterNorth Acquisition. See Part I, Item 1. â€œFinancial Statements â€” Note 7 â€” Debtâ€ for additional information. Additionally, on January 17, 2024, we entered into an underwritten public offering of 34.5 million shares of our common stock, which generated net proceeds of $387.7 million after deducting underwriting discounts of $15.1 million and offering expenses of $0.8 million. The net proceeds from this equity offering partially funded the cash portion of the QuarterNorth Acquisition. Overview of Debt Instruments 9.000% Second-Priority Senior Secured Notes â€” due February 2029 â€” The 9.000% Second-Priority Senior Secured Notes due 2029 (the â€œ9.000% Notesâ€) were issued pursuant to an indenture dated February 7, 2024, by and among the Company, Talos Production Inc. (the â€œIssuerâ€), the subsidiary guarantors party thereto (together with the Company, the â€œGuarantorsâ€) and Wilmington Trust, National Association, as trustee and collateral agent. The 9.000% Notes are secured on a second-priority senior secured basis by liens on substantially the same collateral as the collateral securing the Issuerâ€™s existing first-priority obligations under its Bank Credit Facility. The 9.000% Notes rank equally in right of payment with all of the Issuerâ€™s and the Guarantorsâ€™ existing and future senior obligations, are senior in right of payment to any obligations of the Issuer and the Guarantors future debt that is, by its term, expressly subordinated in right of payment to the 9.000% Notes and, to the extent of the value of the collateral, are effectively senior to all existing and future unsecured obligations of the Issuer and the Guarantors (other than the Company) and any future obligations of the Issuer and the Guarantors that are secured by the collateral on a junior-priority basis. The 9.000% Notes are effectively pari passu with all of the Issuerâ€™s and the Guarantorsâ€™ existing and future obligations that are secured by the collateral on a second-priority basis including the 9.375% Notes (as defined below) and are effectively junior to any existing and future obligations of the Issuer and the Guarantors that are secured by the collateral on a senior-priority basis to the 9.000% Notes including indebtedness under the Bank Credit Facility. The 9.000% Notes mature on February 1, 2029 and have interest payable semi-annually each February 1 and August 1, commencing August 1, 2024. See Part I, Item 1. â€œFinancial Statements â€” Note 7 â€” Debtâ€ for more information. 9.375% Second-Priority Senior Secured Notes â€” due February 2031 â€” The 9.375% Second-Priority Senior Secured Notes due 2031 (the â€œ9.375% Notesâ€ and, together with the 9.000% Notes, the â€œNew Senior Notesâ€) were issued pursuant to an indenture dated February 7, 2024, by and among the Company, the Issuer, the Guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent. The 9.375% Notes are secured on a second-priority senior secured basis by liens on substantially the same collateral as the collateral securing the Issuerâ€™s existing first-priority obligations under its Bank Credit Facility. The 9.375% Notes rank equally in right of payment with all of the Issuerâ€™s and the Guarantorsâ€™ existing and future senior obligations, are senior in right of payment to any obligations of the Issuer and the Guarantors future debt that is, by its term, expressly subordinated in right of payment to the 9.375% Notes and, to the extent of the value of the collateral, are effectively senior to all existing and future unsecured obligations of the Issuer and the Guarantors (other than the Company) and any future obligations of the Issuer and the Guarantors that are secured by the collateral on a junior-priority basis. The 9.375% Notes are effectively pari passu with all of the Issuerâ€™s and the Guarantorsâ€™ existing and future obligations that are secured by the collateral on a second-priority basis including the 9.000% Notes and are effectively junior to any existing and future obligations of the Issuer and the Guarantors that are secured by the collateral on a senior-priority basis to the 9.375% Notes including indebtedness under the Bank Credit Facility. The 9.375% Notes mature on February 1, 2031 and have interest payable semi-annually each February 1 and August 1, commencing August 1, 2024. See Part I, Item 1. â€œFinancial Statements â€” Note 7 â€” Debtâ€ for more information. Bank Credit Facility â€” matures March 2027 â€” We maintain a Bank Credit Facility with a syndicate of financial institutions (the â€œBank Credit Facilityâ€). The borrowing base is redetermined by the lenders at least semi-annually during the second quarter and fourth quarter of each year based on a proved reserves report that the Company delivers to the administrative agent of our Bank Credit Facility. See Part I, Item 1. â€œFinancial Statements â€” Note 7 â€” Debtâ€ for more information. Redemption of the 12.00% Second-Priority Senior Secured Notes â€” due January 2026 â€” On February 7, 2024, we redeemed $638.5 million aggregate principal amount of the 12.00% Notes using the proceeds from the issuance of the New Senior Notes. See Part I, Item 1. â€œFinancial Statements â€” Note 7 â€” Debtâ€ for more information. Redemption of the 11.75% Senior Secured Second Lien Notes â€” due April 2026 â€” On February 7, 2024, we redeemed $227.5 million aggregate principal amount of the 11.75% Notes using the proceeds from the issuance of the New Senior Notes. See Part I, Item 1. â€œFinancial Statements â€” Note 7 â€” Debtâ€ for more information. Material Cash Requirements We have various contractual obligations in the normal course of our operations. Some of these obligations may be reflected in our accompanying Condensed Consolidated Financial Statements, while other obligations, such as certain operating leases and capital commitments, are not reflected on our accompanying Condensed Consolidated Financial Statements. 37 Table of Contents The following table and discussion summarize our material cash requirements from known contractual obligations as of June 30, 2024 (in thousands): Â 2024 Â 2025 Â 2026 Â 2027 Â 2028 Â Thereafter Â Total(4) Â Long-term financing obligations: Â Â Â

which the Company does business. Although the outcome of these matters cannot be predicted with certainty, the Companyâ€™s management believes none of these matters, either individually or in the aggregate, would have a material effect upon the Companyâ€™s financial position; however, an unfavorable outcome could have a material adverse effect on the Companyâ€™s results from operations for a specific interim period or year. With regard to the previously disclosed legal proceeding filed against the Company and QuarterNorth by U.S. Specialty Insurance Company (â€œUSSIâ€) concerning approximately $80.0 million in surety bonds issued by USSI, the Company has replaced or canceled all but approximately $3.0 million of those bonds with other surety companies as of August 1, 2024 and expects to replace or cancel the remaining bonds in the near future. We expect that the legal proceeding will be resolved at that time. Please see the Companyâ€™s prior Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 for other legal proceedings arising or resolved during 2024. There have been no additional material developments with respect to the information previously reported under Part I, Item 3. â€œLegal Proceedingsâ€ of our 2023 Annual Report. Item 1A. Risk Factors In addition to the other information set forth in this Quarterly Report, you should carefully consider the risk factors and other cautionary statements described under Part I, Item 1A. â€œRisk Factorsâ€ included in our 2023 Annual Report and the risk factors and other cautionary statements contained in our other SEC filings, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results. There have been no material changes in our risk factors from those described in our 2023 Annual Report or our other SEC filings. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds Purchases of Equity Securities by the Issuer and Affiliated Purchasers The following table sets forth information with respect to our share repurchase of shares of common stock during the three months ended June 30, 2024: Period Total Number of Shares Purchased Â Average Price Paid per Share Â Total Number of Shares Purchased as Part of Publicly Announced Program(1) Â Approximate Dollar Values of Shares that May Yet be Purchased Under the Program (in thousands) Â April 1, 2024- April 30, 2024 Â â€” Â $ â€” Â Â â€” Â $ 52,547 Â May 1, 2024- May 31, 2024 Â â€” Â $ â€” Â Â â€” Â $ 52,547 Â June 1, 2024 - June 30, 2024 Â 3,804,380 Â $ 11.26 Â Â 3,804,380 Â $ 9,692 Â Total Â 3,804,380 Â $ 11.26 Â Â 3,804,380 Â Â Â Â (1)Our Board of Directors authorized a stock repurchase program on March 20, 2023 with an approved limit of $100.0 million and no set term limits. Repurchases may be made from time to time in the open market, in a privately negotiated transaction, or by such other means as will comply with applicable state and federal securities laws. The timing of any repurchases under the share repurchase program will depend on market conditions, contractual limitations and other considerations. The program may be extended, modified, suspended or discontinued at any time, and does not obligate the Company to repurchase any dollar amount or number of shares. Approximately 3.8 million shares were purchased during the three months ended June 30, 2024. As of June 30, 2024, there was $9.7 million remaining under the authorized program. In July 2024, our Board of Directors authorized an increase of $150.0 million to our previously approved limit increasing the amount remaining under the authorized plan to $159.7 million. Item 3. Defaults Upon Senior Securities None. Item 4. Mine Safety Disclosures Not applicable. Item 5. Other Information During the three months ended June 30, 2024, no director or officer of the Company 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 of Regulation S-K. Â 40 Table of Contents Item 6. Exhibits Â ExhibitNumber Description Â Â Â 2.1# Â Agreement and Plan of Merger, dated as of September 21, 2022, by and among Talos Energy Inc., Talos Production Inc., Tide Merger Sub I Inc., Tide Merger Sub II LLC, Tide Merger Sub III LLC, BCC EnVen Investments, L.P. and EnVen Energy Corporation (incorporated by reference to Exhibit 2.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on September 22, 2022). Â Â Â 2.2# Â Agreement and Plan of Merger, dated as of January 13, 2024, by and among Talos Energy Inc., QuarterNorth Energy Inc., Compass Star Merger Sub Inc. and the Equityholder Representatives named therein (incorporated by reference to Exhibit 2.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on January 16, 2024). Â Â Â 3.1 Â Second Amended and Restated Certificate of Incorporation of Talos Energy Inc. (incorporated by reference to Exhibit 3.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on February 14, 2023). Â Â Â 3.2 Â Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Talos Energy Inc. (incorporated by reference to Exhibit 3.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on May 23, 2024). Â Â Â 3.3 Â Second Amended and Restated Bylaws of Talos Energy Inc. (incorporated by reference to Exhibit 3.2 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on February 14, 2023). Â Â Â 4.1 Â Indenture, dated as of January 4, 2021, by and among Talos Production Inc., the Guarantors named therein and Wilmington Trust, National Association, as trustee and as collateral agent (incorporated by reference to Exhibit 4.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on January 8, 2021). Â Â Â 4.2 Â First Supplemental Indenture, dated as of January 14, 2021, by and among Talos Production Inc., the Guarantors named therein and Wilmington Trust, National Association, as trustee and as collateral agent (incorporated by reference to Exhibit 4.3 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on January 14, 2021). Â Â Â 4.3 Â Indenture, dated as of February 7, 2024, and by and among Talos Production Inc., the Guarantors named therein and Wilmington Trust, National Association, as trustee, pursuant to which the 2029 Notes were issued. (incorporated by reference to Exhibit 4.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on February 7, 2024). Â Â Â 4.4 Â First Supplemental Indenture, dated as of March 4, 2024, by and among Talos Production Inc., each of the guarantors party thereto and Wilmington Trust, National Association, as trustee and as collateral agent (9.000% Senior Notes) (incorporated by reference to Exhibit 4.2 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on March 5, 2024). Â Â Â 4.5 Â Indenture, dated as of February 7, 2024, and by and among Talos Production Inc., the Guarantors named therein and Wilmington Trust, National Association, as trustee, pursuant to which the 2031 Notes were issued. (incorporated by reference to Exhibit 4.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on February 7, 2024). Â Â Â 4.6 Â First Supplemental Indenture, dated as of March 4, 2024, by and among Talos Production Inc., each of the guarantors party thereto and Wilmington Trust, National Association, as trustee and as collateral agent (9.375% Senior Notes) (incorporated by reference to Exhibit 4.3 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on March 5, 2024). Â Â Â 4.7 Â Form of 12.00% Second-Priority Senior Secured Note due 2026 (included as Exhibit A to Exhibit 4.1 hereto) (incorporated by reference to Exhibit 4.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on January 8, 2021). Â Â Â 4.8 Â Form of 9.000% Second-Priority Senior Secured Note due 2029 (included as Exhibit A to Exhibit 4.4 hereto) (incorporated by reference to Exhibit 4.2 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on February 7, 2024). Â Â Â 4.9 Â Form of 9.375% Second-Priority Senior Secured Note due 2031 (included as Exhibit A in Exhibit 4.5 hereto) (incorporated by reference to Exhibit 4.4 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on February 7, 2024). Â Â Â 4.10 Â Registration Rights Agreement, dated as of January 4, 2021, by and among Talos Production Inc., the Guarantors named therein and J.P. Morgan Securities LLC, as representative of the initial purchasers of the 2026 Notes (incorporated by reference to Exhibit 4.3 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on January 8, 2021). Â Â Â 4.11 Â Registration Rights Agreement, dated as of January 14, 2021, by and among Talos Production Inc., the Guarantors named therein and J.P. Morgan Securities LLC, as representative of the initial purchasers of the 2026 Notes (incorporated by reference to Exhibit 4.4 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on January 14, 2021). Â Â Â 4.12 Â Registration Rights Agreement, dated September 21, 2022, by and among Talos Energy Inc. and the Persons listed on Schedule A thereto (incorporated by reference to Exhibit 4.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on September 22, 2022). Â Â Â 41 Table of Contents 4.13 Â Second Supplemental Indenture, dated as of October 27, 2022, among Talos Production Inc., the Guarantors named therein and Wilmington Trust National Association, as trustee and as collateral agent (incorporated by reference to Exhibit 4.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on October 28, 2022). Â Â Â 4.14 Â Indenture, dated as of April 15, 2021, by and among Energy Ventures GoM LLC, EnVen Finance Corporation, Talos Production Inc. (as successor in interest to EnVen Energy Corporation), the other guarantors party thereto and Wilmington Trust, National Association, as trustee and as collateral agent (incorporated by reference to Exhibit 4.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on February 14, 2023). Â Â Â 4.15 Â Second Supplemental Indenture, dated as of February 13, 2023, among Talos Production Inc., each of the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent (incorporated by reference to Exhibit 4.2 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on February 14, 2023). Â Â Â 4.16 Â Third Supplemental Indenture, dated as of February 13, 2023, among Talos Production Inc., Energy Ventures GoM LLC, EnVen Finance Corporation, each of the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent (incorporated by reference to Exhibit 4.4 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on February 14, 2023). Â Â Â 4.17 Â Registration Rights Agreement, dated as of March 4, 2024, by and among Talos Energy Inc. and each of the persons listed on Schedule A thereto (incorporated by reference to Exhibit 4.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on March 5, 2024). Â Â Â 10.1 Â Amended and Restated Talos Energy Inc. 2021 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 to Talos Energy Inc.â€™s Form 8-K (File No. 001-38497) filed with the SEC on May 23, 2024). Â Â Â 10.2â€ Â Form of Separation and Release Agreement (incorporated by reference to Exhibit 10.4 to Talos Energyâ€™s Inc. 10-Q (File No.001-38497) filed with the SEC on May 7, 2024). Â Â Â 31.1* Â Certification of Chief Executive Officer of Talos Energy Inc. pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â 31.2* Â Certification of Chief Financial Officer of Talos Energy Inc. pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â 32.1** Â Certification of Chief Executive Officer and Chief Financial Officer of Talos Energy Inc. pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to the Sarbanes-Oxley Act of 2002. Â Â Â 101.INS* Â Inline XBRL Instance. Â Â Â 101.SCH* Â Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents. Â Â Â 104* Â Cover Page Interactive Date File (Embedded within the Inline XBRL document and included in Exhibit 101). Â Â Â Â * Â Filed herewith. ** Â Furnished herewith. â€ Â Identifies management contracts and compensatory plans or arrangements. # Â The exhibits and schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K and will be provided to the SEC upon request. Â 42 Table of Contents SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Talos Energy Inc. Date: August 7, 2024 By: /s/ Sergio L. Maiworm, Jr. Sergio L. Maiworm, Jr. Â Chief Financial Officer and Executive Vice President Â 43 EX-31.1 2 talo-ex31_1.htm EX-31.1 EX-31.1 Exhibit 31.1Â CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED I, Timothy S. Duncan, certify that: Â 1.I have reviewed this Quarterly Report on Form 10-Q of Talos Energy Inc. (â€œregistrantâ€); 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â /s/ Timothy S. Duncan August 7, 2024 Timothy S. Duncan Chief Executive Officer and President(Principal Executive Officer) Â Â EX-31.2 3 talo-ex31_2.htm EX-31.2 EX-31.2 Exhibit 31.2Â CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED I, Sergio L. Maiworm, Jr., certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Talos Energy Inc. (â€œregistrantâ€); 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â /s/ Sergio L. Maiworm, Jr. August 7, 2024 Sergio L. Maiworm, Jr. Chief Financial Officer and Executive Vice President (Principal Financial Officer) Â Â EX-32.1 4 talo-ex32_1.htm EX-32.1 EX-32.1 Exhibit 32.1Â Â CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER UNDER SECTION 906 OF THE SARBANES OXLEY ACT OF 2002, 18 U.S.C. Â§ 1350 Pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and in connection with the accompanying Quarterly Report on Form 10-Q of Talos Energy Inc. (the â€œCompanyâ€) for the quarterly period ended June 30, 2024 that is being filed concurrently with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), Timothy S. Duncan, Chief Executive Officer of the Company, and Sergio L. Maiworm, Jr., Chief Financial Officer of the Company, each certify, to the best of his knowledge, that: i.the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and ii.the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â August 7, 2024 /s/ Timothy S. Duncan Timothy S. Duncan Chief Executive Officer and President(Principal Executive Officer) /s/ Sergio L. Maiworm, Jr. Sergio L. Maiworm, Jr. Chief Financial Officer and Executive Vice President(Principal Financial Officer) Â Â GRAPHIC 5 img125119584_0.jpg GRAPHIC begin 644 img125119584_0.jpg M_]C_X 02D9)1@ ! @$ E@"6 #_[0 L4&AO=&]S:&]P(#,N, X0DE- ^T M ! 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[^.1AWJ.'I[BUIG.U%SBAS']R[5Q M5B23!0QEX/._97&V9H@X;S MV=\@KWLVCPAV>0M.^UW>]7F[[MV\U8XZ9'"RYJ"H43%%BXKTF0 =!!12-F MG9$C:^@@#"
B'L9YW;/8TW/;OXJ'D*^XQO"G9IV=T<;M[1 M3 5 ,=EMK;),I 2*)CG5][(MWY20%#7K-H0?8'/.[!\59E-M/3T"D"^S<4P MUV:>+KM*5XG9:1=*8N5K<*A:*HY,(5O98"5@ES"8HF*!4I1HU4$1*41#P\
M0#/%)#-":3,((NL9\E]$PB]OXV;M2&QF^^UNZD>Y M4;EJ=OBW,N"9S)^ZZR]6][+5'',40^QR5<>ND!UU .O70=,JV&WK&^BNFGQ M'BOHG(X<6$)"\E_;-
N[.2W=Y333AS@\1HKT67@$J3")A$PB814#K;]]5F_"'9 M^V+G*%E]Z[TCRJY8_=MX!R+K^?-:J"TSR*R5ECJ"IA$PB815_NJ1R-\!"E<9*U)>NY\C+#RMCE??R#^5G MJQY!7A"KWY7ZFJ81,
(F$3")A$PB_T!$H@8HB4Q1 2F 1 0$!U 0$/$! <(KD M?;NY-!R:XZU^7F7@+[B4(4*+N\118%'3V4C&:(Q=H4 P%4,2U1(IN5#)()^[M@Q/[EAS7O/_8C\%^^1F=_4,O#4;BJ_&[#Y"^ YQQ
M')P46]N=U<=,(O'>1'Z/^^?S.[F_$J;SQXA_KY_T7_A*]5C];#^JS\05%#*- M5O)A%9)['/XJM_G!KOQ<4RQ]B/I9_U!R*";6_40^@>53D9-U$DPB81,(F$3 M")A$PBJ1]US81YM!RDG[BR9*)TW>U-2
_2PSPB)BM2654Z;>3'W MR4]1"51 1$W4.5-M58&SQ1TS1^3/X8X?*#'7+P."LG9R\%UA[8B?S8O!/! MY)X*9.(J,K(TN^NZ;=;@6O:J\U?<:CDKTCI-:Z?,-9J%D$M1!-RV,(0WN);6=MQ
>C*PU!_C<.8C=&1?*>&.XA=!,*Q MN%*/XW=&@J:KD7L+L1WN]C8F];?2L#M3S1VI@3QY8V6< 8KM@"QG:U2LWD)#@ M)S.W$C*.E%HB81155AW;E0#IB*KENK;^#XS;8M!TV$-N /"97*-
\:6Z#Q'*J MOQ3"I\-FZ+ZNA/BNW#O'0=(XQD517?SCCO=Q@OC[;;?;;FQ[>6IFHN#=&99B M,5.M$% 3-+5:P-A7@[3"G.8 *\CW#AOU>J)@.!BAV5R%XEA$PB_2::BJA$DB M'454.5---,HG444.(%
(0A"@)CG.8= /$1PBL*]MWLLVW<->-Y'\W6"NS/* MI%1MH4NYJA6K1N1&,$@D2+V))^HV7HFWA^@IG:[SR)!^VZB-TTDU2/2Z22,B M89)"&QM%22: #22OI'&^1X8P$O)H
,Y*VA[B_.1AR/FHG:G:(T-L'MN[D* MFW;^[:%TEX]N:,9SI8A-)N6+KL0PZ0T,0IR(J&64*F90J*%5[1X][TE%O; M5%DP]<^=30/)'&<]!8^!8/\ ;XS//3YMXZHT<.G4-)C R+J0KDLF;N1>-()@
MV7>OW[E!FR9M4CKN7;MTJ1!LV;H)@919==8Y2$(4!,8P@ >.9 +B&M%7$Y%@ MD-!<[KMW#O9^ _^>..&U^USE(B<[%0(2MN,42'$]PL:ZL[8TA73 <)1TB
M.T0/Z1;MTP]C+JP>R^WX=%:GW@;5WI'*=1-!O!5/BEW\[?27 \0FC?1&0:QE MX2MFLZ:\"811\=R'E7*\6MBD9&D2K6.W5O<\T@*(HNV92!X]".40E+18C1 %9+M[\NG7+79UU.6U:KM-T*C..
(*X05> M!9D'N,4&[B"L@1#Q^_=MFDX@HH05"G]SF=MER)@4"=!=MG\7.+69?+T1=,=1 MP&3)N&E3GU5!6,:PP8;=!D72-NX5:3W16@S:Z$+?7.\N,F$3")A%CY6(BIV/ M1LJR;2$>[2-
^R21JCBN$2E MX:)2 "0K*<2L)B>YD0(T*HR,*1":G#*QVMPVTL+B*6U 8)0ZK1F!;3*!N US M9LF16!LU?W-Y!)'N](\JN6 M/W;> 9L,8K(]P X2J-F]6ZU@WQW7ON[M-H$
F;S8GDTJV(<5$HUD;H;1$,V4,4ICM(.';H,T1,'4*2!==1U'*1O;J2^N MI+N7QWNKP:!Q"@XE;=I;,M+9EM'XC&TX=)XSE7E^>5>A6).&7:GV>OO'^F[A
M;^1]N4NM\24M3&.BK"X@4(:HR9$35AHX:HMSBJ]?QR8/SG,(&(5X5(0 4QUL M+!MEK.>P9<7X?[:3P@ :4:?%XR,O'3<4(Q7:*ZAO7069;[)F0DBM7#/J.3B6 MU'T/W#+^)-P?AX__ (+G5[(X-
YLG6*YW:;%-+ JGT/W#+^)-P?AX_P#X+CLC M@WFR=8IVFQ32SJI#]PR_B3<'X>/_P"'"X[(V B6UMMLC+;IMN.B>B2ZHKN5WM*^T&T]^)FF?HF&#D:&F[3?
57>6B9*!E M9.#F63B-F(:0>Q,K'.TQ1=Q\E'.5&;YDZ2-ZR3AJZ1,F2P<>>2$,QG$&6W6[0,Z'/PF[_G#C'= 5O[+<59IA%X[R(_1_P!_F=W-^)4 MWGCQ#_7S_HO_
E>JQ^MA_59^(*BAE&JWDPBF2[8_-C8SBO1=SX#=E_96\$4%< M@%%%\?PF[Q&:-]L&EK6D&IINJ3KZ8'AE_'>X/P#?_P *R3=KL&\Z3JE1_LSB MFAG63Z8'AE_'>X/P#?\
QVNP;SI_J4[,XIH9UD^F!X9?QWN#\ W_\ "L=K ML&/Z3JE.S.:&=9/I@>&7\=[@_-_P#PK':[!O.DZI3LSBFAG63Z8'AE_'>X M/P#?_P *QVNP;SI_J4[,XIH9UETZ^]Y#BPTJDXI3$=R;):%
(M^C!,$JNC#(> M^JK8Z;!1])RLFB1DS3(OPVZ$PRQG(X:1SC.-68E4SK[0K=MA<+!0;Y!/JU;:Q(*QDS#R*0I MN&SA+0Q%")RS=H'*LW72,=%P@H15,QB'*8:=@EMIG03M+96FA!_C4=T9
M0K1AFBN(FS0D.C<*@C^-8W%U'/BOJNR5"XVN@6.+MU(L4Q5+/". =14[OW, M;)LE@ 2F%%TU434\M5,PD4((B15,PD.!BB(#]89I;>030.+)6G(0:$+YRQ1S M,,4K0Z,YP14*6:I]U**W&IY-
L.W'V@\BJ4H4A7$H:OUT\H98B9TPE*2G3 MBJO)HH*?8K> *=N(8GK^.3.PVTGC 9B$8D'G-R.XQXIXNBHK>;*0R$OLG] M ^:[*.(QVJ)>><3?&;[(U**R#22WGXUR4B=54\5"/;R5-
%=8BACG2+-0.\] M4C2)G]V4[DMVO.'!_=O#OA\ M=1N Q$QXW3=[:64 M8(M(WR/TGP6]\]P+IVVR=T\@W+V,;O>$>\.Z5I-R6YN; FM%4S=2+ATR,Y=/9U\B(:D7D%W2B0B/E>641+D+Q+&
[_%#2X=2 M'<8W(W5G)WR3O*5V&$V6"'L#:R[KCE=_\< IOK4;.0NFF$4Y':;X/O[79HOE M%NC"G0IU7N3EB80[_W71=I2K[=U7R5_-9/'T'M+A^=)X M1X_%'$.Z2M)MN-SMP-
H;4QNVV=NFJ7:8[*VEX-V9LL9%33SF;Q$P':2,>X MH JV<)XJU#0#0Y#!G$MKFXM)1/;&YC,4[0^,[A_C(=\9 M5-/L?WM+Z7B&E2-9:P+178A(/ ; MX+.$YR.
9.,Z%7&RNE.5N!P4X]%Y+\DZ/M_(I"K48PZMUO\ IU:&IU:6:JOF M B3UB!/2#EK&]8" IB]Z_P"ITSKX'A_W+$F6[ONNMDD*OO81VK--T M"@0L?N'!HM232PIE "D2LT>N@] =1,H*
[,;34NM8;7X<+:]%[&/R\'\\9^ ML*'AJK!V8OC<6AM'^\BS;[3FU')P44/F1!2=,(K??;8Y61?(G82NP,]/M'&[MFVK!"K7*+3")A$PB81,(F$3")A%*+V?OTS83YOKY_B#7)1 MLC_N6_INY%'MIO\
5GTVJV9EK*N$PBT1YJ\#]NN7U?1?+K)TW=F 8J-JI?VK M0JX+-@,9=.O6UHF*2LQ7CKG,9(0.5PP54,HB(E,LBOPL:P*WQ>/I'P+MH\%_
M>=I'=&YN@]C"L8GPQ]!X=LXY6]]N@]P[NX153WZXU[R<:[2I5=V:@]@SJ*K% MA[W*H^J=F;I&'^^Z[8$TRLWY!3Z3G1-Y;MN!R@NBD8>G*MO\-O,-E]E=L+=
M!SM=P'=Y1N@*Q+._M;^/VELX'2-T<(W.0[A*\(SP+V)A$PB81,(F$7)9LGDB M[;,(]HY?OWJZ35FR9H*NG;MRN<$T&[9L@0ZRZZRA@*0A"B8QAT -12.1> MN16O2)HX#*%D%O$B_N8
$BDXP39221S;K% 6Q9Q'NGTM WL^FBB.+;2,C!M\. M/2DS%^X/1TG?S:*JQFQ8LHMDSC8UFUCHZ:.MV,?'L6Z+1DQ9-$2-VK-FU;D3 M0;-6R"92)ID*4A"% RQ&M:UH:T - H ,P"@Y)<2YQ)
<3E*Y696$PBU4 MYL[OV'8[C)NI?JC'3#^V-X%2&KBT,P=O58*5L!RQ*5J>';-W!&+&K).3OS++ M@5 3MR)F, J% >5C5Y)8X9+<0@F7HT%!6A.3I;P;GRY,BZ.$VS+O$(X92!"T MJFIS@9:
<>;C5*$Z+HZ0OE$G!T%7"B(O#D4,DJZ I5E4A<& 2'< 14IS%U$VA M@$?3E+T-.D#5MLSQ1WSOGN#I)WTSO+CIA$PB81:*=Q;[=_<[C
M5*U78^.GI2]KVZJ.T6E_$EV0(>BW**D.:,E=YR^#:Y+;RZL*P$%?>VM1M$/+1.S]VKHDD8\K]]$W&J1JQHXK M]LNZ17586Y)95L)40,9,=0-TAX"(!GU@P#'H90]D+VY14AS1DKO.7SFQG!Y(
MRUTK'9#G:3EU*W]ENJLDPB81,(F$5<;N/\0>6N]_)ZUVC;O;>T7/;HT54DZ\ MX2LE?1AT'B%5AV4V,?%R]B9G9*FD&IBK&*@3S3%UU,&@Y76T>$8M>XF^6WC< M^WHVF44\45H"4YP+$\-
M,/;'/(UD]37(:Y52I T+0KZ-CF_^0&P_"&C? M*G.%\/QN0[6WUEV/ON$_&;]=S)]&QS?_(#8?A#1OE3CLWC?[=VMOK)]PGX MS=3N9=MHG;\YXU"Y5FR1.S=SKKV)FHYV29B+?
4XV08I$=)>Z54'D?;4GB7[[M"<#=!M3%$0\==,^L& 8[#,V1D+VN#AE#F@C4Y?.;&L'DBG?I*2VKZPB7P@6TV&XM>W_2LV/=;>S:#1P K4UR$C>W%,\ O\-M M;/HW3F-
G]H3E!)I0;H!WU&5]&QS?_(#8?A#1OE3D:[-XW^W=K;ZR[WWW"?C- MU.YD^C8YO_D!L/PAHWRIQV;QO]N[6WUD^^X3\9NIW,GT;'-_\@-A^$-&^5.. MS>-_MW:V^LGWW"?C-U.YD^C8YO\ Y ;#\
(:-\]<<+E\;_&[M;?63[[A/QFZG M- MW:V^LGWW"?C-U.YD^C8YO_) #\(:-\]< M=F\;_;NUM]9/ON$_&;]=S)]&QS?_" V'X0T;Y4X[-XW^W=K;ZR??<)_W4[MF3Z-CF_^0&P_"&C?*G'90&_V[M;?
63[[A/QFZG_9'_[&VZ>D-9X%)K3:JZB ;=L$C=(\%W,=0X5&'N%VD M>95(.N>%JE5W,8(B)O=M%M\857R?$2G]Z[A]R @.'2>+/%U@#]J]NO,>,_(^35,A&\?M[I!SFC<-
Q%QHVWG)WF.YEN;^Q:*NFB]-O.O;J;VY.:=W5 M(2.V&M,.D;I%1UMJO-S3>%B(=R :_9$F\HGX!X#J/3WK38JX<>E>RM8W0SPCK- -3EQ MKG:R%HI:1N<[2[(-0J3W%,EQ\X4\=.,Y$76VE#:C:B-S-E[_&=0MAN[DJA/ M+<>7,.DB(PR;LF@*HQJ#)NIH'4F.3##%\P[#[*[7N< &\HO>XK? M7^2=_P"7YHR-U;O'4K:W.JNRCQQ!B MR&-5T0QQT 8S<;(8O#4Q:HR7PQ'4.IW1Y2N_!M-ADOO"^,
[[:C6VO>6J_MP@Y?5I51<1XX;O.3IJ>488"ER]K2$W4H75-Q5D)E!5/5(??*82:" ZZ&*(\] M3!,7C-'6TQX&EWX:KHLQ;#!5L\7&X#EHO/U^./(9JLJW<[#[S-W")S)K(+[M7W=)9)0HZ&3524@RG3.4?
2 @ AGP.'8@#0P35]!W,ON+ZR(J)HJ>FWG79(GB M%RJG#HECN.&^"A'"954'+G:^YQ[%5(XE IR2$C#M6(E-U@(#YGB&H^@!$/HS M",5?XMM/E_DX"MA:1VL.:]T50\[:YI2F"QP(,I=[; M6HI)
="F$R\5'R,M92D*!@\08& 1U -1 0#H0;+XU,[0T$]T@#NJ0W9SLAQ;59K);];O*RH$$IG%4VP8'8-#G((&Z5+E9& MYWKALK^Q,1.(:J=/B54!'PD%GL2T$.OYJ_RL%\ DDH@7PR96=C:6$?LK2-K&
[M,YX22>TN7E[M_,. M 9AQ+UO/6O,F$3")A$PB81,(F$3")A$PB81,(F$3")A$PB81,(F$3")A$PB8 M1,(F$3")A$PB81,(F$3")A%\7+=%VW7:.4RK-W2*K=PB?QJBL0R:J9M-!Z3
MIF$!^H.8(!%#F*R"0:C.%K_MOQ.XY;06=*Y[9[15*FVA!F[CTIN';NDWI&3\ MA4WC),(F$3")A$PB81,(F$3")A$PB81,(F$3")A$PB81, M(F$3")A$PB81,(F$3")A$PB81,(F$3")A$PB81,
(F$3")A$PB81,(F$3")A$ MPB81,(F$3")A$PB81,(F$3")A$PBU@W,YK<1]F+>_P!OJV.1NS^W=WBD&#F2 MJMNO$)"3C%O*,T9"-6L7!%4Q$NATS@(> X6*A=IV=Y/<=^0CF> M9[&[T;
<;KNJN@P@<) M4%>[865YGNOO/M/L55T[MO+N)4=LJBK*M(-*QW2;90$.I,/T73AE&E?/U44! M>ND&*QR)Z]1BI&$/0.$S+,T_<6A;A4F+W)HMPKENH$W&KS$3M)5DJLT60:JM52*B!OL9TSE-
H8H@!%YYLJR>X[\A',\SV-WHVXW7=5= M!@YL3>B6F+L:L*WE5'24:M)$CEUC-4WRC%8J0GT XI&T] X6*@KW;"RO.MTM MW=K]D:FM>]WK[5=MJ:W?,HQ>SW&89P4*E(2)S)L&9W[Y1)
KAVH003+KJ80\ M,(M;6OZ-&W2KJ"Y6KR3I-CC)],,>'*8Y6,N@Q<*NH=^9,HG!!T1%8 M2:&Z>D0'"+U?"+@2LI'0<7)3V&ZDY!QI9B8B-:;X>PR$;%'=),BR+ MMI'N5ED60O%R)>8(=('.4-
=1#4L5!7$;\O.+KO= MY0RUT+8F2;JSV%- IN3/PDFB3=0RJ0DZTP(;J -!PE1F6QF%E?,YA#70?]FF M%FF9<%PJ7T&# _T2^U];,$HN I(.B@.AP]'[0GMZ>UFA<5MT0N K+OB>A4OI
M'^UI^W_6YJ7N6P:"L:I8)0OH6)Z _M*7M_UN8+W56W0:L>K9YDH>#@G_,.A M_89H97K/LV+&J7'>+Z'2?H#[[-_; P#5YK[:32MO9,T+&K7FQD$>EXD&FO[T M;#Z-?JZS3\FE;"&,[BQJFX-H*
Z/4? 1_>37ZO^]9J;B6N?N+;V,>A8Q;G]XLQ_\ 8YK\S-I[BS["+0L8ONG="?L9% /Y/8C[/U4,U^:FT]P+ M<6\1W.ZL:KNY>2"/3)M_0/\ S:P_N&:F[GT]P+(MH='=6,5WEOY->F4;>D?^ M:X\?9#_!\T-
Y<:1J"S\K#H[I6+7WOW%)^QEFH?R5&C_R;-?G;C2-06_RD&@Z MRL6MOQN60?5F&@?R1&#[?MMF<9>R'_R2)'T:_P"'9J<1NO.&H+86 M-L=PZRL6MR4W<(/JSS(/Y"AQ]KVV?U(FO38 M&(?
R!##_ ,BS0XG>><-06?D+7S3K*Q" *G>DFO38F :?]GH0?8U_]RS4XI>^ M<-0YEN,.M?-.LK&+-=96+6Y M=[Z$'U;-'!_FW C[?ML,T.+WWG#4.9;##;/S3K/.L4MS&W[(!NFT1H:?]F:^
M/LZ>S'YJ<8O _#AU1S+<879^:=9YUB5>:'(@#TVJ,#_ #7KP^SI[,=FIQG$ M!Y8ZHYED859>:=9YUC%N;/(M:=9YUB%N>.JWF6?M%AYIZQYUB5^?')HG[&Y1(?YGU8> ML>=8I?N+\K4P'IO$-
_1I-2'V_P#).:G:'%1Y8ZK>9;# \./D'K.YUBENY#RT M(/JWN%#Q_P#L>HC[?MQ&:'/%O/;U6\RV&!8;YAZQYUB5^Y7RZ((]-]A T#7 M[Q:>/_GA\T.TF+ ^\;U6\RV& X8?(/6=SK$K]S;F"0/5O\&'B(?
>'31'UX; M-3M+B_Q&]5O,MQ@&&>8>L[G6*6[H',LG6(6[I?,X@^KN' A_^/Z4/L:_Q+FO:C&?B-ZC>9;C9[^_/6= MSK$K=U;FH01 NXL &FG_`>T@?3_ ")FAVIQKXC>HWF6W9W"OAGK.YUBE^[!
MS;('J[CU\/3_ -W='^_H/-#M7C?Q&&]1O,MNSF$_#=UGW+&Q7,D;/$:]P' "0%2.[QC3:]_W@+*SWKD[5"[1NB[$ M(;CRU'39JW".IZFWM4+..ZTG(1\LQ/,H,1.9 %6RZ8J &I#!X9Z5Y3G4W_9*
MI7;XA9;D=,<&=P.1=W"CP292/&!FIGHF>FZ5#'Z>@ RM11?T(,PMTPB_G\\+N'FS'-CG5RK MVOWRW"L>V55K$#OCN1%6BN3E4@CH6:%WCJE>9I3"]OAIB.>01(NU/'"[=/W(MX.9
ABN$R%.!LK3.5L]V7):P;$]UR_\ 'C:F_&W+V7FU=Z:38[/7G*+BIW"K M[8I6*3V_W(420%S'"7)QK=NV=-5#D($RJF@NJW,*!'G5VC,+=:(]RLDQ9> M(W"G>S>VDIHFO4-PU_YB"Z9T'
M"K4J2A1(<0PL$T"JE<#.W=L_RCV/W:Y[_\ D/>]5M0SO3F =V1"<;A9K#9G MLG 1;^YW6\VN$N:Z[1_:+4VCT$R-%'+EZ)SJ+ID(!%,K4"N4K\[:[2;\.N5 MT1O5PK[GW%)7;^ORL6JE%
[N7;%BK#!2K(YU&4G#33%"2C) M!HHHFD=1]J]9.2*)F,0HB0P"(!Z,PMUF3%*MTUY7LI=VBPWVO5U>1V9ND%-@IXC$BA2F26]_'1 Z3H#A9&E6X,PME\S$$
MVOB'^P,+-5Q3M#&_JRA_0'VLQ1*KAGBU#_VT@>'M&]O7-><@MNDN&I!+']"Z8 M>/[4V:F,E9#P%P5*NN?71TB'A^T/]?,&,G=6?:!<-2FN3AH#U /^#4S4PG2L M^U&A<$]#=G_?[8/1_:E?
K^WFOL':0MO;#0N KMP^4$1"2:AX#Z4EO9S'RSM(M61.!N%<%3:R0. Z2K,-1'^TK>SKFORKJYPMOF&Z"N"TM#)']$PQ#_@%_Z>:_
M)NTA9^9;H*X"NRLHIZ)M@' %W'M_7S'R3O."V%VT;A7!4V+ECZZ3L<'I_>SG M^GFIL7GR@LB\;H*X"G'^8/KI8(/TKM77U!]O-?D'^<%GYQOFE8]7CG-*>BQQ M8?7:N_J?
5S7[<_S@MOGF>:5P%>,\ZH/A9HD/^*//Z>:G#7GR@MOGV>:5P%. + MD^7SVZBL_W45O]UC\QW<6/5X/6I3T7FO!]>.DOJ?NOJ9K]EB)R8/66=OGK@YSG,(CX@ :% H!A9&920864PB8 M1,(F$3")A$PB81,
(F$3")A$PB81,(F$3")A$PB81,(F$3") MA$PB81,(F$3")A$PB81,(]@'=P_3DW*_![;CXB0696ASKVU M^V5RP4;G5C?,+=1=(Z3]#^,^>2E_:*Y9D+5V9>]=M_\ 0,V+_!.U_'6VYA9&
M91>]B7[[.1_X/;:_;*Y9DK5N=6-\PMU%CWBOT+9OYPZ#_CSO"P ?^C[3;EX6!G5MW,+=,(J@7\Y;_&#L)^#LC_(T]S(6KE)7_ #?7]!Q;YPY3 M[20F"CGM[_H6\=?F]9_X_(9A9&9 &;D865__9 end EX-
101.SCH 6 talo-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Information link:presentationLink link:definitionLink 100010 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 100020 - Disclosure - Debt - Summary of Detail Comprising Debt and Related Book Values (Details) 2 link:presentationLink link:calculationLink link:definitionLink 100030 - Disclosure - Financial Instruments - Schedule of Fair Value of Derivative Financial Instruments (Details) 2 link:presentationLink link:calculationLink link:definitionLink 100040 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100050 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS link:presentationLink link:definitionLink 100060 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY link:presentationLink link:definitionLink 100070 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS link:presentationLink link:definitionLink 995455 - Disclosure - Organization, Nature of Business and Basis of Presentation link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Acquisitions and Divestitures link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Property, Plant and Equipment link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Financial Instruments link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Equity Method Investments link:presentationLink link:calculationLink link:definitionLink 995515

- Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Asset Retirement Obligations link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Employee Benefits Plans and Share-Based Compensation link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Income (Loss) Per Share link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Related Party Transactions link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Segment Information link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Organization, Nature of Business and Basis of Presentation (Policies) link:presentationLink link:calculationLink link:definitionLink 995615 - 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Disclosure - Segment Information - Reconciliation of Reportable Segment Expenditures (Details) link:presentationLink link:calculationLink link:definitionLink 996175 - Disclosure - Subsequent Events - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink Collaborative Arrangement and Arrangement Other than CollaborativeCollaborative Arrangement and Arrangement Other than Collaborative [Domain]Document Transition ReportDocument Transition ReportExpected volatilityShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility RateSummary of Performance Share Units ActivitySchedule of Nonvested Performance-Based Units Activity [Table Text Block]Pending Litigation [Member]Pending LitigationS P fourty nine pipeline L L C.S P Fourty Nine Pipeline L L C [Member]SP 49 Pipeline LLCNine Point Zero Zero Zero Percentage Second Priority Senior Secured Notes [Member]Nine Point Zero Zero Zero Percentage Second Priority Senior Secured Notes Due February Twenty Twenty Nine Member.9.000% Second Priority Senior Secured Notes due February 2029Other property and equipmentProperty, Plant and Equipment, Other, GrossGeographicalGeographical [Axis]Repayment of Bank Credit FacilityRepayments of Bank DebtShare-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting PeriodFinance Lease, Liability, Current, Statement of Financial Position [Extensible List]Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]Other long-term liabilitiesOther Liabilities, NoncurrentOther Liabilities, Noncurrent, TotalSchedule of Segment Reporting Information, by Segment [Table]Gain Contingencies, Nature [Axis]Restricted Stock UnitsRestricted Stock Units (RSUs) [Member]Amount of payments related to contractual termination benefits provided to current employees involuntarily terminated under a benefit arrangement associated exit or disposal activities pursuant to an authorized plan. Includes payments related to one-time termination benefits.Acquisition Severance PaymentsBenefit paymentsLevel 1Fair Value, Inputs, Level 1 [Member]Business Acquisition, Pro Forma Information, DescriptionPro forma financial informationBasic net income (loss) per common shareBusiness Acquisition, Pro Forma Earnings Per Share, BasicGain (loss) on DivestituresDisposal Group, Not Discontinued Operation, Gain (Loss) on DisposalReceivable Type [Axis]Number of counterparties description.Number of Counterparties DescriptionNumber of counter parties descriptionObligations assumedDecommissioning Obligation AssumedDecommissioning obligation assumedOther current liabilitiesIncrease (Decrease) in Other Current LiabilitiesFair valueShare-based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount, TotalShare-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, AmountValuation Allowance, Deferred Tax Asset, Increase (Decrease), AmountDecrease in valuation allowanceDecrease in valuation allowanceTalos low carbon solutions.Talos Low Carbon Solutions [Member]Talos Low Carbon SolutionsPayments for acquisitions, net of cash acquiredPayments to Acquire Businesses, Net of Cash Acquired, TotalPayments to Acquire Businesses, Net of Cash AcquiredProceeds from (cash paid for) acquisitions, net of cash acquiredProceeds from (cash paid for) acquisitions, net of cash acquiredPurchase price net of cash and cash equivalentsConcentration Risk Type [Axis]Equity Method Investments and Joint Ventures [Abstract]Organization and Nature of Business, Basis of Presentation and ConsolidationOrganization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block]Schedule of Business Acquisitions, by Acquisition [Table]Bank Credit Facility – matures May 2022Bank Credit Facility Matures May Two Thousand Twenty Two [Member]Bank credit facility matures may two thousand twenty two.Price Risk Derivatives [Line Items]Price Risk Derivatives [Line Items]Operating cash outflow from finance leasesFinance Lease, Interest Payment on LiabilitySchedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block]Summary of Allocation of Purchase Price to Assets Acquired and Liabilities AssumedJuly 2024 - September 2024July Two Thousand And Twenty Four To September Two Thousand And Twenty Four [Member]July two thousand and twenty four to september two thousand and twenty four member.Non-cash well equipment transfers.Non-Cash Well Equipment TransfersNon-cash well equipment transfersSecond Priority Senior Secured NotesSecond Priority Senior Secured Notes [Member]Second priority senior secured notes.Net cash received (paid) on settled derivative instrumentsNet Cash Received Paid From Price Risk Management ActivityNet cash received (paid) from price risk management activity.Subsequent EventsSubsequent Events [Text Block]Petroleum Reserves [Axis]Concentration Risk, Credit Risk, Financial Instrument, Maximum ExposureMaximum loss on commodity contractsSummary of Additional Information Related to Financial Instruments Measured at Fair Value on Recurring BasisSchedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]Operating lease liabilitiesOperating Lease, Liability, NoncurrentResults of Operations, Production or Lifting CostsLease operating expenseTreasury stock, at cost; 7,204,380 and 3,400,000 shares as of June 30, 2024 and December 31, 2023, respectivelyCommon stock in treasury; 1,900,000 and no shares outstanding as of September 31, 2023 and December 31, 2022, respectivelyTreasury Stock, Common, ValueCarbon Capture And Sequestration[Member]Carbon capture and sequestration.Carbon Capture and SequestrationCCSWeighted Average Swap PriceDerivative, Swap Type, Average Variable PriceDisposal Groups, Including Discontinued Operations [Table]Nonrecurring Adjustment [Domain]Assets:Assets, Fair Value Disclosure [Abstract]Other long-term liabilitiesFinance Lease, Liability, NoncurrentCoastal Bend CCS LLC [Member]Coastal Bend CCS LLCCoastal bend CCS LLC.May two thousand and twenty four to december two thousand twenty four production.May Two Thousand And Twenty Four To December Two Thousand Twenty Four Production [Member]May 2024 - December 2024Employee Severance [Member]Employee SeveranceGain Loss On Derivative Instruments Unrealized ComponentGain Loss on Derivative Instruments Unrealized Component MemberGain loss on derivative instruments unrealized component member.Capital CarryCapital carry.Capital CarryLoss Contingency Accrual, ProvisionAdditionsRelated Party Transactions [Abstract]Balance Sheet Location [Axis]Loss Contingency Accrual, Disclosures [Abstract]Current assetsTotal current assetsAssets, CurrentVesting [Domain]Total liabilities and stockholders' equityLiabilities and EquityEntity Address, State or ProvinceEntity Address, State or ProvinceLitigation Case [Domain]Base purchase price before adjustments.Base Purchase Price Before AdjustmentsBase purchase price before adjustmentsTransaction [Domain]Proved propertiesCapitalized Costs, Proved PropertiesPercentage of non operated working interest acquired.Percentage Of Non Operated Working Interest AcquiredPercentage of non-operated working interest acquiredStock Issued During Period, Value, New IssuesIssuance of common stockLong-term portion at June 30, 2024Acquisition severance liability noncurrent.Acquisition Severance Liability NoncurrentSupplier [Domain]Business Acquisition, Effective Date of AcquisitionDate of acquisitionBusiness acquisition, effective dateOil and Natural Gas DerivativesOil And Natural Gas Derivatives [Member]Oil and natural gas derivatives.Trading SymbolTrading SymbolDebt Instrument, Redemption, Period [Axis]Balance, Shares BCommon stock, shares issuedCommon Stock, Shares, IssuedCommon Stock, Shares, Issued, TotalBalance, SharesDiluted net income (loss) per common shareBusiness Acquisition, Pro Forma Earnings Per Share, DilutedFinancial Instruments [Abstract]Financial instruments.Compensation and Employee Benefit Plans [Text Block]Employee Benefits Plans and Share-Based CompensationConsolidated Entities [Domain]Finance Lease, Liability, Noncurrent, Statement of Financial Position [Extensible List]Finance Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration]Related party receivableAccounts Receivable, after Allowance for Credit LossAccounts Receivable, after Allowance for Credit Loss, TotalNumber of counterpartiesNumber Of CounterpartiesNumber of counterparties.Proceeds from (cash paid for) sale of property and equipment, netPayments For Sale Of Property And Equipment NetPayments For Sale Of Property And Equipment NetDebt Instrument [Table]Schedule of Long-Term Debt Instruments [Table]Litigation Settlement, Amount Awarded to Other PartyLitigation settlement, amount awarded to other partyQuarterNorth Energy, Inc. [Member]QuarterNorth Energy, Inc. [Member]QuarterNorthLess: current portion of long-term debtLess: current portion of long-term debtLong-Term Debt, Current MaturitiesLong-term Debt, Current Maturities, TotalCurrent portion of long-term debtCurrent portion of long-term debtEntity Listings, ExchangeEntity Listings, Exchange [Axis]Weighted Average Put PriceDerivative Weighted Average Strike Price Put OptionsDerivative Weighted Average Strike Price Put Options.Non-cash income tax benefit.Non-cash Income Tax BenefitNon-cash benefit discrete itemEquity Method Investments [Table Text Block]Schedule of Equity Method InvestmentsEntity Address, City or TownEntity Address, City or TownRelated Party Transaction [Line Items]Related Party Transaction [Line Items]January 2025 - December 2025January Two Thousand And Twenty Five To December Two Thousand And Twenty Five [Member]January two thousand and twenty five to december two thousand and twenty five member.Total Energies E P U S A Inc.Total Energies E P U S A Inc [Member]TotalEnergies E&P USA, IncExchangeExchange [Domain]DebtDebt Disclosure [Text Block]January 2024 - March 2024January Two Thousand And Twenty Four To March Two Thousand And Twenty Four [Member]January two thousand and twenty four to march two thousand and twenty four member.Disposal Group Name [Axis]Subsequent EventSubsequent Event [Member]Subsequent Event Type [Axis]Slim family.Slim Family [Member]Slim FamilyDerivative, Swap Type, Average Fixed PriceSwap PricePayments of finance leaseFinancing cash outflow from finance leasesFinance Lease, Principal PaymentsEquity Interest Issued or Issuable, Type [Domain]Fair value of asset retirement obligations assumed in acquisitionFair Value Of Asset Retirement Obligations AssumedObligations assumedAdditional Paid-in CapitalAdditional Paid-in Capital [Member]Business Acquisition, Pro Forma RevenueBusiness Acquisition, Pro Forma RevenueBusiness Acquisition, Pro Forma RevenueDivestiture expense exclude severance costDivestiture Expense Exclude Severance CostDivestiture expense excludes severance costProperty and equipment:Property, Plant and Equipment, Net [Abstract]Natural GasNatural Gas, Production [Member]Current liabilities:Liabilities, Current [Abstract]Talos Energy MexicoTalos Energy Mexico member.Talos Energy Mexico [Member]Talos Energy Mexico 7, S. de R.L. de C.V. ("Talos Mexico")Current assets:Assets, Current [Abstract]Counterparty Name [Axis]Preferred stock,

par valuePreferred Stock, Par or Stated Value Per ShareStatement of Stockholders' Equity [Abstract]Current portion of operating lease liabilitiesOperating Lease, Liability, CurrentRevenuesRevenues from External CustomersRevenue from Contract with Customer, Including Assessed TaxSchedule of Noncash or Part Noncash Acquisitions [Table Text Block]Summary of Purchase PriceTerm Benchmark Loans accrue interest based on an adjusted term secured overnight financing rate (SOFR) plus an applicable margin. RFR Loans accrue interest based on an adjusted daily simple SOFR plus an applicable margin.Term Benchmark Loans and RFR Loans [Member]Gain (Loss) Related to Litigation SettlementGain (Loss) Related to Litigation Settlement, TotalGain (Loss) Related to Litigation Settlement, TotalDebt instrument maturity dateSenior notes, maturity dateDebt Instrument, Maturity DateAcquisition Severance Costs [Line Items]Acquisition Severance Costs [Line Items]Carrying AmountLong-Term DebtTotal debtDerivative ContractDerivative Contract [Domain]Total property and equipment, netProperty, Plant and Equipment, NetProperty, Plant and Equipment, Net, Beginning BalanceProperty, Plant and Equipment, Net, Ending BalanceClass of StockClass of Stock [Domain]Schedule of Price Risk Derivatives [Table Text Block]Schedule of Fair Value of Derivative Financial InstrumentsCurrent statutory rateU.S. Federal statutory rateEffective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, PercentScenario [Domain]Collaborative Arrangement and Arrangement Other than CollaborativeCollaborative Arrangement and Arrangement Other than Collaborative [Axis]Treasury Stock, Common, SharesTreasury stock, common, sharesBalance, SharesBalance, SharesEntity Central Index KeyEntity Central Index KeyOther current liabilitiesFinance Lease, Liability, CurrentPlan NamePlan Name [Domain]Other current assetsIncrease (Decrease) in Other Current AssetsCME SWAPS MARKETS (NYMEX) [Member]Price Risk Derivatives [Abstract]Restricted cash included in Other long term assetsRestricted Cash, NoncurrentRestricted cashLoss (gain) on sale of assetsGain (Loss) on Disposition of Property Plant Equipment, Excluding Oil and Gas Property and Timber PropertyLess: Current portion at June 30, 2024Less: Current portion at Sep 30, 2021Asset Retirement Obligation, Current, Beginning BalanceAsset Retirement Obligation, Current, Ending BalanceCurrent portion of asset retirement obligationsAsset Retirement Obligation, CurrentCurrent portion of asset retirement obligationsBusiness Combination, Consideration Transferred, Equity Interests Issued and IssuableCommon stock valueCommon stock valuePreferred stock, shares outstandingBalance, sharesBalance, sharesPreferred Stock, Shares OutstandingEnergyEnergy [Domain]Beneficial Owner [Member]Beneficial OwnerTotal current liabilitiesLiabilities, CurrentEntity Tax Identification NumberEntity Tax Identification NumberNet income (loss) before income taxesIncome (loss) before income taxesEquity in the Net Income of Investees Accounted for by the Equity MethodIncome (Loss) from Continuing Operations before Income Taxes, Noncontrolling InterestFinancing Receivable, after Allowance for Credit Loss, Noncurrent, TotalFinancing Receivable, after Allowance for Credit Loss, NoncurrentNotes receivable, netChanges in operating assets and liabilities:Increase (Decrease) in Operating Capital [Abstract]Line of Credit Facility, DescriptionBank credit facility, descriptionAccrued LiabilitiesAccrued Liabilities [Member]Payments of Debt Issuance CostsAdvisory feeDebt issuance costsValuation Allowance, Deferred Tax Asset, Explanation of ChangeValuation allowance, deferred tax asset, explanation of changeFinancial InstrumentsFinancial Instruments [Domain]Award DateAward Date [Domain]Change in capital expenditures included in accounts payable and accrued liabilities.Change In Capital Expenditures Included In Accounts Payable And Accrued LiabilitiesChange in capital expenditures included in accounts payable and accrued liabilitiesInvestment, Name [Axis]Financing Receivable [Member]Financing ReceivablePlan NamePlan Name [Axis]Business Combination, Separately Recognized Transactions, Additional Disclosures, Acquisition CostsCumulative transaction related costsBusiness Combination, Separately Recognized Transactions [Domain]Derivative InstrumentDerivative Instrument [Axis]Eleven point seven five percent notes.Eleven Point Seven Five Percent Notes [Member]11.75% notesGeographicalGeographical [Domain]Total AssetsAssetsTotal assetsAssetsUSUNITED STATESOperating lease assetsOperating Lease, Right-of-Use AssetGain loss on derecognition of assetsGain Loss On Derecognition Of AssetsGain loss on derecognition of assets.Eleven point seven five percentage senior secured notes due two thousand twenty six.11.75% Senior Secured Second Notes Due 2026Eleven Point Seven Five Percentage Senior Secured Notes Due Two Thousand Twenty Six [Member]Entity Registrant NameEntity Registrant NameDebt Issuance Costs, Net, TotalDebt Issuance Costs, NetCarrying AmountCarrying AmountRelated PartyRelated Party, Type [Domain]Additionstolong-livedassets.AdditionstoLong-LivedAssetsSegment ExpendituresEquity Interest Type [Axis]Accumulated deficitRetained Earnings (Accumulated Deficit)Retained Earnings (Accumulated Deficit), TotalRetained Earnings (Accumulated Deficit), Beginning BalanceRetained Earnings (Accumulated Deficit), Ending BalanceDerivative, Floor PriceFloor PriceGain Loss On Derivative Instruments Realized ComponentGain Loss on Derivative Instruments Realized Component MemberGain loss on derivative instruments realized component member.Summary of Restricted Stock Units ActivityNonvested Restricted Stock Shares Activity [Table Text Block]Accumulated DeficitRetained Earnings [Member]Class of Stock [Axis]Class of StockUnvested beginning of the periodUnvested end of the periodShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, NumberUnvested RSUsUnvestedMinimumMinimum [Member]Contingent Convertible Preferred Stock [Member]Contingent Convertible Preferred StockTotal revenuesTotal revenuesRevenuesRevenues from External CustomersDerivative Instruments and Hedging Activities Disclosure [Abstract]Total operating lease liabilitiesTotal operating lease liabilitiesOperating Lease, LiabilitySeverance CostsSeverance expenseForecast [Member]ForecastLiabilities:Liabilities, Fair Value Disclosure [Abstract]Total finance lease liabilitiesTotal finance lease liabilitiesFinance LeasesFinance Lease, LiabilityEquity ComponentEquity Component [Domain]Segments [Axis]Liabilities from price risk management activitiesDerivative Liability, CurrentOther Nonoperating Income (Expense) [Member]Other Nonoperating Income (Expense)Amortization of deferred financing costs and original issue discountAmortization of Debt Issuance Costs and DiscountsAmortization of Debt Issuance Costs and Discounts, TotalShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions and Methodology [Abstract]Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, NetDebt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net, TotalUnamortized discount, premium and deferred financing cost, netMeasurement FrequencyMeasurement Frequency [Axis]Variable and fixed sublease incomeVariable and fixed sublease incomeSublease IncomeDeferred Premium PriceThe deferred premium on the price risk option contract such as a put option or a call option.Derivative Price Risk Option Deferred PremiumDeferred Premium PriceDebt Disclosure [Abstract]Loss (gain) on sale of businessGain (Loss) on Disposition of BusinessNatural Gas [Member]Gas (MMcf)Equity-based compensation tax withholdingsEquity-based compensation tax withholdingsShare-Based Payment Arrangement, Decrease for Tax Withholding ObligationObligations incurredAsset Retirement Obligation, Liabilities IncurredEntity Current Reporting StatusEntity Current Reporting StatusProceeds from (Payments for) Other Financing ActivitiesOther deferred paymentsDeferred paymentsCommon stock, shares authorizedCommon Stock, Shares AuthorizedFair Value By Balance Sheet Grouping [Table]Fair Value, by Balance Sheet Grouping [Table]Instrument TypeDerivative, Type of InstrumentFair ValueLong-Term Debt, Fair ValueEleven point seven five percent senior secured second lien notes due april two thousand twenty six.Eleven Point Seven Five Percent Senior Secured Second Lien Notes Due April Two Thousand Twenty Six [Member]11.75% Senior Secured Second Lien Notes due April 202611.75% Senior Secured Second Lien NotesASSETSAssets [Abstract]Proceeds from Issuance of Common StockIssuance of common stock12.00% Second-Priority Senior Secured Notes - due January 202612.00% Second-Priority Senior Secured NotesTwelve Percent Second Priority Senior Secured Notes Due January Two Thousand Twenty Six [Member]Twelve percent second priority senior secured notes due January two thousand twenty six.Net cash paid on settled derivative instrumentsNet cash paid on settled derivative instrumentsNet cash (received) paid on settled derivative instrumentsSeries A Convertible Preferred StockConvertible Preferred Stock [Member]Common stock; $0.01 par value; 270,000,000 shares authorized; 187,339,187 and 127,480,361 shares issued as of June 30, 2024 and December 31, 2023, respectivelyCommon Stock, Value, IssuedCommon Stock, Value, Issued, TotalCommon Stock, Value, Issued, Beginning BalanceCommon Stock, Value, Issued, Ending BalanceInvestment in CCS intangibles and equity method investeesCarbon capture sequestration intangibles and equity method investments expenditures.Carbon Capture Sequestration Intangibles And Equity Method Investments ExpendituresInvestment in CCS intangibles and equity method investeesGain loss on derecognition of assetsDeconsolidation, Gain (Loss), AmountRegistration Payment Arrangement by Arrangement [Axis]Transaction and other (income) expensesTransaction and other (income) expensesTransaction and other income (expenses)Summary of Assumptions Used to Calculate the Grant Date Fair Value of PSUs GrantedTabular disclosure of the significant assumptions used to estimate the fair value of performance shares, including, but not limited to: (a) expected term, (b) expected volatility, (c) expected dividends, and (d) risk-free rate(s).Summary of Assumptions Used to Calculate the Grant Date Fair Value of TSR PSUs GrantedTlcsDivestitureMemberTLCS Divestiture [Member]TLCS DivestitureAccrued Liabilities, Current, TotalAccrued liabilitiesAccrued Liabilities, CurrentVinson & Elkins L.L.P.Vinson Elkins L L P [Member]Law firm engaged to provide legal services.Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and EquivalentsCash and cash equivalentsCurrent Fiscal Year End DateCurrent Fiscal Year End DateEquity-based compensation expenseShare-Based Payment Arrangement, Noncash ExpenseShare-based Payment Arrangement, Noncash Expense, TotalOperating income (expense)Operating Income (Loss)Net operating losses (NOLs)Aggregate shares issuedTalos Conversion StockShares of Talos common stockCash considerationBusiness Combination, Consideration TransferredTotal purchase priceIncome tax benefit (expense)Income tax expenseIncome Tax Expense (Benefit)Income Tax Expense (Benefit), TotalIncome tax benefit (expense)Income tax expenseCommodity ContractCommodity Contract [Member]Position [Axis]TLCS.TLCS [Member]TLCSIssuance of common stock for acquisitionsStock Issued During Period, Shares, AcquisitionsIssuance of common stock for acquisitions, SharesUnweighted average first day of month commodity price for crude oil for prior twelve months.Unweighted Average First Day Of Month Commodity Price For Crude Oil For Prior Twelve MonthUnweighted average first day of month commodity price for crude oil for prior twelve monthsNon-cash equity-based compensation expenseTotal share-based compensation expense, netShare-Based Payment Arrangement, ExpenseTotal share-based compensation expenseNon-cash equity-based compensation expenseEmployee stock awards tax withholdingsPayment, Tax Withholding, Share-Based Payment ArrangementPayments Related To Tax Withholding For Share Based Compensation, TotalGross amounts not offset on the balance sheetGross amounts not offset on the balance sheetDerivative Liability, Subject to Master Netting Arrangement, Deduction of Financial Instrument Not OffsetEnergyEnergy [Axis]Concentration Risk [Line Items]Assets and Liabilities, Lessee [Abstract]Taxes Payable, Current, TotalTaxes Payable, CurrentIncome tax payable currentSchedule of Segment Reporting Information, by Segment [Table Text Block]Summary of Information by Business SegmentSegment Reporting, No Asset Information [true false]Segment reporting, no asset information [true false]Disposal Group Name [Domain]QuarterNorth Acquisition.QuarterNorth Acquisition [Member]Quarter North AcquisitionCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract]Cash, cash equivalents and restricted cash:Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]Debt Instrument, Face AmountDebt instrument, face amountMonument ProjectMonument Project [Member]Monument Project.Talos Energy LLC.Talos Energy LLC [Member]Talos Energy LLCOil [Member]Oil (MBbls)Other income (expense)Other Nonoperating Income (Expense)Other expense (income)Other income (expense)Other Nonoperating Income (Expense), TotalChanges in estimateAsset Retirement Obligation, Revision of EstimateOperating expenses:Operating Expenses [Abstract]Business combination separately recognized transactions settlement of pre existing relationshipBusiness Combination Separately Recognized Transactions Settlement Of Pre Existing RelationshipSettlement of preexisting relationshipObligations divestedObligations divestedAmount of asset retirement obligations disposed of during the period. Obligation was transferred to third parties associated with the sale of a long-lived asset.Asset Retirement Obligations DivestedLong-term Debt, TypeLong-Term Debt, Type [Domain]Loss Contingency, Accrual, CurrentLess: Current portionDerivative, short put price.Derivative, Short Put PriceShort Put PriceSubsequent Events [Abstract]Derivative Instruments and Hedging Activities Disclosures [Table]Commitments and Contingencies Disclosure [Abstract]Other Assets, Noncurrent, TotalOther assetsOther Assets, NoncurrentInterest paid, net of amounts capitalizedInterest Paid, Excluding Capitalized Interest, Operating ActivitiesDerivative [Line Items]Derivative [Line Items]Stockholders' equity:Equity, Attributable to Parent [Abstract]Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]Schedule of Asset Retirement ObligationsSchedule of Asset Retirement Obligations [Table Text Block]Components of Lease CostsLease, Cost [Table Text Block]Secured Debt [Member]Secured DebtLoss Contingency Nature [Axis]Line of credit facility maximum borrowing capacityLine of Credit Facility, Maximum Borrowing CapacitySchedule of acquisition severance costs.Schedule of Acquisition Severance Costs [Table Text Block]Schedule of Acquisition Severance CostsEquity Method Investment, Difference Between Carrying Amount and Underlying EquityEquity method investment, basis differenceSupplemental Cash Flow Information Related to LeasesSchedule of Cash Flow, Supplemental Disclosures [Table Text Block]Net income (loss) per common share:Earnings Per Share [Abstract]Loss Contingencies [Table]Loss Contingencies [Table]Litigation Case [Axis]Weighted average interest rateDebt, Weighted Average Interest RateInvestment, Name [Domain]Deferred Tax Liabilities, Net, TotalDeferred Tax Liabilities, NetDeferred tax liabilitiesSegments [Domain]Other.OtherOtherAsset Retirement Obligation Disclosure [Abstract]Total expenditures for long-lived assets additions other than financial instruments, long-term customer relationships of a financial institution, mortgage and other servicing rights, deferred policy acquisition costs, and deferred tax assets of the reportable segment; if the amount: (a) is included in the determination of segment assets reviewed by the chief operating decision maker or (b) is otherwise regularly provided to the chief operating decision maker, even if not included in the determination of segment assets.NoncurrentAssetAdditionsSegment ExpendituresScenario [Axis]Share Based Compensation Arrangement By Share Based Payment Award [Line Items]Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]Three-way collar contracts.Three-Way Collar Contracts [Member]Three-Way Collar ContractsBusiness Acquisition, Pro Forma Information [Table Text Block]Supplemental Proforma InformationNine percent second priority senior secured notes due february two thousand twenty nine.Nine Percent Second Priority Senior Secured Notes Due February Two Thousand Twenty Nine [Member]9.000% Second-Priority Senior Secured Notes - due February 2029Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, NetAllocated purchase priceThe unweighted average first-day-of-the-month commodity price for crude oil or natural gas for each month within the 12-month period prior to the end of the reporting period, adjusted by lease for market differentials (quality, transportation, fees, energy content, and regional price differentials). The SEC provides a complete definition of prices in “Modernization of Oil and Gas Reporting” (Final Rule, Release Nos. 33-8995; 34-59192).Unweighted Average First Day of Month Commodity Price for Prior Twelve MonthsSEC pricingAcquisition-related Costs [Member]Acquisition-related CostsLong-Term Purchase Commitment [Table]One-time Termination Benefits [Member]One-time Termination Benefits [Member]Cash Flow, Operating Activities, Lessee [Abstract]BasicEarnings Per Share, BasicEarnings Per Share, Basic, TotalCommitments and Contingencies (Note 13)Commitments and ContingenciesBasis of presentation and schedule of accounting policy.Basis Of Presentation And Schedule Of Accounting Policy [Line Items]Basis Of Presentation And Schedule Of Accounting Policy [Line Items]Mergers, Acquisitions and Dispositions Disclosures [Text Block]Acquisitions and DivestituresPrice risk management activities (income) expensePrice risk management activities income (expense)Gain (Loss) from Price Risk Management ActivityPrice risk management activities income (expense)Derivative fair value gain (loss)Business Combinations [Abstract]Business Combination, Acquisition Related CostsAcquisition, transaction related costIncome Statement [Abstract]RevenueBusiness Combination, Pro Forma Information, Revenue of Acquiree since Acquisition Date, ActualRevenueSecondary Offering ExpensesSecondary Offering Expenses [Member]Secondary offering expenses.Repayments of Senior DebtRepayments of Senior Debt, TotalRedemption of senior notesEnVen Energy CorporationEnVen Energy Corporation [Member]EnVen energy corporation.Related PartyRelated Party, Type [Axis]Performance Shares [Member]Performance Share UnitsOperating lease cost, excluding short-term leasesOperating Lease, CostOperating lease cost, excluding short-term leasesShort-term operating lease costsShort-Term Lease, CostShort-term lease costShort-term lease costInterest rate based on the one-month Secured Overnight Financing Rate (SOFR) plus an applicable spread.One Month Adjusted Term Secured Overnight Financing Rate [Member]Insurance recovery proceedsProceeds From Insurance SettlementProceeds from insurance settlement.Restructuring Type [Axis]Statistical MeasurementStatistical Measurement [Domain]Loss Contingencies [Line Items]Loss Contingencies [Line Items]Net cash provided by (used in) operating activitiesNet Cash Provided by (Used in) Operating ActivitiesApril two thousand and twenty three to december two thousand and twenty three.April Two Thousand And Twenty Three To December Two Thousand And Twenty Three [Member]April 2023 - December 2023Nine point three seven five percent senior secured notes due february two thousand thirty one.Nine Point Three Seven Five Percent Senior Secured Notes Due February Two Thousand Thirty One [Member]9.375% Second-Priority Senior Secured Notes - due February 2031Document Period End DateDocument Period End DateStatistical MeasurementStatistical Measurement [Axis]Commitments and ContingenciesCommitments and Contingencies Disclosure [Text Block]Operating cash outflow from operating leasesOperating Lease, PaymentsFinance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]Earnings Per Share, DilutedEarnings Per Share, Diluted, TotalDilutedProduct and ServiceProduct and Service [Domain]Business Combination, Separately Recognized Transactions [Axis]Lease, Cost [Abstract]January 2025 - September 2025January Two Thousand And Twenty Five To September Two Thousand And Twenty Five [Member]January two thousand and twenty five to september two thousand and twenty five member.Joint interest, netOil and Gas Joint Interest Billing Receivables, CurrentStone Energy CorporationStone Energy Corporation [Member]Stone energy corporation.The number of equity-based payment instruments, excluding stock (or unit)

options, that were cancelled during the reporting period.CancelledShareBasedCompensationArrangementByShare Based Payment Award Equity Instruments Other Than Options Cancelled In Period1Asset Acquisition [Axis]Franklin Advisers, Inc. and MacKay Shields LLCFranklin Advisers Inc And Mac Kay Shields L L C [Member]Franklin Advisers, Inc. and MacKay Shields LLC.Debt Instrument, NameDebt Instrument, Name [Domain]Derivative, Nonmonetary Notional Amount, VolumeVolumesCapitalized Costs of Unproved Properties Excluded from Amortization, CumulativeCapitalized Costs of Unproved Properties Excluded from Amortization, Cumulative, TotalUnproved properties, not subject to amortizationOil and natural gas derivativesOil and natural gas derivativesNet AmountsDerivative LiabilityFair Value Hierarchy and NAVFair Value Hierarchy and NAV [Domain]Liabilities from price risk management activitiesDerivative Liability, NoncurrentLoss Contingency, Nature [Domain]Fair Value on Recurring BasisFair Value, Recurring [Member]Pro FormaPro Forma [Member]Other Commitments [Domain]Decommissioning ObligationsDecommissioning ObligationsLoss Contingency, Loss in PeriodAdditional Paid in Capital, Common StockAdditional paid-in capitalAdditional Paid in Capital, Common Stock, Beginning BalanceAdditional Paid in Capital, Common Stock, Ending Balance11.00% Second-Priority Senior Secured Notes – due April 2022Eleven Percent Second Priority Senior Secured Notes Due April Two Thousand Twenty Two [Member]Eleven percent second priority senior secured notes due April two thousand twenty two.Segment Reconciling Items [Member]Segment Reconciling Items [Member]Less: Current portion at June 30, 2024Acquisition severance liability current.Acquisition Severance Liability CurrentTalos Mexico [Member]Talos MexicoTalos Mexico [Member]Payments for Repurchase of Common StockPurchase of treasury stockPurchase of treasury stockAsset Retirement Obligation Disclosure [Text Block]Asset Retirement ObligationsLIABILITIES AND STOCKHOLDERS' EQUITYLiabilities and Equity [Abstract]Operating Lease, Liability, Current, Statement of Financial Position [Extensible List]Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal, Statement of Income or Comprehensive Income [Extensible Enumeration]Issuance of common stock for acquisitionsStock Issued During Period, Value, AcquisitionsEntity Address, Postal Zip CodeEntity Address, Postal Zip CodeEntity Interactive Data CurrentEntity Interactive Data CurrentDebt Instrument Redemption [Table]Interest rate equal to the term Secured Overnight Financing Rate (SOFR) for each applicable tenor (e.g., one-month, three-months, six-months, and twelve-months) plus an applicable spread.Adjusted Term Secured Overnight Financing Rate MemberBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, OtherOther current liabilitiesOil and Gas Property [Abstract]Increase (Decrease) in Accounts Payable, TotalAccounts payableIncrease (Decrease) in Accounts PayableILX and CastexI L X And Castex [Member]ILX and Castex.Credit FacilityCredit Facility [Domain]Nine Point Three Seven Five Percentage Second Priority Senior Secured Notes [Member]Nine Point Three Seven Five Percentage Second Priority Senior Secured Notes Due February Twenty Thirty One Member.9.375% Second Priority Senior Secured Notes due February 2031Unrecorded Unconditional Purchase Obligation by Category of Item Purchased [Axis]Interest rate equal to the overnight Secured Overnight Financing Rate (SOFR) plus an applicable spread.Adjusted Daily Simple Secured Overnight Financing Rate[Member]GrantedUnvested restricted stock units and award, grantedShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in PeriodNet income (loss)Business Acquisition, Pro Forma Net Income (Loss)Supplemental pro forma earningsSenior NotesSenior Notes [Member]Write-down of oil and natural gas propertiesImpairment of Oil and Gas PropertiesFair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Abstract]Third Party [Member]Third party.Debt Instrument, Payment TermsDebt instrument payment termsEntity Incorporation, State or Country CodeEntity Incorporation, State or Country CodeBayou Bend CCS LLC [Member]Bayou Bend CCS LLC [Member]Bayou Bend CCS LLC12.00% Second-Priority Senior Secured Notes - due January 202612.00% Second-Priority Senior Secured NotesTwelve Point Zero Zero Percentage Second Priority Senior Secured Notes [Member]Twelve Point Zero Zero Percentage Second Priority Senior Secured Notes [Member]Equity ComponentsEquity Components [Axis]Unweighted average first day of month commodity price for crude oil for prior twelve monthsUnweighted Average First Day Of Month Commodity Price For Crude Oil For Prior Twelve MonthsUnweighted average first day of month commodity price for crude oil for prior twelve months.Increase (Decrease) in Accounts ReceivableAccounts receivableCounterparty Risk Diversification [Member]Mitigation strategy employed to diversify risk amongst several counter-parties that are also party of lending syndicate to minimize the impact of unforeseen events.Counterparty Risk DiversificationOther Segments [Member]All OtherDebt Instrument Redemption [Table Text Block]Summary of Redemption Prices of 9.000% and 9.375% NotesPayments to Acquire Businesses, GrossCash considerationBusiness Acquisition, Date of Acquisition AgreementBusiness Acquisition, Date of Acquisition AgreementSchedule of Equity Method Investments [Table]TALOenven energy corporation.Enven Energy Corporation [Member]TALOEnven Energy CorporationSecured Long-Term Debt, NoncurrentCarrying AmountUnvested weighted average grant date fair value, vestedShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair ValueLocal Phone NumberLocal Phone NumberProperty, Plant and Equipment [Line Items]Property, Plant and Equipment [Line Items]Schedule of Right-of-Use ("ROU") Asset and Lease Liability, Adjusted for Initial Direct Costs and IncentivesSchedule of supplemental balance sheet information related to leases.Schedule Of Supplemental Balance Sheet Information Related To Leases Table [Text Block]Debt instrument redemption period two.Debt Instruments Redemption Period Two [Member]Debt Instrument, Redemption, Period TwoSchedule of Equity Method Investments [Line Items]Statement of Cash Flows [Abstract]Unweighted average first day of month commodity price for natural gas for prior twelve monthsUnweighted Average First Day Of Month Commodity Price For Natural Gas For Prior Twelve MonthsUnweighted average first day of month commodity price for natural gas for prior twelve months.Price Risk Derivative [Member]Price Risk DerivativeAsset retirement obligations at June 30, 2024Asset Retirement ObligationAsset Retirement Obligation, TotalAsset retirement obligations at December 31, 2023Storegga [Member]Storegga member.Amount of expenses related to contractual termination benefits provided to current employees involuntarily terminated under a benefit arrangement associated exit or disposal activities pursuant to an authorized plan. Includes expenses related to one-time termination benefits.Acquisition Severance CostsAccrual additionsAquisition severance costOrganization, Consolidation and Presentation of Financial Statements [Abstract]Segment Reporting Information [Line Items]Price Risk Derivatives [Table]Price Risk Derivatives [Table]Less: Amounts capitalized to oil and gas propertiesLess: Amounts capitalized to oil and gas propertiesShare-Based Payment Arrangement, Amount CapitalizedCommon stock, par valueCommon Stock, Par or Stated Value Per ShareDebt instrument, interest rate, stated percentageDebt instrument interest rateDebt Instrument, Interest Rate, Stated PercentageShare-Based Compensation authorized to grantShare-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares AuthorizedSchedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table]Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]MaximumMaximum [Member]NYMEX Henry HubN Y M E X Henry Hub [Member]NYMEX Henry Hub.Consolidation Items [Domain]Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block]Organization, Nature of Business and Basis of PresentationOil And Natural Gas SwapsOil and Natural Gas DerivativesOil And Natural Gas Swaps [Member]Oil and natural gas swaps.Other long-term assets:Other Assets, Noncurrent [Abstract]January 2025 - June 2025January Two Thousand And Twenty Five To June Two Thousand And Twenty Five [Member]January two thousand and twenty five to june two thousand and twenty five member.Level 3Fair Value, Inputs, Level 3 [Member]APIC, Share-Based Payment Arrangement, Increase for Cost RecognitionAPIC, Share-based Payment Arrangement, Increase for Cost Recognition, TotalEquity based compensationEnVen's11.75% Senior Secured Second Notes Due 2026EnVen Eleven Point Seven Five Percent Senior Secured Notes Due Two Thousand Twenty Six [Member]EnVen Eleven Point Seven Five Percent Senior Secured Notes Due Two Thousand Twenty Six [Member]11.75% Senior Secured Second Lien Notes - due April 2026Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table]Fair Value, Recurring and Nonrecurring [Table]Ownership [Domain]Net increase (decrease) in cash, cash equivalents and restricted cashCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate EffectGeneral and Administrative Expense [Member]General and Administrative ExpenseInterest Expense [Member]Interest ExpenseBank credit facility matures march two thousand twenty seven.Bank Credit Facility Matures March Two Thousand Twenty Seven [Member]Bank Credit Facility - matures March 2027Operating Segments [Member]Operating SegmentsDunwoody.Dunwoody [Member]DunwoodyAugust 2024 - December 2024August Two Thousand And Twenty Four To December Two Thousand And Twenty Four [Member]August Two Thousand And Twenty Four To December Two Thousand And Twenty Four MemberSegment Reporting Disclosure [Text Block]Segment InformationCity Area CodeCity Area CodeCash flows from operating activities:Net Cash Provided by (Used in) Operating Activities [Abstract]Consolidation Items [Axis]Weighted Average Call PriceDerivative Weighted Average Strike Price Call OptionsDerivative Weighted Average Strike Price Call Options.Judicial Ruling [Member]Judicial rulingSegment, Reconciliation of Other Items from Segments to Consolidated [Table Text Block]Reconciliation of Reportable Segment ExpendituresNatural GasNatural Gas and Natural Gas Liquids [Member]Letter of Credit [Member]Letter of CreditBusiness Acquisition [Line Items]Nonrelated Party [Member]Accumulated depreciation, depletion and amortizationAccumulated Depreciation, Depletion and Amortization, Property, Plant, and EquipmentAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, TotalGeneral and administrative expenseGeneral and Administrative ExpenseGeneral and Administrative Expense, TotalGeneral and Administrative ExpenseGeneral and administrative expenseBainBain Capital, LP [Member]Bain Capital, LP MemberBain Capital LPWeighted average common shares outstanding — basicBasicWeighted Average Number of Shares Outstanding, BasicWeighted Average Number of Shares Outstanding, Basic, TotalWeighted Average Swap PriceDerivative, Swap Type, Fixed PriceInvestment in Talos MexicoContributions to equity method investeesInvestment in Equity Method InvesteesPayments to Acquire Equity Method InvestmentsCash flows from financing activities:Net Cash Provided by (Used in) Financing Activities [Abstract]Debt Instrument, Redemption Price, Percentage of Principal Amount RedeemedPercentage of principal amount redeemedGain (loss) on extinguishment of debtGain (Loss) on Extinguishment of Debt, TotalGain (Loss) on Extinguishment of DebtLoss on extinguishment of debtLoss (gain) on extinguishment of debtStatement [Table]Statement [Table]Short [Member]ShortSchedule of Related Party Transactions, by Related Party [Table]Schedule Of Related Party Transactions By Related Party [Table]Amount of purchase price adjustmentsAsset Acquisition, Consideration TransferredAsset Acquisition, Consideration Transferred, TotalDocument Fiscal Period FocusDocument Fiscal Period FocusEquity method investment (income) expenseEquity in the Net Income (Loss) of Investees Accounted for by the Equity MethodIncome (Loss) from Equity Method InvestmentsIncome (Loss) from Equity Method Investments, TotalEquity method investment income (expense)Production taxesProduction Tax ExpenseFinancial InstrumentsFinancial Instruments Disclosure [Text Block]Related Party TransactionsRelated Party Transactions Disclosure [Text Block]The tabular disclosure of revenues and net income attributable to acquisition.Summary Of Revenues And Net Income Attributable To Acquisition [Table Text Block]Summary Of Revenues And Net Income Attributable To AcquisitionStatement [Line Items]Statement [Line Items]Schedule of Carrying Amounts and Estimated Fair Values of Financial InstrumentsSchedule of Carrying Values and Estimated Fair Values of Debt Instruments [Table Text Block]Amount of surety bonds that are available for the future payment of claims.Surety performance bonds outstandingSuretyPerformanceBondsOutstandingDeferred financing costsPayments of Financing CostsPayments of Financing Costs, TotalAnti-dilutive potentially issuable securities excluded from diluted common sharesAntidilutive Securities Excluded from Computation of Earnings Per Share, AmountZama FieldZama Field [Member]Zama FieldProceeds from Bank Credit FacilityProceeds from Bank DebtTotal lease costLease, CostSubsequent Event [Line Items]Entity Incorporation, Date of IncorporationDate of incorporation2021 Long Term Incentive PlanLong Term Incentive PlanLong Term Incentive Plan [Member]Long term incentive plan.Credit risk, financial instrumentsConcentration Risk, Credit Risk, Financial InstrumentsLetters of credit outstanding amountLetters of Credit Outstanding, AmountTrade, netAccounts Receivable, after Allowance for Credit Loss, CurrentAccounts Receivable, after Allowance for Credit Loss, Current, TotalOctober 2023 - December 2023October Two Thousand And Twenty Three To December Two Thousand And Twenty Three [Member]October two thousand and twenty three to december two thousand and twenty three member.July 2023 - September 2023July Two Thousand And Twenty Three To September Two Thousand And Twenty Three [Member]July two thousand and twenty three to september two thousand and twenty three member.Common StockCommon Stock [Member]Debt Instrument [Line Items]Debt Instrument [Line Items]Bank Credit Facility - matures November 2024Bank Credit Facility Matures November Two Thousand Twenty Four [Member]Bank Credit Facility Matures November Two Thousand Twenty FourMerger AgreementMerger AgreementMerger Agreement [Member]Merger agreement member.Accounts receivable:Accounts Receivable, after Allowance for Credit Loss, Current [Abstract]Disposal DateBusiness disposal dateRabbi trust member.Rabbi Trust [Member]Cash and cash equivalentsCash and Cash Equivalents, at Carrying ValueCash and Cash Equivalents, at Carrying Value, TotalCash and Cash Equivalents, at Carrying Value, Beginning BalanceCash and Cash Equivalents, at Carrying Value, Ending BalanceSchedule of Recognized Share Based Compensation Expense, NetShare-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]Other current assetsOther Assets, CurrentPrepaid assetsPrepaid Expense, CurrentPrepaid Expense, Current, TotalEntity Common Stock, Shares OutstandingEntity Common Stock, Shares OutstandingBank Credit FacilityBank Credit Facility [Member]Bank credit facility.Loss Contingency AccrualBalance, beginning of periodBalance, end of periodBalance, beginning of periodBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment, TotalBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and EquipmentProperty and equipmentVessel commitments.Vessel Commitments [Member]Vessel CommitmentsDeferred Tax Liabilities, Tax Deferred IncomeDeferred tax liabilitiesOperating expensesOther operating (income) expenseOther Operating Income (Expense), NetOther operating (income) expenseRegistration Payment Arrangement, Arrangement [Domain]Base Rate Federal Funds [Member]Base rate federal funds.SwapSwap [Member]Summary of Detail Comprising Debt and Related Book ValuesSchedule of Debt [Table Text Block]Discontinued Operations and Disposal Groups [Abstract]Earnout [Member]Earnout .Earnout7.50% Senior Notes – due May 2022Seven Point Five Zero Percent Senior Notes Due May Two Thousand Twenty Two [Member]Seven point five zero percent senior notes due may two thousand twenty two.Cover [Abstract]Proceeds from Issuance of Senior Long-Term DebtIssuance of senior notesICE FUTURES U.S. [Member]ICE FUTURES U.S.; NEW YORK, UNITED STATES OF AMERICA (US)Long-Term Purchase Commitment, Category of Item Purchased [Domain]Derivative Asset, Statement of Financial Position [Extensible Enumeration]Derivative Asset, Statement of Financial Position [Extensible Enumeration]Nonrecurring Adjustment [Axis]Vesting [Axis]Document Fiscal Year FocusDocument Fiscal Year FocusProved propertiesFinance Lease, Right-of-Use Asset, before Accumulated AmortizationJanuary 2024 - December 2024January Two Thousand And Twenty Four To December Two Thousand And Twenty Four [Member]January two thousand and twenty four to december two thousand and twenty four member.Payments for Legal SettlementsSettlementsDecommissioning obligations settledLoss Contingency Accrual, PaymentsDecommissioning obligations settledNet income (loss)Business Combination, Pro Forma Information, Earnings or Loss of Acquiree since Acquisition Date, ActualApollo FundsApollo Funds [Member]Apollo funds.Litigation Settlement, ExpenseOther non-current assets and liabilities, netIncrease (Decrease) in Other Noncurrent Assets and Liabilities, NetAccretion ExpenseAccretion expenseAsset Retirement Obligation, Accretion ExpensePercentage of equity interests soldPercentage of equity interests sold.Accrued interest payableInterest Payable, CurrentBusiness Acquisition, Pro Forma Information [Abstract]Unvested weighted average grant date fair value, grantedShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair ValueSettlement IndexDerivative, UnderlyingSegment Reporting [Abstract]Upstream [Member]Upstream.Upstream [Member]UpstreamProceeds from divestitureProceeds from Divestiture of BusinessesProceeds from sales of businessesSecurity Exchange NameSecurity Exchange NameThe amount of amortization of the discount on the note receivable.Imputed Interest IncomeInterest incomeReceivable with Imputed Interest, Face AmountNotes receivablesReceivable with imputed interest, face amountSchedule of Cash and Cash Equivalents [Table Text Block]Schedule of Cash and Cash EquivalentsCash acquired in excess of payments for acquisitionsCash Acquired in Excess of Payments to Acquire BusinessPreferred stock, shares issuedPreferred Stock, Shares IssuedPreferred Stock, Shares Issued, TotalPreferred stock, shares authorizedPreferred Stock, Shares AuthorizedReportable SegmentReportable Segment [Member]Reportable segmentVariable Interest Entity, Not Primary BeneficiaryTotal property and equipmentProperty, Plant and Equipment, GrossProperty, Plant and Equipment, Gross, Beginning BalanceProperty, Plant and Equipment, Gross, Ending BalanceROU assets obtained in exchange for new operating lease liabilitiesRight-of-Use Asset Obtained in Exchange for Operating Lease LiabilityBanco Inbursa Member.Banco Inbursa [Member]Banco InbursaTreasury Stock, Shares, AcquiredPurchase of treasury stock, SharesBusiness Acquisition, AcquireeBusiness Acquisition, Acquiree [Domain]Financial InstrumentFinancial Instrument [Axis]Weighted average common shares outstanding:Weighted Average Number of Shares Outstanding, Diluted [Abstract]Line of Credit Facility, Commitment Fee AmountLine of commitments credit facilityAssets from price risk management activitiesDerivative Asset, NoncurrentDerivative Assets, Noncurrent, TotalEntity Emerging Growth CompanyEntity Emerging Growth CompanyDepreciation, depletion, amortization and accretion expenseDepreciation Depletion Amortization And Accretion ExpenseDepreciation depletion amortization and accretion expense.Amendment FlagAmendment FlagTransaction Type [Axis]January 2023 - December 2023January Two Thousand And Twenty Three To December Two Thousand Twenty Three Production [Member]January two thousand and twenty three to december two thousand twenty three

production.Unweighted average first day of month commodity price for natural gas liquids for prior twelve monthsUnweighted Average First Day Of Month Commodity Price For Natural Gas Liquids For Prior Twelve MonthsUnweighted average first day of month commodity price for natural gas liquids for prior twelve months.Harvest bend C C S L L C.Harvest Bend C C S L L C [Member]Harvest Bend CCS LLCBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, OtherOther current assetsPayments to Acquire Intangible AssetsInvestment in intangible assetsJuly 2023 - December 2023July Two Thousand And Twenty Three To December Two Thousand And Twenty Three [Member]July Two Thousand And Twenty Three To December Two Thousand And Twenty Three [Member]Supplier [Axis]Purchase an additional equity interestEquity Method Investment, Ownership PercentageEquity method investment, ownership interestAdageAdage Capital Partners, L.P [Member]Adage Capital Partners, L.P Member.Category of Item Purchased [Axis]The equity interest of shareholder in consolidated entity.Stock Ownership Percentage 1Stock ownership percentagePlugging & abandonmentSettlement of asset retirement obligationsAsset Retirement Obligation, Cash Paid to SettlePlugging & abandonmentAmount of increase (decrease) in the decommissioning obligation from changes in the amount or timing of the estimated cash flows associated with the settlement of the obligation.Decommissioning Obligation Revision of EstimateChanges in estimateLeases [Abstract]Derivative, Cap PriceCeiling PriceFirm Transportation.Firm Transportation [Member]Firm TransportationVariable Rate [Domain]Schedule of Impact that Derivatives not Qualifying as Hedging Instruments in Condensed Consolidated Statements of OperationsDerivatives Not Designated as Hedging Instruments [Table Text Block]Entity File NumberSecurities Act File NumberBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, OtherOther long-term liabilitiesOther long-term liabilitiesBank credit facility, maturity dateBank credit facility, maturity dateLine of Credit Facility, Expiration DateSchedule of Loss Contingencies by Contingency [Table Text Block]Summary of Decommissioning Obligations Included in Consolidated Balance SheetsSurety BondSurety Bond [Member]Unamortized Costs Capitalized Less Related Deferred Income Taxes Exceed Ceiling Limitations, ExpenseWrite-down of oil and natural gas propertiesObligations settledAsset Retirement Obligation, Liabilities SettledObligations settledLong-Term Debt, Excluding Current MaturitiesLong-term debtLong-term debtCompensation And Employee Benefit Plans [Abstract]Compensation And Employee Benefit Plans [Abstract]January two thousand and twenty five to march two thousand and twenty five.January Two Thousand and Twenty Five to March Two Thousand And Twenty Five [Member]January 2025 - March 2025Share-Based Payment Arrangement [Abstract]Disposal Group Classification [Domain]Absolute Total Shareholder Return Award [Member]Absolute Total Shareholder Return Award [Member]Absolute Total Shareholder Return AwardAccounts Payable, Current, TotalAccounts payableAccounts Payable, CurrentDebt InstrumentDebt Instrument [Axis]Gain Contingency, Nature [Domain]Unvested weighted average grant date fair value, beginning of the periodUnvested weighted average grant date fair value, end of the periodShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair ValueDeferred Tax Assets, Valuation AllowanceEstimated valuation allowanceLoss Contingency, Accrual, NoncurrentLong-term portionLoss Contingency, Accrual, Noncurrent, TotalTotal operating expensesCosts and ExpensesBusiness combination recognized identifiable assets acquired and liabilities assumed current liabilities asset retirement obligations.Business Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Current Liabilities Asset Retirement ObligationsCurrent portion of asset retirement obligationsEquity Method Investee [Member]Equity Method InvesteeType of loan that accrues interest at an alternate base rate based on the greater of (a) the prime rate, (b) a federal funds rate plus an applicable spread or (c) the one-month SOFR plus an applicable spread.Alternate Base Rate Loan [Member]Expected term (in years)Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected TermCollaborative Arrangement [Member]Entity Address, Address Line TwoEntity Address, Address Line TwoPreferred stock; $0.01 par value; 30,000,000 shares authorized and zero shares issued or outstanding as of June 30, 2024 and December 31, 2023, respectivelyPreferred Stock, Value, IssuedPreferred Stock, Value, Issued, TotalPreferred Stock, Value, Issued, Beginning BalancePreferred Stock, Value, Issued, Ending BalanceJanuary two thousand and twenty four equity offering.January Two Thousand And Twenty Four Equity Offering [Member]January 2024 equity offeringEntity Small BusinessEntity Small BusinessGrant date march.Grant Date March [Member]Grant Date MarchDebt instrument redemption period after two.Debt Instrument Redemption Period After Two [Member]Debt Instrument, Redemption, Period After TwoEntity Shell CompanyEntity Shell CompanyNumber of operating segmentsNumber of Operating SegmentsInvestment Type [Axis]Long-term portion at June 30, 2024Asset retirement obligationsAsset Retirement Obligations, NoncurrentAsset Retirement Obligations, Noncurrent, TotalLong-term liabilities:Liabilities, Noncurrent [Abstract]Business Exit CostsSeverance expensesBusiness exit costsDerivative Asset, Current, TotalAssets from price risk management activitiesDerivative Asset, CurrentSurety performance bonds replace or cancel in futureSurety Performance Bonds Replace or Cancel in FutureSurety performance bonds replace or cancel in future.Income (Loss) Per ShareEarnings Per Share [Text Block]Revenues:Revenues [Abstract]Entity Address, Address Line OneEntity Address, Address Line OneContractual obligations.Contractual ObligationsContractual obligationsShort term lease costs and obligationsContractual ObligationContractual Obligation, TotalJanuary 2024 - September 2024January Two Thousand And Twenty Four To September Two Thousand Twenty Four Production [Member]January Two Thousand And Twenty Four To September Two Thousand Twenty Four Production [Member]Other current liabilitiesOther Liabilities, CurrentOther Liabilities, Current, TotalOther current liabilitiesJuly 2024 - December 2024July Two Thousand And Twenty Four To December Two Thousand And Twenty Four [Member]July two thousand and twenty four To december two thousand and twenty four.Total gross amounts presented on balance sheet, LiabilitiesDerivative Asset, Subject to Master Netting Arrangement, Liability OffsetPosition [Domain]Employee benefits plans and share based compensation.Employee Benefits Plans and Share Based Compensation [Line Items]Subsequent Event Type [Domain]Discontinued Operation, Intra-Entity Amounts, Discontinued Operation after Disposal, ExpenseDivestiture ExpenseReceivable for expenditure incurredAccounts and Other Receivables, Net, CurrentOther, netProperty, Plant and EquipmentOil and Gas Properties [Text Block]Income Statement LocationIncome Statement Location [Axis]Variable lease costVariable Lease, CostVariable lease costAverage Daily VolumesDerivative, Nonmonetary Notional Amount, Energy MeasureControl Empresarial.Control Empresarial [Member]Control EmpresarialDividend yieldShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend RateLong-term Debt, TypeLong-Term Debt, Type [Axis]Net income (loss)Net Income (Loss), Including Portion Attributable to Noncontrolling InterestNet Income (Loss), Including Portion Attributable to Noncontrolling Interest, TotalDeferred Tax Assets, Deferred IncomeDeferred tax assetInventory, Drilling, NoncurrentOther well equipmentCorporate, Non-Segment [Member]Corporate Non Segment [Member]Debt Instrument, Frequency of Periodic PaymentLevel 2Fair Value, Inputs, Level 2 [Member]Business combination recognized identifiable assets acquired and liabilities assumed noncurrent liabilities asset retirement obligationsBusiness Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Noncurrent Liabilities Asset Retirement ObligationsBusiness combination recognized identifiable assets acquired and liabilities assumed noncurrent liabilities asset retirement obligationsAsset retirement obligationsAsset retirement obligationsBusiness Combination, Separately Recognized Transactions, Revenues and Gains RecognizedGain or loss recognized on settlementInvestment in Equity Method InvesteesEquity method investmentsEquity Method InvestmentsTotal equity method investmentsDebt InstrumentsLong-Term Debt, GrossTotal debt, before discount, premium and deferred financing costDepreciation, depletion and amortizationDepreciation, Depletion and AmortizationDepreciation, Depletion and Amortization, TotalDepreciation, depletion and amortizationProduct and ServiceProduct and Service [Axis]Purchase of treasury stockPurchase of treasury stockPurchase of treasury stockTitle of 12(b) SecurityTitle of 12(b) SecurityEquity-based compensation stock issuancesShares Issued, Value, Share-Based Payment Arrangement, after ForfeitureShares Issued, Value, Share-based Payment Arrangement, after Forfeiture, TotalReconciliation of Operating Profit (Loss) from Segments to Consolidated [Table Text Block]Schedule of Reconciliation of Adjusted EBITDA to the Company's Consolidated TotalsAccretion ExpenseAccretion expenseBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Noncurrent AssetsOther long-term assetsInvestments [Domain]Oil and Gas Exploration and Production Industries Disclosures [Abstract]Litigation Status [Domain]Weighted average grant date fair value, cancelledShare Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Cancelled Weighted Average Grant Date Fair ValueShare based compensation arrangement by share based payment award equity instruments other than options cancelled weighted average grant date fair value.Treasury StockTreasury Stock, Common [Member]Net Cash Provided by (Used in) Investing Activities [Abstract]Cash flows from investing activities:Nonrecurring Adjustments MemberNonrecurring Adjustments [Member]Nonrecurring AdjustmentsLitigation Status [Axis]The future minimum transportation under the Company’s commitmentFirm Transportation CommitmentsFuture minimum transportation commitment amountDerivative [Table]Derivative [Table]Settlements of preexisting relationship.Settlements Of Preexisting Relationship [Member]Settlement of preexisting relationshipSegments Segment Reporting, Policy [Policy Text Block]Dilutive effect of securitiesWeighted Average Number of Shares Outstanding, Diluted, AdjustmentWeighted Average Number Diluted Shares Outstanding Adjustment, TotalGross amounts not offset on the balance sheetGross amounts not offset on the balance sheetDerivative Asset, Subject to Master Netting Arrangement, Deduction of Financial Instrument Not OffsetSubsequent Event [Table]Business Acquisition, Share PriceTalos common stock price per shareDebt instrument redemption period one.Debt Instruments Redemption Period One [Member]Debt Instrument, Redemption, Period OneReceivable [Domain]The entire disclosure for operating and finance leases of lessee. Includes, but is not limited to, description of lessee's operating and finance lease and maturity analysis of lease liability.LeasesLeases of Lessee 1 Disclosure [Text Block]Crude OilCrude Oil [Member]Common stock, shares outstandingBalance, sharesBalance, sharesCommon Stock, Shares, OutstandingCredit adjusted risk-free interest rateRisk-free interest rateShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest RateShare-based compensation costsShare- based compensation costsShare-Based Payment Arrangement, Expensed and Capitalized, AmountUnvested weighted average grant date fair value, forfeitedShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair ValueSchedule of Product Information [Table]CollarCollar [Member]Commodity derivative contract between two parties referred to as a "two-way" collar. Two-way collar arrangements consist of buying a put option and selling a call option used to establish minimum (floor) and maximum (ceiling) commodity prices for a fixed volume of production during a certain time period. They provide for payments to counter parties if the index price exceeds the ceiling and payments from the counter parties if the index price falls below the floor. There is no payment required when the settlement price is between the floor and the ceiling. These contracts allow the producer to participate in the upside of commodity prices to the ceiling of the call option and provide the producer with downside price protection through the put option. Often times, the options are structured in such a way that the premium of the purchased option is completely offset by the premium of the sold option, a structure known as a cost less collar.Accrued royaltiesAccrued Royalties, CurrentUnweighted average first day of month commodity price for natural gas for prior twelve months.Unweighted Average First Day Of Month Commodity Price For Natural Gas For Prior Twelve MonthUnweighted average first day of month commodity price for natural gas for prior twelve monthsSupplemental cash flow information:Supplemental Cash Flow Elements [Abstract]Natural Gas Liquids [Member]NGLNGL (MBbls)Investment, Identifier [Axis]January 2024 - June 2024January Two Thousand And Twenty Four To June Two Thousand Twenty Four Production [MemberJanuary two thousand and twenty four to june two thousand twenty four production memberDerivative, Price Risk Option Strike PriceStrike PriceConcentration Risk Type [Domain]Severance accrual at June 30, 2024The carrying amount as of the balance sheet date of the obligations recognized for contractual termination benefits provided to current employees involuntarily terminated under a benefit arrangement associated exit or disposal activities pursuant to an authorized plan. Includes carrying amount as of the balance sheet date of the obligations recognized for one-time termination benefits.Acquisition Severance Liability Current and NoncurrentSeverance accrual at December 31, 2023Income Statement LocationIncome Statement Location [Domain]Document TypeDocument TypeOwnership [Axis]Line of Credit [Member]Line of CreditCredit facilityLine of Credit Facility, Current Borrowing CapacityLine of borrowing credit facilityNet cash provided by (used in) investing activitiesNet Cash Provided by (Used in) Investing ActivitiesDocument Quarterly ReportDocument Quarterly ReportDebt Instrument, Repurchase DateDebt instrument, repurchase dateCounterparty Name [Domain]April Two Thousand And Twenty Four To December Two Thousand And Twenty Four MemberApril Two Thousand And Twenty Four To December Two Thousand And Twenty Four [Member]April 2024 - December 2024Debt Instrument, Redemption [Line Items]Long-Term Purchase Commitment [Line Items]Disposal Group Classification [Axis]ForfeitedShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in PeriodForfeitedNet Cash Provided by (Used in) Financing ActivitiesNet cash provided by (used in) financing activitiesDebt Instrument, Redemption, Period [Domain]Entity Filer CategoryEntity Filer CategoryCash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]Supplemental non-cash transactions:Equity Method Investments and Joint Ventures Disclosure [Text Block]Equity Method InvestmentsBalance Sheet Location [Domain]Measure of segment profit or loss reviewed by the chief operating decision maker.Adjusted EBITDAAdjusted EBITDAVariable Rate [Axis]Capital expenditures included in accounts payable and accrued liabilitiesCapital Expenditures Incurred but Not yet PaidTotal liabilitiesTotal liabilitiesLiabilitiesDerivative Instruments and Hedging Activities Disclosures [Line Items]Schedule Of Property Plant And Equipment [Table]Property, Plant and Equipment [Table]Equity Method Investment, Realized Gain (Loss) on Disposal, TotalEquity Method Investment, Realized Gain (Loss) on DisposalGain on partial disposal of investmentGain on sale of interest in Bayou BendEarly Repayment of Senior DebtDebt instrument, repurchase amountLine of Credit Facility, Borrowing Capacity, DescriptionLine of Credit Facility, Borrowing Capacity, DescriptionOther Current LiabilitiesOther Current Liabilities [Member]Balance BTotal stockholders’ equityBalanceEquity, Attributable to ParentSwaps with sold puts.Swaps with Sold Puts [Member]Swaps with Sold PutsConsolidated Entities [Axis]Type of Reserve [Domain]OilOil and Condensate [Member]Net income (loss)Net income (loss)Exploration, development and other capital expendituresPayments to Explore and Develop Oil and Gas PropertiesExploration, development and other capital expendituresInterest expenseInterest expenseInterest ExpenseInterest Expense, TotalRiverstone FundsRiverstone Energy Partners V L P [Member]Riverstone energy partners V, L.P.RiverstoneUnweighted average first day of month commodity price for natural gas liquids for prior twelve months.Unweighted Average First Day Of Month Commodity Price For Natural Gas Liquids For Prior Twelve MonthUnweighted average first day of month commodity price for natural gas liquids for prior twelve monthsDecommissioning Abandonment ObligationsDecommissioning Abandonment Obligations [Member]Decommissioning obligation associated with divestiture transactions or third parties in existing leases have filed for bankruptcy protection or undergone associated reorganizations and may not be able to perform required abandonment obligations as required by state or federal laws and regulations.Award DateAward Date [Axis]Schedule of Derivative Instruments [Table Text Block]Schedule of Contracted Volumes and Weighted Average Prices and will Receive Under the Terms of Derivative ContractsBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Deferred Tax LiabilitiesDeferred tax liabilitiesDeferred tax liabilitiesStatement of Financial Position [Abstract]Shares Issued, Shares, Share-Based Payment Arrangement, after ForfeitureShares Issued, Shares, Share-based Payment Arrangement, after Forfeiture, TotalEquity-based compensation stock issuances, SharesDerivative Liability, Statement of Financial Position [Extensible Enumeration]Derivative Liability, Statement of Financial Position [Extensible Enumeration]Weighted average common shares outstanding — dilutedDilutedWeighted Average Number of Shares Outstanding, DilutedDebt Instrument, Redemption, DescriptionDebt instrument redemption, descriptionCredit FacilityCredit Facility [Axis]Asset Acquisition [Domain]Effective tax rateEffective Income Tax Rate Reconciliation, PercentEffective Income Tax Rate Reconciliation, Percent, TotalDisposal Group, Held-for-Sale or Disposed of by Sale, Not Discontinued Operations [Member]Disposal Group, Held-for-Sale or Disposed of by Sale, Not Discontinued Operations [Member]Cash considerationPayments to Acquire Productive AssetsPayments to Acquire Productive Assets, TotalTotal net asset (liability)Total net liabilityDerivative Assets (Liabilities), at Fair Value, NetReturn on drilling program award member.Return On Drilling Program Award [Member]Return On Drilling Program AwardDebt Instrument, Redemption Price, PercentageDebt instrument, redemption price, percentageIncome TaxesIncome Tax Disclosure [Text Block]Total gross amounts presented on balance sheet, AssetsDerivative Liability, Subject to Master Netting Arrangement, Asset OffsetIncome Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]Long puts.Long Puts [Member]Long PutsOil and natural gas derivativesNet AmountsDerivative AssetFuture plugging and abandonment obligationsFuture Plugging and Abandonment Obligations [Member]Future plugging and abanonment obligations.Quarter north energy.Quarter North Energy [Member]Quarter North Energy [Member]Unconditional Purchase Obligation, Category of Goods or Services Acquired [Domain]Summary of Computation of Basic and Diluted Income (Loss) Per ShareSchedule of Earnings Per Share, Basic and Diluted [Table Text Block]Counterparty Risk Investment GradeCounterparty Risk Investment Grade [Member]Mitigation strategy employed by selecting counterparties with investment grade credit ratings to minimize the impact of unforeseen events.Fair Value Disclosures [Abstract]Fair Value Hierarchy and NAVFair Value Hierarchy and NAV [Axis]Measurement FrequencyMeasurement Frequency [Domain]Other Noncurrent Liabilities [Member]Other Noncurrent LiabilitiesFinance lease cost - interest on lease liabilitiesFinance Lease, Interest ExpenseType of Restructuring [Domain]VestedVestedShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in PeriodStock Issued During Period, Shares, New IssuesIssuance of common stock, SharesShare of common stockOther Commitments [Axis]Business AcquisitionBusiness Acquisition [Axis]Balance, beginning of periodBalance, end of periodCash, Cash

Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued OperationsCash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, TotalTotal cash, cash equivalent and restricted cashIncome Tax Disclosure [Abstract]Operating Loss CarryforwardsNet operating losses, Amount XML 8 R1.htm IDEA: XBRL DOCUMENT

Document and Entity Information - shares	6 Months Ended Jun. 30, 2024	Jul. 31, 2024
Cover [Abstract]		
Document Type	10-Q	
Amendment Flag	false	
Document Period End Date	Jun. 30, 2024	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q2	
Trading Symbol	TALO	
Title of 12(b) Security	Common Stock	
Security Exchange Name	NYSE	
Entity Registrant Name	Talos Energy Inc.	
Document Quarterly Report	true	
Document Transition Report	false	
Entity Small Business	false	
Entity Emerging Growth Company	false	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Shell Company	false	
Entity Incorporation, State or Country Code	DE	
Entity File Number	001-38497	
Entity Tax Identification Number	82-3532642	
Entity Address, Address Line One	333 Clay Street	
Entity Address, Address Line Two	Suite 3300	
Entity Address, City or Town	Houston	
Entity Address, State or Province	TX	
Entity Address, Postal Zip Code	77002	
City Area Code	713	
Local Phone Number	328-3000	
Entity Central Index Key	0001724965	
Current Fiscal Year End Date	--12-31	
Entity Filer Category	Large Accelerated Filer	
Entity Common Stock, Shares Outstanding		180,153,856

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CONDENSED CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 37,797	$ 33,637
Accounts receivable:		
Trade, net	243,826	178,977
Joint interest, net	156,287	79,337
Other, net	13,468	19,296
Assets from price risk management activities	16,412	36,152
Prepaid assets	79,870	64,387
Other current assets	18,123	10,389
Total current assets	565,783	422,175
Property and equipment:		
Proved properties	9,435,902	7,906,295
Unproved properties, not subject to amortization	653,143	268,315
Other property and equipment	34,824	34,027
Total property and equipment	10,123,869	8,208,637
Accumulated depreciation, depletion and amortization	(4,643,062)	(4,168,328)
Total property and equipment, net	5,480,807	4,040,309
Other long-term assets:		
Restricted cash	104,368	102,362
Assets from price risk management activities	2,784	17,551
Equity method investments	109,688	146,049
Other well equipment	62,991	54,277
Notes receivable, net	17,041	16,207
Operating lease assets	12,429	11,418
Other assets	5,964	5,961
Total assets	6,361,855	4,816,309
Current liabilities:		
Accounts payable	91,871	84,193
Accrued liabilities	315,191	227,690
Accrued royalties	84,126	55,051
Current portion of long-term debt	0	33,060
Current portion of asset retirement obligations	78,765	77,581
Liabilities from price risk management activities	51,607	7,305
Accrued interest payable	48,970	42,300
Current portion of operating lease liabilities	3,928	2,666
Other current liabilities	37,181	48,769
Total current liabilities	711,639	578,615
Long-term liabilities:		
Long-term debt	1,435,899	992,614
Asset retirement obligations	1,080,082	819,645
Liabilities from price risk management activities	1,441	795
Operating lease liabilities	17,332	18,211
Other long-term liabilities	389,137	251,278
Total liabilities	3,635,530	2,661,158
Commitments and Contingencies (Note 13)		
Stockholders' equity:		
Preferred stock; $0.01 par value; 30,000,000 shares authorized and zero shares issued or outstanding as of June 30, 2024 and December 31, 2023, respectively	0	0
Common stock; $0.01 par value; 270,000,000 shares authorized; 187,339,187 and 127,480,361 shares issued as of June 30, 2024 and December 31, 2023, respectively	1,873	1,275
Additional paid-in capital	3,262,700	2,549,097
Accumulated deficit	(447,775)	(347,717)
Treasury stock, at cost; 7,204,380 and 3,400,000 shares as of June 30, 2024 and December 31, 2023, respectively	(90,473)	(47,504)
Total stockholders’ equity	2,726,325	2,155,151
Total liabilities and stockholders’ equity	$ 6,361,855	$ 4,816,309

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CONDENSED CONSOLIDATED BALANCE SHEETS	Jun. 30, 2024	Dec. 31, 2023

(Parenthetical) - $ / shares		
Statement of Financial Position [Abstract]		
Preferred stock, par value	$ 0.01	$ 0.01
Preferred stock, shares authorized	30,000,000	30,000,000
Preferred stock, shares issued	0	0
Preferred stock, shares outstanding	0	0
Common stock, par value	$ 0.01	$ 0.01
Common stock, shares authorized	270,000,000	270,000,000
Common stock, shares issued	187,339,187	127,480,361
Treasury stock, common, shares	7,204,380	3,400,000

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - USD ($) shares in Thousands, $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Revenues:				
Total revenues	$ 549,165	$ 367,210	$ 979,097	$ 689,792
Operating expenses:				
Lease operating expense	157,310	101,165	292,488	182,527
Production taxes	476	607	1,020	1,213
Depreciation, depletion and amortization	259,091	169,794	474,755	317,117
Accretion expense	30,732	22,760	57,635	42,174
General and administrative expense	48,247	33,182	118,088	96,369
Other operating (income) expense	(1,061)	(723)	(87,104)	2,115
Total operating expenses	494,795	326,785	856,882	641,515
Operating income (expense)	54,370	40,425	122,215	48,277
Interest expense	(48,982)	(45,632)	(99,827)	(83,213)
Price risk management activities income (expense)	2,302	26,197	(84,760)	85,134
Equity method investment income (expense)	(456)	(2,012)	(8,510)	5,431
Other income (expense)	4,164	1,591	(51,732)	8,257
Net income (loss) before income taxes	11,398	20,569	(122,614)	63,886
Income tax benefit (expense)	983	(6,892)	22,556	39,651
Net income (loss)	$ 12,381	$ 13,677	$ (100,058)	$ 103,537
Net income (loss) per common share:				
Basic	$ 0.07	$ 0.11	$ (0.59)	$ 0.9
Diluted	$ 0.07	$ 0.11	$ (0.59)	$ 0.89
Weighted average common shares outstanding:				
Basic	183,564	125,436	171,027	115,590
Diluted	183,692	125,667	171,027	116,363
Oil				
Revenues:				
Revenues	$ 507,408	$ 342,983	$ 900,629	$ 635,677
Natural Gas				
Revenues:				
Revenues	26,060	16,329	49,758	36,512
NGL				
Revenues:				
Revenues	$ 15,697	$ 7,898	$ 28,710	$ 17,603

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CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY - USD ($) $ in Thousands	Total	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock
Balance B at Dec. 31, 2022	$ 1,165,576	$ 826	$ 1,699,799	$ (535,049)	
Balance, Shares B at Dec. 31, 2022		82,570,328			
Equity based compensation	15,459		15,459		
Equity-based compensation tax withholdings	(7,378)		(7,378)		
Equity-based compensation stock issuances		$ 11	(11)		
Equity-based compensation stock issuances, Shares		1,085,747			
Issuance of common stock for acquisitions	832,198	$ 438	831,760		
Issuance of common stock for acquisitions, Shares		43,799,890			
Purchase of treasury stock, Shares					3,400,000
Purchase of treasury stock	(47,504)				$ (47,504)
Net Income (Loss)	103,537			103,537	
Balance at Jun. 30, 2023	2,061,888	$ 1,275	2,539,629	(431,512)	$ (47,504)
Balance, Shares at Jun. 30, 2023		127,455,965			
Balance, Shares at Jun. 30, 2023					3,400,000
Balance B at Mar. 31, 2023	2,060,841	$ 1,275	2,531,402	(445,189)	$ (26,647)
Balance, Shares B at Mar. 31, 2023		127,455,965			
Balance, Shares at Mar. 31, 2023					1,900,000
Equity based compensation	8,227		8,227		
Purchase of treasury stock, Shares					1,500,000
Purchase of treasury stock	(20,857)				$ (20,857)
Net Income (Loss)	13,677			13,677	
Balance at Jun. 30, 2023	2,061,888	$ 1,275	2,539,629	(431,512)	$ (47,504)
Balance, Shares at Jun. 30, 2023		127,455,965			
Balance, Shares at Jun. 30, 2023					3,400,000
Balance B at Dec. 31, 2023	$ 2,155,151	$ 1,275	2,549,097	(347,717)	$ (47,504)
Balance, Shares B at Dec. 31, 2023	127,480,361	127,480,361			
Balance, Shares at Dec. 31, 2023	3,400,000				3,400,000
Equity based compensation	$ 9,541		9,541		
Equity-based compensation tax withholdings	(5,687)		(5,687)		
Equity-based compensation stock issuances		$ 10	(10)		
Equity-based compensation stock issuances, Shares		1,009,374			
Issuance of common stock for acquisitions	$ 322,630	$ 243	322,387		
Issuance of common stock for acquisitions, Shares		24,349,452			
Issuance of common stock, Shares	34,500,000	34,500,000			
Issuance of common stock	$ 387,717	$ 345	387,372		
Purchase of treasury stock, Shares					3,804,380
Purchase of treasury stock	(42,969)				$ (42,969)
Net Income (Loss)	(100,058)			(100,058)	
Balance at Jun. 30, 2024	$ 2,726,325	$ 1,873	3,262,700	(447,775)	$ (90,473)
Balance, Shares at Jun. 30, 2024	187,339,187	187,339,187			

Balance, Shares at Jun. 30, 2024	7,204,380				7,204,380
Balance B at Mar. 31, 2024	$ 2,752,185	$ 1,873	3,257,972	(460,156)	$ (47,504)
Balance, Shares B at Mar. 31, 2024		187,307,298			
Balance, Shares at Mar. 31, 2024					3,400,000
Equity based compensation	4,895		4,895		
Equity-based compensation tax withholdings	(167)		(167)		
Equity-based compensation stock issuances, Shares		31,889			
Purchase of treasury stock, Shares					3,804,380
Purchase of treasury stock	(42,969)				$ (42,969)
Net Income (Loss)	12,381			12,381	
Balance at Jun. 30, 2024	$ 2,726,325	$ 1,873	$ 3,262,700	$ (447,775)	$ (90,473)
Balance, Shares at Jun. 30, 2024	187,339,187	187,339,187			
Balance, Shares at Jun. 30, 2024	7,204,380				7,204,380

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Thousands	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Cash flows from operating activities:		
Net income (loss)	$ (100,058)	$ 103,537
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation, depletion, amortization and accretion expense	532,390	359,291
Amortization of deferred financing costs and original issue discount	5,084	7,629
Equity-based compensation expense	5,544	8,687
Price risk management activities (income) expense	84,760	(85,134)
Net cash received (paid) on settled derivative instruments	(21,012)	(4,161)
Equity method investment (income) expense	8,510	(5,431)
Loss (gain) on extinguishment of debt	60,256	0
Settlement of asset retirement obligations	(50,128)	(47,683)
Loss (gain) on sale of assets	(2,500)	0
Loss (gain) on sale of business	(86,940)	0
Changes in operating assets and liabilities:		
Accounts receivable	3,076	35,127
Other current assets	(5,150)	(23,790)
Accounts payable	(43,608)	(3,890)
Other current liabilities	17,748	(22,975)
Other non-current assets and liabilities, net	(22,182)	(44,124)
Net cash provided by (used in) operating activities	385,790	277,083
Cash flows from investing activities:		
Exploration, development and other capital expenditures	(269,170)	(298,658)
Cash acquired in excess of payments for acquisitions	0	17,617
Payments for acquisitions, net of cash acquired	(916,045)	0
Proceeds from (cash paid for) sale of property and equipment, net	0	(8,488)
Contributions to equity method investees	(19,627)	(15,260)
Investment in intangible assets	0	(7,796)
Proceeds from sales of businesses	141,997	0
Net cash provided by (used in) investing activities	(1,062,845)	(312,585)
Cash flows from financing activities:		
Issuance of common stock	387,717	0
Issuance of senior notes	1,250,000	0
Redemption of senior notes	(897,116)	(15,000)
Proceeds from Bank Credit Facility	770,000	505,000
Repayment of Bank Credit Facility	(745,000)	(305,000)
Deferred financing costs	(27,386)	(11,775)
Other deferred payments	(1,234)	(462)
Payments of finance lease	(8,747)	(8,026)
Purchase of treasury stock	(39,326)	(47,504)
Employee stock awards tax withholdings	(5,687)	(7,378)
Net cash provided by (used in) financing activities	683,221	109,855
Net increase (decrease) in cash, cash equivalents and restricted cash	6,166	74,353
Cash, cash equivalents and restricted cash:		
Balance, beginning of period	135,999	44,145
Balance, end of period	142,165	118,498
Supplemental non-cash transactions:		
Capital expenditures included in accounts payable and accrued liabilities	79,832	113,319
Supplemental cash flow information:		
Interest paid, net of amounts capitalized	$ 64,452	$ 63,492

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Pay vs Performance Disclosure				
Net Income (Loss)	$ 12,381	$ 13,677	$ (100,058)	$ 103,537

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

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Organization, Nature of Business and Basis of Presentation	6 Months Ended
	Jun. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Organization, Nature of Business and Basis of Presentation	

Note 1 — Organization, Nature of Business and Basis of Presentation

Organization and Nature of Business

Talos Energy Inc. (the "Parent Company") is a Delaware corporation originally incorporated on November 14, 2017. The Parent Company conducts all business operations through its operating subsidiaries, owns no operating assets and has no material operations, cash flows or liabilities independent of its subsidiaries. The Parent Company's common stock is traded on The New York Stock Exchange under the ticker symbol "TALO."

The Parent Company (including its subsidiaries, collectively "Talos" or the "Company") is a technically driven independent exploration and production company focused on safely and efficiently maximizing long-term value through its operations, currently in the United States ("U.S.") and offshore Mexico. The Company leverages decades of technical and offshore operational expertise towards the acquisition, exploration and development of assets in key geological trends that are present in many offshore basins around the world.

Basis of Presentation and Consolidation

The Condensed Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the SEC regarding interim financial reporting. Accordingly, certain information and disclosures normally included in complete financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, these financial statements include all adjustments, which unless otherwise disclosed, are of a normal recurring nature, necessary for a fair presentation of the financial position, results of operations, cash flows and changes in equity for the periods presented. The results for interim periods are not necessarily indicative of results for the entire year. The unaudited financial statements and related notes included in this Quarterly Report should be read in conjunction with the Company's audited Consolidated Financial Statements and accompanying notes included in the 2023 Annual Report.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Segments

From January 1, 2024 through March 18, 2024, the Company had two operating segments: (i) exploration and production of oil, natural gas and NGLs ("Upstream Segment") and (ii) CCS ("CCS Segment"), of which the Company's only reportable segment was the Upstream Segment. Subsequent to the TLCS Divestiture (as defined herein) and sale of the Company's entire CCS business, the Company had one operating segment. See additional information in Note 14 — *Segment Information*.

Summary of Significant Accounting Policies

The Company has provided a discussion of its significant accounting policies, estimates and judgments in Note 2 – *Summary of Significant Accounting Policies* included in the accompanying Notes to Consolidated Financial Statements in the 2023 Annual Report. The Company has not changed any of its significant accounting policies from those described in our 2023 Annual Report.

Cash, Cash Equivalents and Restricted Cash

The following table provides a reconciliation of the amount of cash, cash equivalents and restricted cash reported within the Condensed Consolidated Balance Sheets to the total of the same such amounts shown in the Condensed Consolidated Statements of Cash Flows (in thousands):

	June 30, 2024	December 31, 2023
Cash and cash equivalents	$ 37,797	$ 33,637
Restricted cash included in Other long-term assets	104,368	102,362
Total cash, cash equivalent and restricted cash	$ 142,165	$ 135,999

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Acquisitions and Divestitures

6 Months Ended
Jun. 30, 2024

Business Combinations [Abstract]

Acquisitions and Divestitures

Note 2 — Acquisitions and Divestitures

Acquisitions — Business Combinations

Acquisitions qualifying as business combinations are accounted for under the acquisition method of accounting, which requires, among other items, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date.

QuarterNorth Acquisition — On March 4, 2024, the Company completed the acquisition of QuarterNorth Energy Inc. ("QuarterNorth"), a privately-held U.S. Gulf of Mexico exploration and production company (the "QuarterNorth Acquisition," and the merger agreement related thereto, the "QuarterNorth Merger Agreement") for consideration consisting of (i) $1,247.4 million in cash and (ii) 24.3 million shares of the Company's common stock valued at $322.6 million. The cash payment was partially funded with an underwritten public offering of 34.5 million shares of the Company's common stock, borrowings under the Bank Credit Facility and the New Senior Notes (as defined in Note 7 — *Debt*).

The following table summarizes the purchase price (in thousands except share and per share data):

Shares of Talos common stock		24,349,452
Talos common stock price[1]	$	13.25
Common stock value	$	322,630
Cash consideration	$	1,247,419
Total purchase price[2]	$	1,570,049

(1) Represents the closing price of the Company's common stock on March 4, 2024, the date of the closing of the QuarterNorth Acquisition.
(2) Total purchase price net of $331.4 million cash and cash equivalents acquired at closing is $1,238.7 million.

The following table presents the latest preliminary allocation of the purchase price to the assets acquired and liabilities assumed, based on their fair values on March 4, 2024 (in thousands):

Cash and cash equivalents	$	331,374
Other current assets		160,117
Property and equipment		1,622,597
Other long-term assets		20,780
Current liabilities:		
Current portion of asset retirement obligations		(6,748)
Other current liabilities		(193,928)
Long-term liabilities:		
Asset retirement obligations		(192,771)
Deferred tax liabilities		(168,481)
Other long-term liabilities		(2,891)
Allocated purchase price	$	1,570,049

The fair values determined for accounts receivable, accounts payable and other current assets and most current liabilities were generally equivalent to the carrying value due to their short-term nature.

The fair value of proved oil and natural gas properties as of the acquisition date is based on estimated proved oil, natural gas and NGL reserves and related discounted future net cash flows incorporating market participant assumptions. Significant inputs to the valuation include estimates of future production volumes, future operating, development and plugging and abandonment costs, future commodity prices, and a weighted average cost of capital discount rate. When estimating the fair value of proved and unproved properties, additional risk adjustments were applied to proved developed non-producing, proved undeveloped and probable reserves to reflect the relative uncertainty of each reserve class. These inputs are classified as Level 3 unobservable inputs, including the underlying commodity price assumptions which are based on the three-year NYMEX forward strip prices, escalated for inflation thereafter, and adjusted for price differentials.

The fair value of asset retirement obligations is determined by calculating the present value of estimated future cash flows related to the liabilities. The Company utilizes several assumptions, including a credit-adjusted risk-free interest rate, estimated costs of decommissioning services, estimated timing of when the work will be performed and a projected inflation rate.

The fair values of derivative instruments were estimated using a third-party industry standard pricing model which considers various inputs such as quoted forward commodity prices, discount rates, volatility factors and current market and contractual prices for the underlying instruments, as well as other relevant data.

The Company is still finalizing the fair value analysis related to the oil and natural gas properties, other well equipment, asset retirement obligations assumed, certain contingent liabilities and deferred tax liabilities arising from the assets acquired and liabilities assumed. The preliminary purchase price allocation will be subject to further refinement as the Company continues to refine its estimates and assumptions based on further information available at the acquisition date. These refinements may result in material changes to the estimated fair value of assets acquired and liabilities assumed. The Company anticipates finalizing the determination of fair values by December 31, 2024.

The Company incurred approximately $22.1 million of acquisition-related costs in connection with the QuarterNorth Acquisition exclusive of severance expense, of which $0.3 million and $19.1 million were recognized in the three and six months ended June 30, 2024, respectively, and $3.0 million was recognized for the year ended December 31, 2023. These costs were reflected in "General and administrative expense" on the Condensed Consolidated Statements of Operations except for $4.9 million of fees associated with an unutilized bridge loan that was included in "Interest expense" on the Condensed Consolidated Statements of Operations during the six months ended June 30, 2024. Additionally, the Company incurred $8.1 million and $22.3 million in severance expense in connection with the QuarterNorth Acquisition for the three and six months ended June 30, 2024, respectively. See Note 9 — *Employee Benefits Plans and Share-Based Compensation* for additional discussion.

The following table presents revenue and net income attributable to the QuarterNorth Acquisition for the three months ended June 30, 2024 and the period from March 4, 2024 to June 30, 2024:

	Three Months Ended June 30, 2024	Six Months Ended June 30, 2024
Revenue	$ 173,157	$ 217,106
Net income (loss)	$ 55,550	$ 62,299

Pro Forma Financial Information (Unaudited) — The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2024 and 2023 as if the QuarterNorth Acquisition had occurred on January 1, 2023. The unaudited pro forma information was derived from historical statements of operations of the Company and QuarterNorth adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and New Senior Notes, (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) weighted average basic and diluted shares of common stock outstanding from the issuance of 24.3 million shares of common stock as partial consideration for the QuarterNorth Acquisition and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 34.5 million shares of common stock from the underwritten public offering in January 2024 that partially funded the cash portion of the QuarterNorth Acquisition. Supplemental pro forma earnings for the three and six months ended June 30, 2023 were adjusted to include nil and $31.7 million of general and administrative expenses, respectively. Supplemental pro forma earnings for the three and six months ended June 30, 2024 were adjusted to exclude $6.5 million and $31.5 million of general and administrative expenses, respectively. This information does not purport to be indicative of results of operations that would have occurred had the QuarterNorth Acquisition occurred on January 1, 2023, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data).

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue	$ 549,165	$ 509,934	$ 1,106,366	$ 992,885
Net income (loss)	$ 17,522	$ 18,968	$ (92,937)	$ 93,288
Basic net income (loss) per common share	$ 0.10	$ 0.10	$ (0.51)	$ 0.53
Diluted net income (loss) per common share	$ 0.10	$ 0.10	$ (0.51)	$ 0.53

EnVen Acquisition — On February 13, 2023, the Company completed the acquisition of EnVen Energy Corporation ("EnVen"), a private operator in the Deepwater U.S. Gulf of Mexico (the "EnVen Acquisition," and the merger agreement related thereto, the "EnVen Merger Agreement") for consideration consisting of (i) $207.3 million in cash, (ii) 43.8 million shares of the Company's common stock valued at $832.2 million and (iii) the effective settlement of an accounts receivable balance of $8.4 million. No gain or loss was recognized on settlement as the payable was effectively settled at the recorded amount. The cash payment was partially funded with borrowings under the Bank Credit Facility.

The Company incurred approximately $21.8 million of acquisition-related costs in connection with the EnVen Acquisition exclusive of severance expense, of which $0.2 million and $12.8 million were recognized during the three and six months ended June 30, 2023, respectively, and reflected in "General and administrative expense" on the Condensed Consolidated Statements of Operations. Additionally, the Company incurred $1.4 million and $24.0 million in severance expense in connection with the EnVen Acquisition for the three and six months ended June 30, 2023, respectively.

The following table presents revenue and net income (loss) attributable to the EnVen Acquisition for the three months ended June 30, 2023 and the period from February 13, 2023 to June 30, 2023 (in thousands):

	Three Months Ended June 30, 2023	Six Months Ended June 30, 2023
Revenue	$ 113,582	$ 175,641
Net income (loss)	$ 25,878	$ 19,788

Pro Forma Financial Information (Unaudited) — The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2023 as if the EnVen Acquisition had occurred on January 1, 2022. The unaudited pro forma information was derived from historical statements of operations of the Company and EnVen adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and to adjust the amortization of the premium of the 11.75% Notes (as defined in Note 7 — *Debt*), (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) other income (expense) to adjust the accretion of the discount on the two notes receivable to settle future asset retirement obligations and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 43.8 million shares of common stock as partial consideration for the EnVen Acquisition. Supplemental pro forma earnings for the three and six months ended June 30, 2023 were adjusted to exclude $1.4 million and $64.1 million of general and administrative expenses, respectively. This information does not purport to be indicative of results of operations that would have occurred had the EnVen Acquisition occurred on January 1, 2022, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data).

	Three Months Ended June 30, 2023	Six Months Ended June 30, 2023
Revenue	$ 367,210	$ 741,835
Net income (loss)	$ 14,813	$ 132,903
Basic net income (loss) per common share	$ 0.12	$ 1.05
Diluted net income (loss) per common share	$ 0.12	$ 1.05

Divestiture

Talos Low Carbon Solutions Divestiture — On March 18, 2024, the Company entered into a definitive agreement relating to and subsequently completed the sale of its wholly owned subsidiary, Talos Low Carbon Solutions LLC to TotalEnergies E&P USA, Inc. for a purchase price of $125.0 million plus customary reimbursements and adjustments, combined totaling approximately $142.0 million (the "TLCS Divestiture"). The TLCS Divestiture includes the Company's entire CCS business including its equity investments in three projects along the U.S. Gulf Coast: Bayou Bend CCS LLC, Harvest Bend CCS LLC, and Coastal Bend CCS LLC. A gain of $86.9 million was recognized on the TLCS Divestiture during the six months ended June 30, 2024, which is presented as "Other operating income (expense)" on the Condensed Consolidated Statements of Operations.

The Company incurred approximately $5.9 million of costs in connection with the TLCS Divestiture exclusive of severance expense, of which $5.3 million was recognized during the six months ended June 30, 2024 and reflected in "General and administrative expense" on the Condensed Consolidated Statements of Operations. Additionally, the Company incurred $3.7 million in severance expense in connection with the TLCS Divestiture for the six months ended June 30, 2024. See Note 9 — *Employee Benefits Plans and Share-Based Compensation* for additional discussion.

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Property, Plant and Equipment

Oil and Gas Property [Abstract]

Property, Plant and Equipment

6 Months Ended
Jun. 30, 2024

Note 3 — Property, Plant and Equipment

Proved Properties

During the three and six months ended June 30, 2024 and 2023, the Company's ceiling test computations did not result in a write-down of its U.S. oil and natural gas properties. At June 30, 2024, the Company's ceiling test computation was based on SEC pricing of $80.82 per Bbl of oil, $2.44 per Mcf of natural gas and $19.86 per Bbl of NGLs.

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Leases

Leases [Abstract]

Leases

6 Months Ended
Jun. 30, 2024

Note 4 — Leases

The Company has operating leases principally for office space, drilling rigs, compressors and other equipment necessary to support the Company's operations. Additionally, the Company has a finance lease related to the use of the Helix Producer I (the "HP-I"), a dynamically positioned floating production facility that interconnects with the Phoenix Field through a production buoy. The HP-I is utilized in the Company's oil and natural gas development activities and the right-of-use asset was capitalized and included in proved property and depleted as part of the full cost pool. Once items are included in the full cost pool, they are indistinguishable from other proved properties. The capitalized costs within the full cost pool are amortized over the life of the total proved reserves using the unit-of-production method, computed quarterly. Costs associated with the Company's leases are either expensed or capitalized depending on how the underlying asset is utilized.

The lease costs described below are presented on a gross basis and do not represent the Company's net proportionate share of such amounts. A portion of these costs have been or may be billed to other working interest owners. The Company's share of these costs is included in property and equipment, lease operating expense or general and administrative expense, as applicable. The components of lease costs were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Finance lease cost - interest on lease liabilities	$ 3,272	$ 3,657	$ 6,644	$ 7,365
Operating lease cost, excluding short-term leases[1]	1,113	1,188	2,010	2,096
Short-term lease cost[2]	4,787	36,864	17,439	69,849
Variable lease cost[3]	616	827	1,232	1,190
Variable and fixed sublease income	(359)	(69)	(718)	(69)
Total lease cost	$ 9,429	$ 42,467	$ 26,607	$ 80,431

(1) Operating lease cost reflect a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis.
(2) Short-term lease costs are reported at gross amounts and primarily represent costs incurred for drilling rigs, most of which are short-term contracts not recognized as a right-of-use asset and lease liability on the Condensed Consolidated Balance Sheets. The short-term operating lease costs incurred during the periods presented are not indicative of the Company's current short-term lease obligations, which are approximately $116.1 million as of June 30, 2024, or its future short-term lease costs and obligations, as it routinely enters into short-term contracts for the use of drilling rigs to support its drilling activities.
(3) Variable lease costs primarily represent differences between minimum payment obligations and actual operating charges incurred by the Company related to its long-term leases.

The present value of the fixed lease payments recorded as the Company's right-of-use ("ROU") assets and lease liabilities, adjusted for initial direct costs and incentives were as follows (in thousands):

	June 30, 2024	December 31, 2023
Operating leases:		
Operating lease assets	$ 12,429	$ 11,418
Current portion of operating lease liabilities	$ 3,928	$ 2,666
Operating lease liabilities	17,332	18,211
Total operating lease liabilities	$ 21,260	$ 20,877
Finance leases:		
Proved properties	$ 166,261	$ 166,261
Other current liabilities	$ 18,703	$ 17,834
Other long-term liabilities	121,614	131,230
Total finance lease liabilities	$ 140,317	$ 149,064

The table below presents the supplemental cash flow information related to leases (in thousands):

	Six Months Ended June 30,	
	2024	2023
Operating cash outflow from finance leases	$ 6,644	$ 7,365
Operating cash outflow from operating leases	$ 2,639	$ 2,787
ROU assets obtained in exchange for new operating lease liabilities[1]	$ 1,909	$ 12,971

(1) See QuarterNorth Acquisition and EnVen Acquisition each in Note 2 — *Acquisitions and Divestitures.*

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Financial Instruments

Financial Instruments [Abstract]

Financial Instruments

6 Months Ended
Jun. 30, 2024

Note 5 — Financial Instruments

As of June 30, 2024 and December 31, 2023, the carrying amounts of cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate their fair values because they are highly liquid or due to the short-term nature of these instruments.

Debt Instruments

The following table presents the carrying amounts, net of discount, premium and deferred financing costs, and estimated fair values of the Company's debt instruments (in thousands):

	June 30, 2024		December 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
9.000% Second-Priority Senior Secured Notes – due February 2029	$ 609,712	$ 655,794	$ —	$ —
9.375% Second-Priority Senior Secured Notes – due February 2031	$ 609,333	$ 659,188	$ —	$ —
12.00% Second-Priority Senior Secured Notes – due January 2026	$ —	$ —	$ 601,353	$ 655,130
11.75% Senior Secured Second Lien Notes – due April 2026	$ —	$ —	$ 234,221	$ 233,410
Bank Credit Facility – matures March 2027	$ 216,854	$ 225,000	$ 190,100	$ 200,000

The carrying value of the senior notes are adjusted for discount, premium and deferred financing costs. Fair value is estimated (representing a Level 1 fair value measurement) using quoted secondary market trading prices and, where such prices are not available, other observable (Level 2) inputs are used such as quoted prices for similar liabilities in the active market.

The carrying amount of the Company's bank credit facility, as amended and restated (the "Bank Credit Facility"), is presented net of deferred financing costs. The fair value of the Bank Credit Facility is estimated based on the outstanding borrowings since it is secured by the Company's reserves and the interest rates are variable and reflective of market rates (representing a Level 2 fair value measurement).

Oil and Natural Gas Derivatives

The Company attempts to mitigate a portion of its commodity price risk and stabilize cash flows associated with sales of oil and natural gas production. The Company is currently utilizing oil and natural gas swaps, costless collars and put options. Swaps are contracts where the Company either receives or pays depending on whether the oil or natural gas floating market price is above or below the contracted fixed price. Costless collars consist of a purchased put option and a sold call option with no net premiums paid to or received from counterparties. Typical collar contracts require payments by the

Company if the NYMEX average closing price is above the ceiling price or payments to the Company if the NYMEX average closing price is below the floor price ("two-way collar"). Put options give the owner the right but not the obligation, to sell the underlying commodity at a specified price (i.e. strike price) within a specific period. Certain of the Company's put options have a deferred premium, which is included in the fair market value of the commodity derivatives. For the deferred premium puts, the Company agrees to pay a premium to the counterparty at the time of settlement. At settlement, if the applicable index price is below the strike price of the put, the Company receives the difference between the strike price and the applicable index price multiplied by the contract volumes less the premium. If the applicable index price settles at or above the strike price of the put, the Company pays only the premium at settlement.

The following table presents the impact that derivatives, not designated as hedging instruments, had on its Condensed Consolidated Statements of Operations (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net cash received (paid) on settled derivative instruments	$ (17,518)	$ 8,162	$ (21,012)	$ (4,161)
Unrealized gain (loss)	19,820	18,035	(63,748)	89,295
Price risk management activities income (expense)	$ 2,302	$ 26,197	$ (84,760)	$ 85,134

The following tables reflect the contracted average daily volumes and weighted average prices under the terms of the Company's derivative contracts as of June 30, 2024:

Swap Contracts

Production Period	Settlement Index	Volumes	Swap Price
Crude oil:		*(Bbls)*	*(per Bbl)*
July 2024 – December 2024	NYMEX WTI CMA	38,185	$ 76.52
January 2025 – December 2025	NYMEX WTI CMA	22,926	$ 73.41
Natural gas:		*(MMBtu)*	*(per MMBtu)*
July 2024 – December 2024	NYMEX Henry Hub	32,500	$ 2.84
January 2025 – December 2025	NYMEX Henry Hub	43,630	$ 3.55

Two-Way Collar Contracts

Production Period	Settlement Index	Volumes	Floor Price	Ceiling Price
Crude oil:		*(Bbls)*	*(per Bbl)*	*(per Bbl)*
July 2024 – December 2024	NYMEX WTI CMA	1,000	$ 70.00	$ 75.00
January 2025 – March 2025	NYMEX WTI CMA	3,000	$ 65.00	$ 84.35
Natural gas:		*(MMBtu)*	*(per MMBtu)*	*(per MMBtu)*
July 2024 – December 2024	NYMEX Henry Hub	10,000	$ 4.00	$ 6.90

Long Puts

Production Period	Settlement Index	Volumes	Strike Price	Deferred Premium Price
Crude oil:		*(Bbls)*	*(per Bbl)*	*(per Bbl)*
July 2024 – December 2024	NYMEX WTI CMA	4,000	$ 70.00	$ 6.28
Natural gas:		*(MMBtu)*	*(per MMBtu)*	*(per MMBtu)*
August 2024 – December 2024	NYMEX Henry Hub	13,660	$ 2.90	$ 0.40

Swaps with Sold Puts

Production Period	Settlement Index	Volumes	Swap Price	Strike Price
Crude oil:		*(Bbls)*	*(per Bbl)*	*(per Bbl)*
July 2024 – December 2024	NYMEX WTI CMA	1,000	$ 72.20	$ 60.00

The following tables provide additional information related to financial instruments measured at fair value on a recurring basis (in thousands):

	June 30, 2024			
	Level 1	Level 2	Level 3	Total
Assets:				
Oil and natural gas derivatives	$ —	$ 19,196	$ —	$ 19,196
Liabilities:				
Oil and natural gas derivatives	—	(53,048)	—	(53,048)
Total net asset (liability)	$ —	$ (33,852)	$ —	$ (33,852)

	December 31, 2023			
	Level 1	Level 2	Level 3	Total
Assets:				
Oil and natural gas derivatives	$ —	$ 53,703	$ —	$ 53,703
Liabilities:				
Oil and natural gas derivatives	—	(8,100)	—	(8,100)
Total net asset (liability)	$ —	$ 45,603	$ —	$ 45,603

Financial Statement Presentation

Derivatives are classified as either current or non-current assets or liabilities based on their anticipated settlement dates. Although the Company has master netting arrangements with its counterparties, the Company presents its derivative financial instruments on a gross basis in its Condensed Consolidated Balance Sheets. The following table presents the fair value of derivative financial instruments as well as the potential effect of netting arrangements on the Company's recognized derivative asset and liability amounts (in thousands):

	June 30, 2024		December 31, 2023	
	Assets	Liabilities	Assets	Liabilities
Oil and natural gas derivatives:				
Current	$ 16,412	$ 51,607	$ 36,152	$ 7,305
Non-current	2,784	1,441	17,551	795
Total gross amounts presented on balance sheet	19,196	53,048	53,703	8,100
Less: Gross amounts not offset on the balance sheet	14,424	14,424	8,100	8,100
Net amounts	$ 4,772	$ 38,624	$ 45,603	$ —

Credit Risk

The Company is subject to the risk of loss on its financial instruments as a result of nonperformance by counterparties pursuant to the terms of their contractual obligations. The Company has entered into International Swaps and Derivative Association agreements with counterparties to mitigate this risk. The Company also maintains credit policies with regard to its counterparties to minimize overall credit risk. These policies require (i) the evaluation of potential counterparties' financial condition to determine their credit worthiness; (ii) the regular monitoring of counterparties' credit exposures; (iii) the use of contract language that affords the Company netting or set off opportunities to mitigate exposure risk; and (iv) potentially requiring counterparties to post cash collateral, parent guarantees, or letters of credit to minimize credit risk. The Company's assets and liabilities from commodity price risk management activities at June 30, 2024 represent derivative instruments from nine counterparties; all of which are registered swap dealers that have an "investment grade" (minimum Standard & Poor's rating of BBB- or better) credit rating, and eight of which are parties under the Company's Bank Credit Facility. The Company enters into derivatives directly with these counterparties and, subject to the terms of the Company's Bank Credit Facility, is not required to post collateral or other securities for credit risk in relation to the derivative activities. Had the Company's counterparties failed to perform under existing commodity derivative contracts the maximum loss at June 30, 2024 would have been $4.8 million.

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Equity Method Investments

6 Months Ended Jun. 30, 2024

Equity Method Investments and Joint Ventures [Abstract]

Equity Method Investments

Note 6 — Equity Method Investments

The following table presents the Company's investments in unconsolidated affiliates by segment as of the dates indicated below (in thousands). The Company accounts for these investments using the equity method of accounting.

	Ownership Interest at June 30, 2024	June 30, 2024	December 31, 2023
Upstream:			
Talos Energy Mexico 7, S. de R.L. de C.V. ("Talos Mexico")	50.1%	$ 108,454	$ 107,259
SP 49 Pipeline LLC	33.3%	1,234	861
CCS[(1)]:			
Bayou Bend CCS LLC	— %	—	28,183
Harvest Bend CCS LLC	— %	—	9,746
Coastal Bend CCS LLC	— %	—	—
Total Equity Method Investments		$ 109,688	$ 146,049

(1) See TLCS Divestiture discussion in Note 2 — *Acquisitions and Divestitures*.

Talos Mexico is a variable interest entity. The Company's maximum exposure to loss as a result of its involvement with Talos Mexico is the carrying amount of its investment.

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Debt

6 Months Ended Jun. 30, 2024

Debt Disclosure [Abstract]

Debt

Note 7 — Debt

A summary of the detail comprising the Company's debt and the related book values for the respective periods presented is as follows (in thousands):

	June 30, 2024	December 31, 2023
9.000% Second-Priority Senior Secured Notes – due February 2029	$ 625,000	$ —
9.375% Second-Priority Senior Secured Notes – due February 2031	625,000	—
12.00% Second-Priority Senior Secured Notes – due January 2026	—	638,541
11.75% Senior Secured Second Lien Notes – due April 2026	—	227,500
Bank Credit Facility – matures March 2027[(1)]	225,000	200,000

Total debt, before discount, premium and deferred financing cost	1,475,000	1,066,041
Unamortized discount, premium and deferred financing cost, net	(39,101)	(40,367)
Total debt[2]	1,435,899	1,025,674
Less: Current portion of long-term debt	—	33,060
Long-term debt	$ 1,435,899	$ 992,614

(1) As of June 30, 2024, the Company had outstanding borrowings at a weighted average interest rate of 8.43%.
(2) As of June 30, 2024, the Company was in compliance with all debt covenants.

9.000% Second-Priority Senior Secured Notes—due February 2029

The 9.000% Second-Priority Senior Secured Notes due 2029 (the "9.000% Notes") were issued pursuant to an indenture dated February 7, 2024, by and among the Company, Talos Production Inc. (the "Issuer"), the subsidiary guarantors party thereto (together with the Company, the "Guarantors") and Wilmington Trust, National Association, as trustee and collateral agent. The 9.000% Notes are secured on a second-priority senior secured basis by liens on substantially the same collateral as the collateral securing the Issuer's existing first-priority obligations under its Bank Credit Facility. The 9.000% Notes rank equally in right of payment with all of the Issuer's and the Guarantors' existing and future senior obligations, are senior in right of payment to any obligations of the Issuer and the Guarantors future debt that is, by its term, expressly subordinated in right of payment to the 9.000% Notes and, to the extent of the value of the collateral, are effectively senior to all existing and future unsecured obligations of the Issuer and the Guarantors (other than the Company) and any future obligations of the Issuer and the Guarantors that are secured by the collateral on a junior-priority basis. The 9.000% Notes are effectively pari passu with all of the Issuer's and the Guarantors' existing and future obligations that are secured by the collateral on a second-priority basis including the 9.375% Notes (as defined below) and are effectively junior to any existing and future obligations of the Issuer and the Guarantors that are secured by the collateral on a senior-priority basis to the 9.000% Notes including indebtedness under the Bank Credit Facility. The 9.000% Notes mature on February 1, 2029 and have interest payable semi-annually each February 1 and August 1, commencing August 1, 2024.

At any time prior to February 1, 2026, the Company may redeem up to 40% of the principal amount of the 9.000% Notes at a redemption rate of 109.00% of the principal amount plus accrued and unpaid interest. At any time prior to February 1, 2026, the Company may also redeem some or all of the 9.000% Notes, plus a "make-whole premium," together with accrued and unpaid interest, if any, to, but excluding, the date of redemption. Thereafter, the Company may redeem all or a portion of the 9.000% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below:

Period	Redemption Price
2026	104.500%
2027	102.250%
2028 and thereafter	100.000%

As of June 30, 2024, the Company has incurred debt issuance costs of $16.3 million related to the 9.000% Notes issued as part of the debt offering that partially funded the cash portion of the QuarterNorth Acquisition. The debt issue costs reduced the proceeds from the debt issued. See Note 2 — *Acquisitions and Divestitures* for further discussion on the QuarterNorth Acquisition.

9.375% Second-Priority Senior Secured Notes—due February 2031

The 9.375% Second-Priority Senior Secured Notes due 2031 (the "9.375% Notes" and, together with the 9.000% Notes, the "New Senior Notes") were issued pursuant to an indenture dated February 7, 2024, by and among the Company, the Issuer, the Guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent. The 9.375% Notes are secured on a second-priority senior secured basis by liens on substantially the same collateral as the collateral securing the Issuer's existing first-priority obligations under its Bank Credit Facility. The 9.375% Notes rank equally in right of payment with all of the Issuer's and the Guarantors' existing and future senior obligations, are senior in right of payment to any obligations of the Issuer and the Guarantors future debt that is, by its term, expressly subordinated in right of payment to the 9.375% Notes and, to the extent of the value of the collateral, are effectively senior to all existing and future unsecured obligations of the Issuer and the Guarantors (other than the Company) and any future obligations of the Issuer and the Guarantors that are secured by the collateral on a junior-priority basis. The 9.375% Notes are effectively pari passu with all of the Issuer's and the Guarantors' existing and future obligations that are secured by the collateral on a second-priority basis including the 9.000% Notes and are effectively junior to any existing and future obligations of the Issuer and the Guarantors that are secured by the collateral on a senior-priority basis to the 9.375% Notes including indebtedness under the Bank Credit Facility. The 9.375% Notes mature on February 1, 2031 and have interest payable semi-annually each February 1 and August 1, commencing August 1, 2024.

At any time prior to February 1, 2027, the Company may redeem up to 40% of the principal amount of the 9.375% Notes at a redemption rate of 109.375% of the principal amount plus accrued and unpaid interest. At any time prior to February 1, 2027, the Company may also redeem some or all of the 9.375% Notes, plus a "make-whole premium," together with accrued and unpaid interest, if any, to, but excluding, the date of redemption. Thereafter, the Company may redeem all or a portion of the 9.375% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below:

Period	Redemption Price
2027	104.688%
2028	102.344%
2029 and thereafter	100.000%

As of June 30, 2024, the Company has incurred debt issuance costs of $16.3 million related to the 9.375% Notes issued as part of the debt offering that partially funded the cash portion of the QuarterNorth Acquisition. The debt issue costs reduced the proceeds from the debt issued. See Note 2 — *Acquisitions and Divestitures* for further discussion on the QuarterNorth Acquisition.

12.00% Second-Priority Senior Secured Notes

On February 7, 2024, the Company redeemed $638.5 million aggregate principal amount of the 12.00% Second-Priority Senior Secured Notes due 2026 (the "12.00% Notes") at 103.000% plus accrued and unpaid interest using the proceeds from the issuance of the New Senior Notes. The debt redemption resulted in a loss on extinguishment of debt of $54.9 million, which is presented as "Other income (expense)" on the Condensed Consolidated Statements of Operations.

11.75% Senior Secured Second Lien Notes

On February 7, 2024, the Company redeemed $227.5 million aggregate principal amount of the 11.75% Senior Secured Second Lien Notes due 2026 (the "11.75% Notes") at 102.938% plus accrued and unpaid interest using the proceeds from the issuance of the New Senior Notes. The debt redemption resulted in a loss on extinguishment of debt of $5.4 million, which is presented as "Other income (expense)" on the Condensed Consolidated Statements of Operations.

Bank Credit Facility

The Company maintains the Bank Credit Facility with a syndicate of financial institutions. The borrowing base is redetermined by the lenders at least semi-annually during the second quarter and fourth quarter of each year based on a proved reserves report that the Company delivers to the administrative agent of its Bank Credit Facility. On January 13, 2024, the Company entered into the Tenth Amendment to Credit Agreement (the "Tenth Amendment"). The Tenth Amendment, among other things, (i) permitted the incurrence of additional indebtedness in order to fund the QuarterNorth Acquisition, with such indebtedness excluded from any reduction of the borrowing base that would otherwise result from such incurrence, (ii) reaffirmed the borrowing base at approximately $1.1 billion and (iii) reaffirmed commitments at $965.0 million effective upon the amendment effective date. On May 31, 2024, the borrowing base was reaffirmed at $1.1 billion and commitments were $965.0 million at June 30, 2024.

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Asset Retirement Obligations

Asset Retirement Obligation Disclosure [Abstract]

Asset Retirement Obligations

	6 Months Ended Jun. 30, 2024

Note 8 — Asset Retirement Obligations

The asset retirement obligations included in the Condensed Consolidated Balance Sheets in current and non-current liabilities, and the changes in that liability were as follows (in thousands):

Asset retirement obligations at December 31, 2023	$ 897,226
Obligations assumed[1]	199,519
Obligations incurred	107
Obligations settled	(50,128)
Accretion expense	57,635
Changes in estimate[2]	54,488
Asset retirement obligations at June 30, 2024	$ 1,158,847
Less: Current portion at June 30, 2024	78,765
Long-term portion at June 30, 2024	$ 1,080,082

(1) Assumed in connection with the QuarterNorth Acquisition. See further discussion in Note 2 — *Acquisitions and Divestitures*.
(2) Primarily attributable to accelerated timing and increases in cost estimates to satisfy certain future abandonment obligations.

At June 30, 2024, the Company has (1) restricted cash of $104.4 million held in escrow and (2) two notes receivable with an aggregate face value of $66.2 million to settle future asset retirement obligations. A discussion of these assets is included in the accompanying Notes to the Consolidated Financial Statements in the 2023 Annual Report.

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Employee Benefits Plans and Share-Based Compensation

Compensation And Employee Benefit Plans [Abstract]

Employee Benefits Plans and Share-Based Compensation

	6 Months Ended Jun. 30, 2024

Note 9 — Employee Benefits Plans and Share-Based Compensation

Severance

The following table summarizes severance accrual activity in connection the EnVen Acquisition, QuarterNorth Acquisition and TLCS Divestiture included in "Other current liabilities" and "Other long-term liabilities" on the Condensed Consolidated Balance Sheets as of June 30, 2024 (in thousands):

Severance accrual at December 31, 2023	$ 6,295
Accrual additions	26,060
Benefit payments	(25,493)
Severance accrual at June 30, 2024	6,862
Less: Current portion at June 30, 2024	6,810
Long-term portion at June 30, 2024	$ 52

The above table includes involuntary termination benefits that are being provided pursuant to a one-time benefit arrangement that is being spread over the future service period through the termination date. Involuntary termination benefits are also being provided pursuant to contractual termination benefits required by the terms of existing employment agreements. Severance costs are reflected in "General and administrative expense" on the Condensed Consolidated Statements of Operations.

Long Term Incentive Plans

Restricted Stock Units ("RSUs") — The following table summarizes RSU activity under the Amended and Restated Talos Energy Inc. 2021 Long Term Incentive Plan (the "A&R LTIP") for the six months ended June 30, 2024:

	Restricted Stock Units	Weighted Average Grant Date Fair Value
Unvested RSUs at December 31, 2023	2,306,361	$ 14.89

Granted	1,448,026	$ 13.27
Vested	(1,389,364)	$ 13.62
Forfeited	(290,512)	$ 14.93
Unvested RSUs at June 30, 2024[1]	2,074,511	$ 14.60

(1) As of June 30, 2024, 37,217 of the unvested RSUs were accounted for as liability awards in "Accrued liabilities" on the Condensed Consolidated Balance Sheets.

Performance Share Units ("PSUs") — The following table summarizes PSU activity under the A&R LTIP for the six months ended June 30, 2024:

	Performance Share Units	Weighted Average Grant Date Fair Value
Unvested PSUs at December 31, 2023	1,016,649	$ 21.30
Forfeited	(95,811)	$ 20.34
Unvested PSUs at June 30, 2024	920,838	$ 21.40

The A&R LTIP became effective on May 23, 2024 and now authorizes the Company to grant awards of up to 12,439,415 shares of the Company's common stock, subject to the share recycling and adjustment provisions of the A&R LTIP. The A&R LTIP also extends the term of the plan to May 23, 2034.

Share-based Compensation Costs

Share-based compensation costs associated with RSUs, PSUs and other awards are reflected as "General and administrative expense," on the Condensed Consolidated Statements of Operations, net amounts capitalized to "Proved Properties," on the Condensed Consolidated Balance Sheets. Because of the non-cash nature of share-based compensation, the expensed portion of share-based compensation is added back to net income in arriving at "Net cash provided by (used in) operating activities" on the Condensed Consolidated Statements of Cash Flows.

The following table presents the amount of costs expensed and capitalized (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Share-based compensation costs	$ 4,954	$ 8,291	$ 9,569	$ 15,482
Less: Amounts capitalized to oil and gas properties	2,164	3,542	4,025	6,795
Total share-based compensation expense	$ 2,790	$ 4,749	$ 5,544	$ 8,687

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Income Taxes

6 Months Ended
Jun. 30, 2024

Income Tax Disclosure [Abstract]

Income Taxes

Note 10 — Income Taxes

The Company is a corporation that is subject to U.S. federal, state and foreign income taxes.

For the three months ended June 30, 2024, the Company recognized an income tax benefit of $1.0 million for an effective tax rate of -8.6%. The Company's effective tax rate of -8.6% is different than the U.S. federal statutory income tax rate of 21% primarily due to a non-cash income tax benefit recognized in the Company's state deferred tax liability. For the three months ended June 30, 2023, the Company recognized an income tax expense of $6.9 million for an effective tax rate of 33.5%. The Company's effective tax rate of 33.5% is different than the U.S. federal statutory income tax rate of 21% primarily due to state income taxes, permanent differences and the change of the Company's valuation allowance on its federal deferred tax asset not subject to separate return limitations.

For the six months ended June 30, 2024, the Company recognized an income tax benefit of $22.6 million for an effective tax rate of 18.4%. The Company's effective tax rate of 18.4% is different than the U.S. federal statutory income tax rate of 21% primarily due to permanent differences. For the six months ended June 30, 2023, the Company recognized an income tax benefit of $39.7 million for an effective tax rate of -62.1%. The Company's effective tax rate of -62.1% is different than the U.S. federal statutory income tax rate of 21% primarily due to a non-cash benefit discrete item of $54.9 million related to the partial release of its valuation allowance in the Company's deferred tax asset not subject to separate return limitations offset by the impact of other permanent differences.

The Company evaluates and updates the estimated annual effective income tax rate on a quarterly basis based on current and forecasted operating results and tax laws. Consequently, based upon the mix and timing of the Company's actual earnings compared to annual projections, the effective tax rate may vary quarterly and may make quarterly comparisons not meaningful. The quarterly income tax provision is generally comprised of tax expense on income or benefit on loss at the most recent estimated annual effective tax rate. The tax effect of discrete items is recognized in the period in which they occur at the applicable statutory rate.

Deferred income tax assets and liabilities are recorded related to net operating losses and temporary differences between the book and tax basis of assets and liabilities expected to produce deductions and income in the future. The deferred tax asset estimates are subject to revision, either up or down, in future periods based on new facts or circumstances. The Company reduces deferred tax assets by a valuation allowance when, based on estimates, it is more likely than not that a portion of those assets will not be realized in a future period. In evaluating the Company's valuation allowance, the Company considers cumulative losses, the reversal of existing temporary differences, the existence of taxable income in carryback years, tax optimization planning and future taxable income for each of its taxable jurisdictions. The Company assesses the realizability of its deferred tax assets quarterly; changes to the Company's assessment of its valuation allowance in future periods could materially impact its results of operations. The Company's valuation allowance primarily relates to various state operating loss carryforwards. A deferred tax liability of $239.3 million and $92.2 million is included in "Other long-term liabilities" on the Condensed Consolidated Balance Sheets as of June 30, 2024 and December 31, 2023, respectively.

QuarterNorth Acquisition

On March 4, 2024, the Company completed the QuarterNorth Acquisition, which is further discussed in Note 2 — *Acquisitions and Divestitures*. The Company recognized a net deferred tax liability of $168.5 million in its purchase price allocation as of the acquisition date to reflect differences between tax basis and the fair value of QuarterNorth's assets acquired and liabilities assumed. The deferred tax balance is based on preliminary calculations and on information available to management at the time such estimates were made. Further analysis will be performed upon filing QuarterNorth's tax returns that may result in a change to the net deferred tax liability recognized.

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Income (Loss) Per Share

6 Months Ended
Jun. 30, 2024

Earnings Per Share [Abstract]

Income (Loss) Per Share

Note 11 — Income (Loss) Per Share

Basic earnings per common share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Except when the effect would be antidilutive, diluted earnings per common share includes the impact of RSUs and PSUs.

The following table presents the computation of the Company's basic and diluted income (loss) per share were as follows (in thousands, except for the per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net income (loss)	$ 12,381	$ 13,677	$ (100,058)	$ 103,537
Weighted average common shares outstanding — basic	183,564	125,436	171,027	115,590
Dilutive effect of securities	128	231	—	773
Weighted average common shares outstanding — diluted	183,692	125,667	171,027	116,363
Net income (loss) per common share:				
Basic	$ 0.07	$ 0.11	$ (0.59)	$ 0.90
Diluted	$ 0.07	$ 0.11	$ (0.59)	$ 0.89
Anti-dilutive potentially issuable securities excluded from diluted common shares	1,549	1,640	2,169	1,311

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Related Party Transactions

6 Months Ended
Jun. 30, 2024

Related Party Transactions [Abstract]

Related Party Transactions

Note 12 — Related Party Transactions

Registration Rights Agreements

Adage Capital Partners, L.P. ("Adage") and affiliated entities of Bain Capital, LP ("Bain") are parties to a registration rights agreement entered into in connection with the EnVen Acquisition relating to the registered resale of the Company's common stock owned by such parties, a discussion of which is included in the accompanying Notes to the Consolidated Financial Statements in the 2023 Annual Report. Bain held approximately 8.4% of the Company's outstanding shares of common stock as of June 30, 2024 based on SEC beneficial ownership reports filed by Bain. Adage ceased being a beneficial owner of more than five percent of the Company's common stock as of December 31, 2023 based on a SEC beneficial ownership report filed by Adage in February 2024.

The Company agreed to pay certain expenses of the parties incurred in connection with the exercise of their rights under such registration rights agreement and to indemnify them for certain securities law matters in connection with any registration statement filed pursuant thereto.

Slim Family

Carlos Slim Helú, Carlos Slim Domit, Marco Antonio Slim Domit, Patrick Slim Domit, María Soumaya Slim Domit, Vanessa Paola Slim Domit and Johanna Monique Slim Domit (collectively, the "Slim Family") are beneficiaries of a Mexican trust which in turn owns all of the outstanding voting securities of Control Empresarial de Capitales S.A. de C.V. ("Control Empresarial" together with the Slim Family, the "Slim Family Office"). Control Empresarial, *a sociedad anónima de capital variable* organized under the laws of the United Mexican States, is a holding company with portfolio investments in various companies. Control Empresarial and the Slim Family became related parties on November 7, 2023 when they accumulated greater than ten percent of the Company's outstanding shares of common stock. In connection with the Company's underwritten public offering during January 2024 of 34.5 million shares of the Company's common stock, Control Empresarial increased their holding of the Company's outstanding stock. Control Empresarial held approximately 21.1% of the Company's outstanding shares of common stock as of June 30, 2024 based on SEC beneficial ownership reports filed by Control Empresarial.

In connection with the debt offering in February 2024, the Company consummated a firm commitment debt offering consisting of $1,250.0 million in aggregate principal amount of second-priority senior secured notes in a private offering to eligible purchasers that was exempt from registration under the Securities Act. In connection with the debt offering, and after expressing a non-binding indication of interest after commencement of the offering, entities and/or persons related to the Slim Family Office purchased an aggregate principal amount of $312.5 million of such notes from the initial purchasers of such offering. In connection with such transaction, the Company agreed to pay Inbursa, a banking institution controlled by the Slim Family Office, an advisory fee of approximately $2.7 million, which is reflected as "Accrued liabilities" on the Condensed Consolidated Balance Sheets. See Note 7 – *Debt* for additional information regarding the issuance of the second-priority senior secured notes.

The Slim Family own a majority stake in Grupo Carso, which indirectly has an ownership interest in Talos Mexico. The Company had no related party receivable from affiliates of the Slim Family as of June 30, 2024.

Equity Method Investments

The Company had a $1.3 million and $5.5 million related party receivable from various equity method investments as of June 30, 2024 and December 31, 2023, respectively. This is reflected as "Other, net" within "Accounts Receivable" on the Condensed Consolidated Balance Sheets. See Note 6 – *Equity Method Investments* for additional information on the Company's equity method investments.

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Commitments and Contingencies

6 Months Ended
Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]
Commitments and Contingencies

Note 13 — Commitments and Contingencies

Performance Obligations

Regulations with respect to the Company's operations govern, among other things, engineering and construction specifications for production facilities, safety procedures, plugging and abandonment of wells and removal of facilities in the U.S. Gulf of Mexico.

As of June 30, 2024, the Company had secured performance bonds from third party sureties totaling $1.5 billion. The cost of securing these bonds is reflected as "Interest expense" on the Condensed Consolidated Statements of Operations. Additionally, as of June 30, 2024, the Company had secured letters of credit issued under its Bank Credit Facility totaling $39.1 million. Letters of credit that are outstanding reduce the available revolving credit commitments. See Note 7 — *Debt* for further information on the Bank Credit Facility.

Firm Transportation Commitments

In connection with the QuarterNorth Acquisition, the Company assumed a firm transportation agreement with a pipeline carrier for future transportation of oil production from the Katmai Field. Under the firm agreement, we are obligated to transport a minimum monthly oil volume or pay for any deficiencies. The future minimum transportation under the Company's commitment totals approximately $22.7 million for years 2025 through 2028. Our production is currently expected to exceed the minimum monthly volume in the periods provided in the agreement.

Legal Proceedings and Other Contingencies

From time to time, the Company is involved in litigation, disputes related to our business, regulatory examinations and administrative proceedings primarily arising in the ordinary course of business in jurisdictions in which the Company does business. Although the outcome of these matters cannot be predicted with certainty, the Company's management believes none of these matters, either individually or in the aggregate, would have a material effect upon the Company's financial position; however, an unfavorable outcome could have a material adverse effect on the Company's results from operations for a specific interim period or year.

With regard to the previously disclosed legal proceeding filed against the Company and QuarterNorth by U.S. Specialty Insurance Company ("USSI") concerning approximately $80.0 million in surety bonds issued by USSI, the Company has replaced or canceled all but approximately $3.0 million of those bonds with other surety companies as of August 1, 2024 and expects to replace or cancel the remaining bonds in the near future. The Company expects that the legal proceeding will be resolved at that time.

A discussion of the Dunwoody litigation is included in the accompanying Notes to the Consolidated Financial Statements in the 2023 Annual Report. The Company paid the judgment of $14.4 million, inclusive of Mr. Dunwoody's legal fees and interest, during the three months ended March 31, 2024.

Decommissioning Obligations

The Company, as a co-lessee or predecessor-in-interest in oil and natural gas leases located in the U.S. Gulf of Mexico, is in the chain of title with unrelated third parties either directly or by virtue of divestiture of certain oil and natural gas assets previously owned and assigned by our subsidiaries. Certain counterparties in these divestiture transactions or third parties in existing leases have filed for bankruptcy protection or undergone associated reorganizations and may not be able to perform required abandonment obligations. Regulations or federal laws could require the Company to assume such obligations. The Company reflects such costs as "Other operating (income) expense" on the Condensed Consolidated Statements of Operations.

The decommissioning obligations are included in the Condensed Consolidated Balance Sheets as "Other current liabilities" and "Other long-term liabilities" and the changes in that liability were as follows (in thousands):

	June 30, 2024	December 31, 2023
Balance, beginning of period	$ 15,564	$ 54,269
Additions	3,501	266
Obligations assumed	1,326	—
Changes in estimate	1,536	11,613
Settlements	(3,328)	(50,584)
Balance, end of period	$ 18,599	$ 15,564
Less: Current portion	5,548	3,280
Long-term portion	$ 13,051	$ 12,284

Although it is reasonably possible that the Company could receive state or federal decommissioning orders in the future or be notified of defaulting third parties in existing leases, the Company cannot predict with certainty, if, how or when such orders or notices will be resolved or estimate a possible loss or range of loss that may result from such orders. However, the Company could incur judgments, enter into settlements or revise its opinion regarding the outcome of certain notices or matters, and such developments could have a material adverse effect on its results of operations in the period in which the amounts are accrued and its cash flows in the period in which the amounts are paid.

Registration Rights Agreement

In connection with the Company's entry into the QuarterNorth Merger Agreement, on March 4, 2024, the Company entered into a registration rights agreement (the "QNE Registration Rights Agreement") with certain stockholders of QuarterNorth listed on Schedule A attached thereto (collectively, the "RRA Holders"). Pursuant to the QNE Registration Rights Agreement, the Company granted the RRA Holders certain demand, "piggy-back" and shelf registration rights with respect to the shares of the Company's common stock received in connection with the QuarterNorth Acquisition, subject to certain customary thresholds and conditions. The Company is obligated to pay certain expenses of the RRA Holders incurred in connection with the exercise of their rights under the QNE Registration Rights Agreement and indemnify them for certain securities law matters in connection with any registration statement filed pursuant thereto.

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Segment Information

Segment Reporting [Abstract]
Segment Information

6 Months Ended
Jun. 30, 2024

Note 14 — Segment Information

From January 1, 2024 through March 18, 2024, the Company's operations were managed through two operating segments: (i) Upstream Segment and (ii) CCS Segment. The CCS Segment was divested in March 2024. The Upstream Segment was the Company's only reportable segment. The QuarterNorth Acquisition did not change the Company's reportable segment determinations and is included in the Upstream Segment. The Company's chief operating decision-maker ("CODM") is the President and Chief Executive Officer, who reviews operating results to make decisions about allocating resources and assessing performance for the entire company. A reportable segment is an operating segment that meets materiality thresholds. The 10% tests, as prescribed by the segment reporting accounting guidance, are based on the reported measures of revenue, profit, and assets that are used by the CODM to assess performance and allocate resources. During the quarter ended March 31, 2024, the CCS Segment did not meet any of the reportable segment quantitative thresholds. The profit or loss metric used to evaluate segment performance was Adjusted EBITDA, which is defined by the Company as net income (loss) plus interest expense; income tax expense (benefit); depreciation, depletion, and amortization; accretion expense; non-cash write-down of oil and natural gas properties; transaction and other (income) expenses; decommissioning obligations; the net change in the fair value of derivatives (mark to market effect, net of cash settlements and premiums related to these derivatives); (gain) loss on debt extinguishment; non-cash write-down of other well equipment; and non-cash equity-based compensation expense.

Corporate general and administrative expense includes certain shared costs such as finance, accounting, tax, human resources, information technology and legal costs that are not directly attributable to each operating segment. A portion of these expenses were allocated based on the percentage of employees dedicated to each operating segment. The remaining expenses are included in the reconciliation of reportable segment Adjusted EBITDA to consolidated pre-tax net income (loss) as an unallocated corporate general and administrative expense. From January 1, 2024 through March 18, 2024, the accounting policies of the segments were the same as those described in Note 2 – *Summary of Significant Accounting Policies* included in the accompanying Notes to Consolidated Financial Statements in the 2023 Annual Report.

The Company's CODM does not review assets by segment as part of the financial information provided and therefore, no asset information is provided in the table below.

The following table presents selected segment information for the periods indicated (in thousands):

	Upstream	All Other[1]	Total
Revenues from External Customers:			
Three Months Ended June 30, 2024	$ 549,165	$ —	$ 549,165
Three Months Ended June 30, 2023	367,210	—	367,210
Six Months Ended June 30, 2024	979,097	—	979,097
Six Months Ended June 30, 2023	689,792	—	689,792
Equity in the Net Income (Loss) of Investees Accounted for by the Equity Method:			
Three Months Ended June 30, 2024	$ (456)	$ —	$ (456)
Three Months Ended June 30, 2023	123	(2,134)	(2,011)
Six Months Ended June 30, 2024	(540)	(7,970)	(8,510)
Six Months Ended June 30, 2023	255	(3,411)	(3,156)
Adjusted EBITDA:			
Three Months Ended June 30, 2024	$ 346,542	$ —	$ 346,542
Three Months Ended June 30, 2023	253,615	(2,360)	251,255
Six Months Ended June 30, 2024	615,876	(9,872)	606,004
Six Months Ended June 30, 2023	464,098	(8,517)	455,581
Segment Expenditures:			
Six Months Ended June 30, 2024	$ 290,812	$ 17,519	$ 308,331
Six Months Ended June 30, 2023	379,361	23,057	402,418

(1) The CCS Segment is included in the "All Other" category. The CCS Segment was an emerging business in the start-up phase of operations and the business did not generate any revenues. The CCS Segment's business activities were conducted through both wholly owned subsidiaries and equity method investments with industry partners. CCS equity method investments was a business strategy that enabled us to achieve favorable economies of scale relative to the level of investment and business risk assumed.

Reconciliations

The following table presents the reconciliation of Adjusted EBITDA to the Company's consolidated totals (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Adjusted EBITDA:				
Total for reportable segments	$ 346,542	$ 253,615	$ 615,876	$ 464,098
All other	—	(2,360)	(9,872)	(8,517)
General and administrative expense	(2,558)	(1,532)	(4,344)	(2,795)
Interest expense	(48,982)	(45,632)	(99,827)	(83,213)
Depreciation, depletion and amortization	(259,091)	(169,794)	(474,755)	(317,117)
Accretion expense	(30,732)	(22,760)	(57,635)	(42,174)
Transaction and other income (expenses)[1]	(6,629)	(3,513)	42,528	(25,522)
Decommissioning obligations[2]	(4,182)	(741)	(5,037)	(1,482)
Derivative fair value gain (loss)[3]	2,302	26,197	(84,760)	85,134
Net cash (received) paid on settled derivative instruments[3]	17,518	(8,162)	21,012	4,161
Gain (loss) on extinguishment of debt	—	—	(60,256)	—
Non-cash equity-based compensation expense	(2,790)	(4,749)	(5,544)	(8,687)
Income (loss) before income taxes	$ 11,398	$ 20,569	$ (122,614)	$ 63,886

(1) For the three and six months ended June 30, 2024, transaction expenses include $9.3 million and $37.4 million, respectively, in costs related to the QuarterNorth Acquisition, inclusive of $8.1 million and $22.3 million, respectively, in severance expense. For the six months ended June 30, 2024, transaction expenses include $9.0 million in costs related to the TLCS Divestiture, inclusive of $3.7 million in severance expense. For the three and six months ended June 30, 2023, transaction expenses included $2.7 million and $37.9 million, respectively, in costs related to the EnVen Acquisition, inclusive of $1.4 million and $24.0 million, respectively, in severance expense. See further discussion in Note 2 — *Acquisitions and Divestitures* and Note 9 — *Employee Benefits Plans and Share-Based Compensation*. Other income (expense) includes other miscellaneous income and expenses that we do not view as a meaningful indicator of our operating performance. For the six months ended June 30, 2024, it includes a gain of $86.9 million related to the TLCS Divestiture. See further discussion in Note 2 — *Acquisitions and Divestitures*. For the six months ended June 30, 2023, it includes an $8.6 million gain on the funding of the capital carry of its investment in Bayou Bend by Chevron.

(2) Estimated decommissioning obligations were a result of working interest partners or counterparties of divestiture transactions that were unable to perform the required abandonment obligations due to bankruptcy or insolvency. See Note 13 — *Commitments and Contingencies* for additional information on decommissioning obligations.

(3) The adjustments for the derivative fair value (gains) losses and net cash receipts (payments) on settled commodity derivative instruments have the effect of adjusting net loss for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because we do not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDA on an unrealized basis during the period the derivatives settled.

The following table presents the reconciliation of Segment Expenditures to the Company's consolidated totals (in thousands):

	Six Months Ended June 30,	
	2024	2023
Segment Expenditures:		
Total reportable segments	$ 290,812	$ 379,361
All other	17,519	23,057
Change in capital expenditures included in accounts payable and accrued liabilities	35,140	(7,546)
Plugging & abandonment	(50,128)	(47,683)
Decommissioning obligations settled	(3,328)	(2,047)
Investment in Talos Mexico	(2,108)	—
Investment in CCS intangibles and equity method investees	(17,519)	(23,057)
Deferred payments	(1,235)	(462)
Insurance recovery proceeds	—	12,500
Non-cash well equipment transfers	—	(35,793)
Other	17	328
Exploration, development and other capital expenditures	$ 269,170	$ 298,658

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Subsequent Events

6 Months Ended
Jun. 30, 2024

Subsequent Events [Abstract]

Subsequent Events

Note 15 — Subsequent Events

Acquisition of Non-Operated Working Interest

The Company executed two separate definitive agreements to acquire a collective 21.4% non-operated working interest in the Monument oil discovery ("Monument Project") in the deepwater U.S. Gulf of Mexico located on certain Walker Ridge lease blocks. Cash consideration totaling $20.2 million was paid on the closing dates of July 31, 2024 and August 2, 2024, including $12.5 million in post-effective date purchase price adjustments. An additional aggregate $24.4 million will be paid periodically in installments through April 1, 2026. The Monument Project will initially be developed with two subsea wells tied back to a third-party floating production system.

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Organization, Nature of Business and Basis of Presentation (Policies)

6 Months Ended
Jun. 30, 2024

Organization, Consolidation and Presentation of Financial Statements [Abstract]

Organization and Nature of Business, Basis of Presentation and Consolidation

Organization and Nature of Business

Talos Energy Inc. (the "Parent Company") is a Delaware corporation originally incorporated on November 14, 2017. The Parent Company conducts all business operations through its operating subsidiaries, owns no operating assets and has no material operations, cash flows or liabilities independent of its subsidiaries. The Parent Company's common stock is traded on The New York Stock Exchange under the ticker symbol "TALO."

The Parent Company (including its subsidiaries, collectively "Talos" or the "Company") is a technically driven independent exploration and production company focused on safely and efficiently maximizing long-term value through its operations, currently in the United States ("U.S.") and offshore Mexico. The Company leverages decades of technical and offshore operational expertise towards the acquisition, exploration and development of assets in key geological trends that are present in many offshore basins around the world.

Basis of Presentation and Consolidation

The Condensed Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the SEC regarding interim financial reporting. Accordingly, certain information and disclosures normally included in complete financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, these financial statements include all adjustments, which unless otherwise disclosed, are of a normal recurring nature, necessary for a fair presentation of the financial position, results of operations, cash flows and changes in equity for the periods presented. The results for interim periods are not necessarily indicative of results for the entire year. The unaudited financial statements and related notes included in this Quarterly Report should be read in conjunction with the Company's audited Consolidated Financial Statements and accompanying notes included in the 2023 Annual Report.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Segments

Segments

From January 1, 2024 through March 18, 2024, the Company had two operating segments: (i) exploration and production of oil, natural gas and NGLs ("Upstream Segment") and (ii) CCS ("CCS Segment"), of which the Company's only reportable segment was the Upstream Segment. Subsequent to the TLCS Divestiture (as defined herein) and sale of the Company's entire CCS business, the Company had one operating segment. See additional information in Note 14 — *Segment Information*.

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Organization, Nature of Business and Basis of Presentation (Tables)

6 Months Ended
Jun. 30, 2024

Organization, Consolidation and Presentation of Financial Statements [Abstract]

Schedule of Cash and Cash Equivalents

The following table provides a reconciliation of the amount of cash, cash equivalents and restricted cash reported within the Condensed Consolidated Balance Sheets to the total of the same such amounts shown in the Condensed Consolidated Statements of Cash Flows (in thousands):

	June 30, 2024	December 31, 2023
Cash and cash equivalents	$ 37,797	$ 33,637
Restricted cash included in Other long-term assets	104,368	102,362
Total cash, cash equivalent and restricted cash	$ 142,165	$ 135,999

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Acquisitions and Divestitures (Tables)

6 Months Ended
Jun. 30, 2024

QuarterNorth

Business Acquisition [Line Items]

Summary of Purchase Price

The following table summarizes the purchase price (in thousands except share and per share data):

Shares of Talos common stock	24,349,452
Talos common stock price[1]	$ 13.25
Common stock value	$ 322,630
Cash consideration	$ 1,247,419
Total purchase price[2]	$ 1,570,049

(1) Represents the closing price of the Company's common stock on March 4, 2024, the date of the closing of the QuarterNorth Acquisition.
Total purchase price net of $331.4 million cash and cash equivalents acquired at closing is $1,238.7 million.

Summary of Allocation of Purchase Price to Assets Acquired and Liabilities Assumed

The following table presents the latest preliminary allocation of the purchase price to the assets acquired and liabilities assumed, based on their fair values on March 4, 2024 (in thousands):

Cash and cash equivalents	$ 331,374
Other current assets	160,117
Property and equipment	1,622,597
Other long-term assets	20,780
Current liabilities:	
Current portion of asset retirement obligations	(6,748)
Other current liabilities	(193,928)
Long-term liabilities:	
Asset retirement obligations	(192,771)
Deferred tax liabilities	(168,481)

Other long-term liabilities	(2,891)
Allocated purchase price	$ 1,570,049

Summary Of Revenues And Net Income Attributable To Acquisition

The following table presents revenue and net income attributable to the QuarterNorth Acquisition for the three months ended June 30, 2024 and the period from March 4, 2024 to June 30, 2024:

	Three Months Ended June 30, 2024	Six Months Ended June 30, 2024
Revenue	$ 173,157	$ 217,106
Net income (loss)	$ 55,550	$ 62,299

Supplemental Proforma Information

This information does not purport to be indicative of results of operations that would have occurred had the QuarterNorth Acquisition occurred on January 1, 2023, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data).

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue	$ 549,165	$ 509,934	$ 1,106,366	$ 992,885
Net income (loss)	$ 17,522	$ 18,968	$ (92,937)	$ 93,288
Basic net income (loss) per common share	$ 0.10	$ 0.10	$ (0.51)	$ 0.53
Diluted net income (loss) per common share	$ 0.10	$ 0.10	$ (0.51)	$ 0.53

EnVen Energy Corporation

Business Acquisition [Line Items]

Summary Of Revenues And Net Income Attributable To Acquisition

The following table presents revenue and net income (loss) attributable to the EnVen Acquisition for the three months ended June 30, 2023 and the period from February 13, 2023 to June 30, 2023 (in thousands):

	Three Months Ended June 30, 2023	Six Months Ended June 30, 2023
Revenue	$ 113,582	$ 175,641
Net income (loss)	$ 25,878	$ 19,788

Supplemental Proforma Information

This information does not purport to be indicative of results of operations that would have occurred had the EnVen Acquisition occurred on January 1, 2022, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data).

	Three Months Ended June 30, 2023	Six Months Ended June 30, 2023
Revenue	$ 367,210	$ 741,835
Net income (loss)	$ 14,813	$ 132,903
Basic net income (loss) per common share	$ 0.12	$ 1.05
Diluted net income (loss) per common share	$ 0.12	$ 1.05

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Leases (Tables)

6 Months Ended
Jun. 30, 2024

Leases [Abstract]

Components of Lease Costs

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Finance lease cost - interest on lease liabilities	$ 3,272	$ 3,657	$ 6,644	$ 7,365
Operating lease cost, excluding short-term leases[(1)]	1,113	1,188	2,010	2,096
Short-term lease cost[(2)]	4,787	36,864	17,439	69,849
Variable lease cost[(3)]	616	827	1,232	1,190
Variable and fixed sublease income	(359)	(69)	(718)	(69)
Total lease cost	$ 9,429	$ 42,467	$ 26,607	$ 80,431

(1) Operating lease cost reflect a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis.
(2) Short-term lease costs are reported at gross amounts and primarily represent costs incurred for drilling rigs, most of which are short-term contracts not recognized as a right-of-use asset and lease liability on the Condensed Consolidated Balance Sheets. The short-term operating lease costs incurred during the periods presented are not indicative of the Company's current short-term lease obligations, which are approximately $116.1 million as of June 30, 2024, or its future short-term lease costs and obligations, as it routinely enters into short-term contracts for the use of drilling rigs to support its drilling activities.
(3) Variable lease costs primarily represent differences between minimum payment obligations and actual operating charges incurred by the Company related to its long-term leases.

Schedule of Right-of-Use ("ROU") Asset and Lease Liability, Adjusted for Initial Direct Costs and Incentives

The present value of the fixed lease payments recorded as the Company's right-of-use ("ROU") assets and lease liabilities, adjusted for initial direct costs and incentives were as follows (in thousands):

	June 30, 2024	December 31, 2023
Operating leases:		
Operating lease assets	$ 12,429	$ 11,418
Current portion of operating lease liabilities	$ 3,928	$ 2,666
Operating lease liabilities	17,332	18,211
Total operating lease liabilities	$ 21,260	$ 20,877
Finance leases:		
Proved properties	$ 166,261	$ 166,261
Other current liabilities	$ 18,703	$ 17,834
Other long-term liabilities	121,614	131,230
Total finance lease liabilities	$ 140,317	$ 149,064

Supplemental Cash Flow Information Related to Leases

The table below presents the supplemental cash flow information related to leases (in thousands):

	Six Months Ended June 30,	
	2024	2023
Operating cash outflow from finance leases	$ 6,644	$ 7,365
Operating cash outflow from operating leases	$ 2,639	$ 2,787
ROU assets obtained in exchange for new operating lease liabilities[(1)]	$ 1,909	$ 12,971

(1) See QuarterNorth Acquisition and EnVen Acquisition each in Note 2 — *Acquisitions and Divestitures.*

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Financial Instruments (Tables)

6 Months Ended
Jun. 30, 2024

Financial Instruments [Abstract]

Schedule of Carrying Amounts and Estimated Fair Values of Financial Instruments

The following table presents the carrying amounts, net of discount, premium and deferred financing costs, and estimated fair values of the Company's debt instruments (in thousands):

	June 30, 2024		December 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
9.000% Second-Priority Senior Secured Notes – due February 2029	$ 609,712	$ 655,794	$ —	$ —
9.375% Second-Priority Senior Secured Notes – due February 2031	$ 609,333	$ 659,188	$ —	$ —
12.00% Second-Priority Senior Secured Notes – due January 2026	$ —	$ —	$ 601,353	$ 655,130
11.75% Senior Secured Second Lien Notes – due April 2026	$ —	$ —	$ 234,221	$ 233,410
Bank Credit Facility – matures March 2027	$ 216,854	$ 225,000	$ 190,100	$ 200,000

Schedule of Impact that Derivatives not Qualifying as Hedging Instruments in Condensed Consolidated Statements of Operations

The following table presents the impact that derivatives, not designated as hedging instruments, had on its Condensed Consolidated Statements of Operations (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net cash received (paid) on settled derivative instruments	$ (17,518)	$ 8,162	$ (21,012)	$ (4,161)
Unrealized gain (loss)	19,820	18,035	(63,748)	89,295
Price risk management activities income (expense)	$ 2,302	$ 26,197	$ (84,760)	$ 85,134

Schedule of Contracted Volumes and Weighted Average Prices and will Receive Under the Terms of Derivative Contracts

The following tables reflect the contracted average daily volumes and weighted average prices under the terms of the Company's derivative contracts as of June 30, 2024:

Swap Contracts

Production Period	Settlement Index	Volumes	Swap Price
Crude oil:		*(Bbls)*	*(per Bbl)*
July 2024 – December 2024	NYMEX WTI CMA	38,185	$ 76.52
January 2025 – December 2025	NYMEX WTI CMA	22,926	$ 73.41
Natural gas:		*(MMBtu)*	*(per MMBtu)*
July 2024 – December 2024	NYMEX Henry Hub	32,500	$ 2.84
January 2025 – December 2025	NYMEX Henry Hub	43,630	$ 3.55

Two-Way Collar Contracts

Production Period	Settlement Index	Volumes	Floor Price	Ceiling Price
Crude oil:		*(Bbls)*	*(per Bbl)*	*(per Bbl)*
July 2024 – December 2024	NYMEX WTI CMA	1,000	$ 70.00	$ 75.00
January 2025 – March 2025	NYMEX WTI CMA	3,000	$ 65.00	$ 84.35

Natural gas:		*(MMBtu)*	*(per MMBtu)*	*(per MMBtu)*
July 2024 – December 2024	NYMEX Henry Hub	10,000	$ 4.00	$ 6.90

Long Puts

Production Period	Settlement Index	Volumes	Strike Price	Deferred Premium Price
Crude oil:		*(Bbls)*	*(per Bbl)*	*(per Bbl)*
July 2024 – December 2024	NYMEX WTI CMA	4,000	$ 70.00	$ 6.28
Natural gas:		*(MMBtu)*	*(per MMBtu)*	*(per MMBtu)*
August 2024 – December 2024	NYMEX Henry Hub	13,660	$ 2.90	$ 0.40

Swaps with Sold Puts

Production Period	Settlement Index	Volumes	Swap Price	Strike Price
Crude oil:		*(Bbls)*	*(per Bbl)*	*(per Bbl)*
July 2024 – December 2024	NYMEX WTI CMA	1,000	$ 72.20	$ 60.00

Summary of Additional Information Related to Financial Instruments Measured at Fair Value on Recurring Basis

The following tables provide additional information related to financial instruments measured at fair value on a recurring basis (in thousands):

	June 30, 2024			
	Level 1	Level 2	Level 3	Total
Assets:				
Oil and natural gas derivatives	$ —	$ 19,196	$ —	$ 19,196
Liabilities:				
Oil and natural gas derivatives	—	(53,048)	—	(53,048)
Total net asset (liability)	$ —	$ (33,852)	$ —	$ (33,852)

	December 31, 2023			
	Level 1	Level 2	Level 3	Total
Assets:				
Oil and natural gas derivatives	$ —	$ 53,703	$ —	$ 53,703
Liabilities:				
Oil and natural gas derivatives	—	(8,100)	—	(8,100)
Total net asset (liability)	$ —	$ 45,603	$ —	$ 45,603

Schedule of Fair Value of Derivative Financial Instruments

The following table presents the fair value of derivative financial instruments as well as the potential effect of netting arrangements on the Company's recognized derivative asset and liability amounts (in thousands):

	June 30, 2024		December 31, 2023	
	Assets	Liabilities	Assets	Liabilities
Oil and natural gas derivatives:				
Current	$ 16,412	$ 51,607	$ 36,152	$ 7,305
Non-current	2,784	1,441	17,551	795
Total gross amounts presented on balance sheet	19,196	53,048	53,703	8,100
Less: Gross amounts not offset on the balance sheet	14,424	14,424	8,100	8,100
Net amounts	$ 4,772	$ 38,624	$ 45,603	$ —

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Equity Method Investments (Tables)

6 Months Ended
Jun. 30, 2024

Equity Method Investments and Joint Ventures [Abstract]

Schedule of Equity Method Investments

The following table presents the Company's investments in unconsolidated affiliates by segment as of the dates indicated below (in thousands). The Company accounts for these investments using the equity method of accounting.

	Ownership Interest at June 30, 2024	June 30, 2024	December 31, 2023
Upstream:			
Talos Energy Mexico 7, S. de R.L. de C.V. ("Talos Mexico")	50.1%	$ 108,454	$ 107,259
SP 49 Pipeline LLC	33.3%	1,234	861
CCS[1]:			
Bayou Bend CCS LLC	— %	—	28,183
Harvest Bend CCS LLC	— %	—	9,746
Coastal Bend CCS LLC	— %	—	—
Total Equity Method Investments		$ 109,688	$ 146,049

(1) See TLCS Divestiture discussion in Note 2 — *Acquisitions and Divestitures.*

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Debt (Tables)

6 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

Summary of Detail Comprising Debt and Related Book Values

A summary of the detail comprising the Company's debt and the related book values for the respective periods presented is as follows (in thousands):

	June 30, 2024	December 31, 2023
9.000% Second-Priority Senior Secured Notes – due February 2029	$ 625,000	$ —
9.375% Second-Priority Senior Secured Notes – due February 2031	625,000	—
12.00% Second-Priority Senior Secured Notes – due January 2026	—	638,541
11.75% Senior Secured Second Lien Notes – due April 2026	—	227,500
Bank Credit Facility – matures March 2027[1]	225,000	200,000
Total debt, before discount, premium and deferred financing cost	1,475,000	1,066,041
Unamortized discount, premium and deferred financing cost, net	(39,101)	(40,367)
Total debt[2]	1,435,899	1,025,674
Less: Current portion of long-term debt	—	33,060
Long-term debt	$ 1,435,899	$ 992,614

(1) As of June 30, 2024, the Company had outstanding borrowings at a weighted average interest rate of 8.43%.
(2) As of June 30, 2024, the Company was in compliance with all debt covenants.

Summary of Redemption Prices of 9.000% and 9.375% Notes

Thereafter, the Company may redeem all or a portion of the 9.000% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below:

Period	Redemption Price
2026	104.500%
2027	102.250%
2028 and thereafter	100.000%

Thereafter, the Company may redeem all or a portion of the 9.375% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below:

Period	Redemption Price
2027	104.688%
2028	102.344%
2029 and thereafter	100.000%

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Asset Retirement Obligations (Tables)

6 Months Ended
Jun. 30, 2024

Asset Retirement Obligation Disclosure [Abstract]

Schedule of Asset Retirement Obligations

The asset retirement obligations included in the Condensed Consolidated Balance Sheets in current and non-current liabilities, and the changes in that liability were as follows (in thousands):

Asset retirement obligations at December 31, 2023	$ 897,226
Obligations assumed[1]	199,519
Obligations incurred	107
Obligations settled	(50,128)
Accretion expense	57,635
Changes in estimate[2]	54,488
Asset retirement obligations at June 30, 2024	$ 1,158,847
Less: Current portion at June 30, 2024	78,765
Long-term portion at June 30, 2024	$ 1,080,082

(1) Assumed in connection with the QuarterNorth Acquisition. See further discussion in Note 2 — *Acquisitions and Divestitures.*
(2) Primarily attributable to accelerated timing and increases in cost estimates to satisfy certain future abandonment obligations.

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Employee Benefits Plans and Share-Based Compensation (Tables)

6 Months Ended

Jun. 30, 2024

Employee Benefits Plans and Share Based Compensation [Line Items]

Schedule of Acquisition Severance Costs

The following table summarizes severance accrual activity in connection the EnVen Acquisition, QuarterNorth Acquisition and TLCS Divestiture included in "Other current liabilities" and "Other long-term liabilities" on the Condensed Consolidated Balance Sheets as of June 30, 2024 (in thousands):

Severance accrual at December 31, 2023	$ 6,295
Accrual additions	26,060
Benefit payments	(25,493)
Severance accrual at June 30, 2024	6,862
Less: Current portion at June 30, 2024	6,810
Long-term portion at June 30, 2024	$ 52

Summary of Restricted Stock Units Activity

The following table summarizes RSU activity under the Amended and Restated Talos Energy Inc. 2021 Long Term Incentive Plan (the "A&R LTIP") for the six months ended June 30, 2024:

	Restricted Stock Units	Weighted Average Grant Date Fair Value
Unvested RSUs at December 31, 2023	2,306,361	$ 14.89
Granted	1,448,026	$ 13.27
Vested	(1,389,364)	$ 13.62
Forfeited	(290,512)	$ 14.93
Unvested RSUs at June 30, 2024[1]	2,074,511	$ 14.60

(1) As of June 30, 2024, 37,217 of the unvested RSUs were accounted for as liability awards in "Accrued liabilities" on the Condensed Consolidated Balance Sheets.

Summary of Performance Share Units Activity

The following table summarizes PSU activity under the A&R LTIP for the six months ended June 30, 2024:

	Performance Share Units	Weighted Average Grant Date Fair Value
Unvested PSUs at December 31, 2023	1,016,649	$ 21.30
Forfeited	(95,811)	$ 20.34
Unvested PSUs at June 30, 2024	920,838	$ 21.40

Schedule of Recognized Share Based Compensation Expense, Net

The following table presents the amount of costs expensed and capitalized (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Share-based compensation costs	$ 4,954	$ 8,291	$ 9,569	$ 15,482
Less: Amounts capitalized to oil and gas properties	2,164	3,542	4,025	6,795
Total share-based compensation expense	$ 2,790	$ 4,749	$ 5,544	$ 8,687

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Income (Loss) Per Share (Tables)

6 Months Ended

Jun. 30, 2024

Earnings Per Share [Abstract]

Summary of Computation of Basic and Diluted Income (Loss) Per Share

The following table presents the computation of the Company's basic and diluted income (loss) per share were as follows (in thousands, except for the per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net income (loss)	$ 12,381	$ 13,677	$ (100,058)	$ 103,537
Weighted average common shares outstanding — basic	183,564	125,436	171,027	115,590
Dilutive effect of securities	128	231	—	773
Weighted average common shares outstanding — diluted	183,692	125,667	171,027	116,363
Net income (loss) per common share:				
Basic	$ 0.07	$ 0.11	$ (0.59)	$ 0.90
Diluted	$ 0.07	$ 0.11	$ (0.59)	$ 0.89
Anti-dilutive potentially issuable securities excluded from diluted common shares	1,549	1,640	2,169	1,311

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Commitments and Contingencies (Tables)

6 Months Ended

Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Summary of Decommissioning Obligations Included in Consolidated Balance Sheets

The decommissioning obligations are included in the Condensed Consolidated Balance Sheets as "Other current liabilities" and "Other long-term liabilities" and the changes in that liability were as follows (in thousands):

	June 30, 2024	December 31, 2023
Balance, beginning of period	$ 15,564	$ 54,269
Additions	3,501	266
Obligations assumed	1,326	—
Changes in estimate	1,536	11,613
Settlements	(3,328)	(50,584)
Balance, end of period	$ 18,599	$ 15,564
Less: Current portion	5,548	3,280
Long-term portion	$ 13,051	$ 12,284

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Segment Information (Tables)

6 Months Ended

Jun. 30, 2024

Segment Reporting [Abstract]

Summary of Information by Business Segment

The following table presents selected segment information for the periods indicated (in thousands):

	Upstream	All Other[1]	Total
Revenues from External Customers:			
Three Months Ended June 30, 2024	$ 549,165	$ —	$ 549,165
Three Months Ended June 30, 2023	367,210	—	367,210
Six Months Ended June 30, 2024	979,097	—	979,097
Six Months Ended June 30, 2023	689,792	—	689,792
Equity in the Net Income (Loss) of Investees Accounted for by the Equity Method:			
Three Months Ended June 30, 2024	$ (456)	$ —	$ (456)
Three Months Ended June 30, 2023	123	(2,134)	(2,011)
Six Months Ended June 30, 2024	(540)	(7,970)	(8,510)
Six Months Ended June 30, 2023	255	(3,411)	(3,156)
Adjusted EBITDA:			
Three Months Ended June 30, 2024	$ 346,542	$ —	$ 346,542
Three Months Ended June 30, 2023	253,615	(2,360)	251,255
Six Months Ended June 30, 2024	615,876	(9,872)	606,004
Six Months Ended June 30, 2023	464,098	(8,517)	455,581
Segment Expenditures:			
Six Months Ended June 30, 2024	$ 290,812	$ 17,519	$ 308,331
Six Months Ended June 30, 2023	379,361	23,057	402,418

(1) The CCS Segment is included in the "All Other" category. The CCS Segment was an emerging business in the start-up phase of operations and the business did not generate any revenues. The CCS Segment's business activities were conducted through both wholly owned subsidiaries and equity method investments with industry partners. CCS equity method investments was a business strategy that enabled us to achieve favorable economies of scale relative to the level of investment and business risk assumed.

Schedule of Reconciliation of Adjusted EBITDA to the Company's Consolidated Totals

The following table presents the reconciliation of Adjusted EBITDA to the Company's consolidated totals (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Adjusted EBITDA:				
Total for reportable segments	$ 346,542	$ 253,615	$ 615,876	$ 464,098
All other	—	(2,360)	(9,872)	(8,517)
General and administrative expense	(2,558)	(1,532)	(4,344)	(2,795)

Interest expense	(48,982)	(45,632)	(99,827)	(83,213)
Depreciation, depletion and amortization	(259,091)	(169,794)	(474,755)	(317,117)
Accretion expense	(30,732)	(22,760)	(57,635)	(42,174)
Transaction and other income (expenses)[1]	(6,629)	(3,513)	42,528	(25,522)
Decommissioning obligations[2]	(4,182)	(741)	(5,037)	(1,482)
Derivative fair value gain (loss)[3]	2,302	26,197	(84,760)	85,134
Net cash (received) paid on settled derivative instruments[3]	17,518	(8,162)	21,012	4,161
Gain (loss) on extinguishment of debt	—	—	(60,256)	—
Non-cash equity-based compensation expense	(2,790)	(4,749)	(5,544)	(8,687)
Income (loss) before income taxes	$ 11,398	$ 20,569	$ (122,614)	$ 63,886

(1) For the three and six months ended June 30, 2024, transaction expenses include $9.3 million and $37.4 million, respectively, in costs related to the QuarterNorth Acquisition, inclusive of $8.1 million and $22.3 million, respectively, in severance expense. For the six months ended June 30, 2024, transaction expenses include $9.0 million in costs related to the TLCS Divestiture, inclusive of $3.7 million in severance expense. For the three and six months ended June 30, 2023, transaction expenses included $2.7 million and $37.9 million, respectively, in costs related to the EnVen Acquisition, inclusive of $1.4 million and $24.0 million, respectively, in severance expense. See further discussion in Note 2 — *Acquisitions and Divestitures* and Note 9 — *Employee Benefits Plans and Share-Based Compensation*. Other income (expense) includes other miscellaneous income and expenses that we do not view as a meaningful indicator of our operating performance. For the six months ended June 30, 2024, it includes a gain of $86.9 million related to the TLCS Divestiture. See further discussion in Note 2 — *Acquisitions and Divestitures*. For the six months ended June 30, 2023, it includes an $8.6 million gain on the funding of the capital carry of its investment in Bayou Bend by Chevron.

(2) Estimated decommissioning obligations were a result of working interest partners or counterparties of divestiture transactions that were unable to perform the required abandonment obligations due to bankruptcy or insolvency. See Note 13 — *Commitments and Contingencies* for additional information on decommissioning obligations.

(3) The adjustments for the derivative fair value (gains) losses and net cash receipts (payments) on settled commodity derivative instruments have the effect of adjusting net loss for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because we do not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDA on an unrealized basis during the period the derivatives settled.

Reconciliation of Reportable Segment Expenditures

The following table presents the reconciliation of Segment Expenditures to the Company's consolidated totals (in thousands):

	Six Months Ended June 30,	
	2024	2023
Segment Expenditures:		
Total reportable segments	$ 290,812	$ 379,361
All other	17,519	23,057
Change in capital expenditures included in accounts payable and accrued liabilities	35,140	(7,546)
Plugging & abandonment	(50,128)	(47,683)
Decommissioning obligations settled	(3,328)	(2,047)
Investment in Talos Mexico	(2,108)	—
Investment in CCS intangibles and equity method investees	(17,519)	(23,057)
Deferred payments	(1,235)	(462)
Insurance recovery proceeds	—	12,500
Non-cash well equipment transfers	—	(35,793)
Other	17	328
Exploration, development and other capital expenditures	$ 269,170	$ 298,658

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Organization, Nature of Business and Basis of Presentation - Additional Information (Details) - Segment	**3 Months Ended**	**6 Months Ended**
	Mar. 18, 2024	**Jun. 30, 2024**
Basis Of Presentation And Schedule Of Accounting Policy [Line Items]		
Date of incorporation		Nov. 14, 2017
Number of operating segments	2	

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Organization, Nature of Business and Basis of Presentation - Schedule of Cash and Cash Equivalents (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**	**Jun. 30, 2023**	**Dec. 31, 2022**
Organization, Consolidation and Presentation of Financial Statements [Abstract]				
Cash and cash equivalents	$ 37,797	$ 33,637		
Restricted cash included in Other long term assets	104,368	102,362		
Total cash, cash equivalent and restricted cash	$ 142,165	$ 135,999	$ 118,498	$ 44,145

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Acquisitions and Divestitures - Acquisition - Business Combinations - Additional Information (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**		**12 Months Ended**	
	Mar. 04, 2024	**Feb. 13, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Dec. 31, 2023**
Business Acquisition [Line Items]							
Issuance of common stock, Shares				34,500,000			
Employee Severance							
Business Acquisition [Line Items]							
Aquisition severance cost				$ 26,060			
Quarter North Acquisition							
Business Acquisition [Line Items]							
Business acquisition, effective date	Mar. 04, 2024						
Pro forma financial information				The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2024 and 2023 as if the QuarterNorth Acquisition had occurred on January 1, 2023. The unaudited pro forma information was derived from historical statements of operations of the Company and QuarterNorth adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and New Senior Notes, (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) weighted average basic and diluted shares of common stock outstanding from the issuance of 24.3 million shares of common stock as partial consideration for the QuarterNorth Acquisition and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 34.5 million shares of common stock from the underwritten public offering in January 2024 that partially funded the cash portion of the QuarterNorth Acquisition.			
Cash consideration	$ 1,247,419						
Common stock value	$ 322,630						
Supplemental pro forma earnings			$ 17,522	$ 18,968	$ (92,937)		$ 93,288
Quarter North Acquisition | Employee Severance							
Business Acquisition [Line Items]							
Aquisition severance cost			8,100		$ 22,300		
Quarter North Acquisition | Common Stock							
Business Acquisition [Line Items]							

Aggregate shares issued	24,300,000					
Quarter North Acquisition | Common Stock | Pro Forma						
Business Acquisition [Line Items]						
Aggregate shares issued			24,300,000			
Quarter North Acquisition | General and Administrative Expense						
Business Acquisition [Line Items]						
Cumulative transaction related costs		22,100	$ 22,100			
Acquisition, transaction related cost		300	19,100			$ 3,000
Quarter North Acquisition | Interest Expense						
Business Acquisition [Line Items]						
Acquisition, transaction related cost			$ 4,900			
Quarter North Acquisition | January 2024 equity offering | Common Stock | Pro Forma						
Business Acquisition [Line Items]						
Aggregate shares issued			34,500,000			
QuarterNorth						
Business Acquisition [Line Items]						
Aquisition severance cost		8,100	$ 22,300			
QuarterNorth | General and Administrative Expense | Nonrecurring Adjustments [Member]						
Business Acquisition [Line Items]						
Supplemental pro forma earnings		$ (6,500)	0 $ (31,500)			31,700
EnVen Energy Corporation						
Business Acquisition [Line Items]						
Business acquisition, effective date	Feb. 13, 2023					
Pro forma financial information			The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2023 as if the EnVen Acquisition had occurred on January 1, 2022. The unaudited pro forma information was derived from historical statements of operations of the Company and EnVen adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and to adjust the amortization of the premium of the 11.75% Notes (as defined in Note 7 — Debt), (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) other income (expense) to adjust the accretion of the discount on the two notes receivable to settle future asset retirement obligations and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 43.8 million shares of common stock as partial consideration for the EnVen Acquisition. Supplemental pro forma earnings for the three and six months ended June 30, 2023 were adjusted to exclude $1.4 million and $64.1 million of general and administrative expenses, respectively.			
Cash consideration	$ 207,300					
Common stock value	832,200					
Settlement of preexisting relationship	8,400					
Supplemental pro forma earnings			$ 14,813			$ 132,903
EnVen Energy Corporation | 11.75% notes						
Business Acquisition [Line Items]						
Debt instrument interest rate			11.75%			11.75%
EnVen Energy Corporation | Employee Severance						
Business Acquisition [Line Items]						
Aquisition severance cost			$ 1,400			$ 24,000
EnVen Energy Corporation | Settlement of preexisting relationship						
Business Acquisition [Line Items]						
Gain or loss recognized on settlement	$ 0					
EnVen Energy Corporation | Common Stock						
Business Acquisition [Line Items]						
Aggregate shares issued	43,800,000					
EnVen Energy Corporation | Common Stock | Pro Forma						
Business Acquisition [Line Items]						
Aggregate shares issued			43,800,000			
EnVen Energy Corporation | General and Administrative Expense						
Business Acquisition						

[Line Items]		
Cumulative transaction related costs	21,800	21,800
Acquisition, transaction related cost	200	12,800
EnVen Energy Corporation | General and Administrative Expense | Nonrecurring Adjustments [Member]		
Business Acquisition [Line Items]		
Supplemental pro forma earnings	$ (1,400)	$ (64,100)

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Acquisitions and Divestitures - Acquisition - Business Combinations - Summary of Purchase Price (Details) - USD ($) $ / shares in Units, $ in Thousands	Mar. 04, 2024	Feb. 13, 2023
Quarter North Acquisition		
Business Acquisition [Line Items]		
Talos common stock price per share	[1] $ 13.25	
Common stock value	$ 322,630	
Cash consideration	1,247,419	
Total purchase price	[2] $ 1,570,049	
Quarter North Acquisition | Common Stock		
Business Acquisition [Line Items]		
Shares of Talos common stock	24,349,452	
EnVen Energy Corporation		
Business Acquisition [Line Items]		
Common stock value		$ 832,200
Cash consideration		$ 207,300

[1] Represents the closing price of the Company's common stock on March 4, 2024, the date of the closing of the QuarterNorth Acquisition.

[2] Total purchase price net of $331.4 million cash and cash equivalents acquired at closing is $1,238.7 million.

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Acquisitions and Divestitures - Acquisition - Business Combinations - Summary of Purchase Price (Parenthetical) (Details) - USD ($) $ in Thousands	Mar. 04, 2024	6 Months Ended Jun. 30, 2024	Jun. 30, 2023
Business Acquisition [Line Items]			
Purchase price net of cash and cash equivalents		$ 916,045	$ 0
Quarter North Acquisition			
Business Acquisition [Line Items]			
Cash and cash equivalents	$ 331,374		
Purchase price net of cash and cash equivalents	$ 1,238,700		

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Acquisitions and Divestitures - Acquisition - Business Combinations - Summary of Allocation of Purchase Price to Assets Acquired and Liabilities Assumed (Details) - Quarter North Acquisition $ in Thousands	Mar. 04, 2024 USD ($)
Business Acquisition [Line Items]	
Cash and cash equivalents	$ 331,374
Other current assets	160,117
Property and equipment	1,622,597
Other long-term assets	20,780
Current portion of asset retirement obligations	(6,748)
Other current liabilities	(193,928)
Asset retirement obligations	(192,771)
Deferred tax liabilities	(168,481)
Other long-term liabilities	(2,891)
Allocated purchase price	$ 1,570,049

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Acquisitions and Divestitures - Acquisition - Business Combinations - Summary of Revenue and Net Income Attributable to Acquisition (Details) - USD ($) $ in Thousands	3 Months Ended Jun. 30, 2024	Jun. 30, 2023	6 Months Ended Jun. 30, 2024	Jun. 30, 2023
Quarter North Acquisition				
Business Acquisition [Line Items]				
Revenue	$ 173,157		$ 217,106	
Net income (loss)	$ 55,550		$ 62,299	
EnVen Energy Corporation				
Business Acquisition [Line Items]				
Revenue		$ 113,582		$ 175,641
Net income (loss)		$ 25,878		$ 19,788

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Acquisitions and Divestitures - Acquisition - Business Combinations - Supplemental Proforma Information (Details) - USD ($)	3 Months Ended Jun. 30, 2024	Jun. 30, 2023	6 Months Ended Jun. 30, 2024	Jun. 30, 2023

$ / shares in Units, $ in Thousands				
Quarter North Acquisition				
Business Acquisition [Line Items]				
Business Acquisition, Pro Forma Revenue	$ 549,165	$ 509,934	$ 1,106,366	$ 992,885
Net income (loss)	$ 17,522	$ 18,968	$ (92,937)	$ 93,288
Basic net income (loss) per common share	$ 0.1	$ 0.1	$ (0.51)	$ 0.53
Diluted net income (loss) per common share	$ 0.1	$ 0.1	$ (0.51)	$ 0.53
EnVen Energy Corporation				
Business Acquisition [Line Items]				
Business Acquisition, Pro Forma Revenue		$ 367,210		$ 741,835
Net income (loss)		$ 14,813		$ 132,903
Basic net income (loss) per common share		$ 0.12		$ 1.05
Diluted net income (loss) per common share		$ 0.12		$ 1.05

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Acquisitions and Divestitures - Divestiture - Additional Information (Details) - USD ($) $ in Thousands		6 Months Ended	
	Mar. 18, 2024	Jun. 30, 2024	Jun. 30, 2023
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]			
Proceeds from sales of businesses		$ 141,997	$ 0
Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal, Statement of Income or Comprehensive Income [Extensible Enumeration]		Other Operating Income (Expense), Net	
TLCS			
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]			
Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal		$ 86,900	
Severance expense		3,700	
TLCS | General and Administrative Expense			
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]			
Divestiture expense excludes severance cost		5,900	
Business exit costs		5,300	
Talos Low Carbon Solutions			
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]			
Business disposal date	Mar. 18, 2024		
Proceeds from sales of businesses	$ 142,000		
Talos Low Carbon Solutions | Disposal Group, Held-for-Sale or Disposed of by Sale, Not Discontinued Operations [Member]			
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]			
Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal		$ 86,900	
TotalEnergies E&P USA, Inc			
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]			
Base purchase price before adjustments	$ 125,000		

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Property, Plant and Equipment - Additional Information (Details) - US	3 Months Ended		6 Months Ended	
	Jun. 30, 2024 USD ($)	Jun. 30, 2023 USD ($)	Jun. 30, 2024 USD ($) $ / Mcf $ / bbl	Jun. 30, 2023 USD ($)
Property, Plant and Equipment [Line Items]				
Write-down of oil and natural gas properties | $	$ 0	$ 0	$ 0	$ 0
Oil (MBbls)				
Property, Plant and Equipment [Line Items]				
SEC pricing			80.82	
Gas (MMcf)				
Property, Plant and Equipment [Line Items]				
SEC pricing | $ / Mcf			2.44	
NGL (MBbls)				
Property, Plant and Equipment [Line Items]				
SEC pricing			19.86	

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Leases - Components of Lease Costs (Details) - USD ($) $ in Thousands		3 Months Ended		6 Months Ended	
		Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Lease, Cost [Abstract]					
Finance lease cost - interest on lease liabilities		$ 3,272	$ 3,657	$ 6,644	$ 7,365
Operating lease cost, excluding short-term leases	[1]	1,113	1,188	2,010	2,096
Short-term lease cost	[2]	4,787	36,864	17,439	69,849
Variable lease cost	[3]	616	827	1,232	1,190
Variable and fixed sublease income		(359)	(69)	(718)	(69)
Total lease cost		$ 9,429	$ 42,467	$ 26,607	$ 80,431

[1] Operating lease cost reflect a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis.

[2] Short-term lease costs are reported at gross amounts and primarily represent costs incurred for drilling rigs, most of which are short-term contracts not recognized as a right-of-use asset and lease liability on the Condensed Consolidated Balance Sheets. The short-term operating lease costs incurred during the periods presented are not indicative of the Company's current short-term lease obligations, which are approximately $116.1 million as of June 30, 2024, or its future short-term lease costs and obligations, as it routinely enters into short-term contracts for the use of drilling rigs to support its drilling activities.

[3] Variable lease costs primarily represent differences between minimum payment obligations and actual operating charges incurred by the Company related to its long-term leases.

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Leases - Components of Lease Costs (Parenthetical) (Details) $ in Millions	Jun. 30, 2024 USD ($)
Vessel Commitments	
Long-Term Purchase Commitment [Line Items]	
Short term lease costs and obligations	$ 116.1

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Leases - Schedule of Right-of-Use Asset and Liability, Adjusted for Initial Direct Costs and Incentives (Details) -	Jun. 30, 2024	Dec. 31, 2023

USD ($) $ in Thousands		
Assets and Liabilities, Lessee [Abstract]		
Operating lease assets	$ 12,429	$ 11,418
Current portion of operating lease liabilities	$ 3,928	$ 2,666
Operating Lease, Liability, Current, Statement of Financial Position [Extensible List]	Current portion of operating lease liabilities	Current portion of operating lease liabilities
Operating lease liabilities	$ 17,332	$ 18,211
Total operating lease liabilities	21,260	20,877
Proved properties	$ 166,261	$ 166,261
Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]	Capitalized Costs, Proved Properties	Capitalized Costs, Proved Properties
Other current liabilities	$ 18,703	$ 17,834
Finance Lease, Liability, Current, Statement of Financial Position [Extensible List]	Other current liabilities	Other current liabilities
Other long-term liabilities	$ 121,614	$ 131,230
Finance Lease, Liability, Noncurrent, Statement of Financial Position [Extensible List]	Other long-term liabilities	Other long-term liabilities
Total finance lease liabilities	$ 140,317	$ 149,064

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Leases - Supplemental Cash Flow Information Related to Leases (Details) - USD ($) $ in Thousands	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Cash Flow, Operating Activities, Lessee [Abstract]		
Operating cash outflow from finance leases	$ 6,644	$ 7,365
Operating cash outflow from operating leases	2,639	2,787
ROU assets obtained in exchange for new operating lease liabilities [1]	$ 1,909	$ 12,971

[1] See QuarterNorth Acquisition and EnVen Acquisition each in Note 2 — *Acquisitions and Divestitures.*

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Financial Instruments - Schedule of Carrying Amounts and Estimated Fair Values of Financial Instruments (Details) - USD ($) $ in Thousands		
	Jun. 30, 2024	Dec. 31, 2023
Debt Instrument [Line Items]		
Carrying Amount	$ 1,435,899	$ 1,025,674
9.000% Second Priority Senior Secured Notes due February 2029		
Debt Instrument [Line Items]		
Carrying Amount	609,712	0
Fair Value	655,794	0
9.375% Second Priority Senior Secured Notes due February 2031		
Debt Instrument [Line Items]		
Carrying Amount	609,333	0
Fair Value	659,188	0
12.00% Second-Priority Senior Secured Notes - due January 2026		
Debt Instrument [Line Items]		
Carrying Amount		601,353
Fair Value	0	655,130
11.75% Senior Secured Second Lien Notes - due April 2026		
Debt Instrument [Line Items]		
Carrying Amount		234,221
Fair Value	0	233,410
Bank Credit Facility - matures March 2027		
Debt Instrument [Line Items]		
Carrying Amount	216,854	190,100
Fair Value	$ 225,000	$ 200,000

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Financial Instruments - Schedule of Carrying Amounts and Estimated Fair Values of Financial Instruments (Parenthetical) (Details)	6 Months Ended	12 Months Ended
	Jun. 30, 2024	Dec. 31, 2023
9.000% Second Priority Senior Secured Notes due February 2029		
Debt Instrument [Line Items]		
Debt instrument interest rate	9.00%	
Senior notes, maturity date	Feb. 15, 2029	
9.375% Second Priority Senior Secured Notes due February 2031		
Debt Instrument [Line Items]		
Debt instrument interest rate	9.375%	
Senior notes, maturity date	Feb. 15, 2031	
12.00% Second-Priority Senior Secured Notes - due January 2026		
Debt Instrument [Line Items]		
Debt instrument interest rate		12.00%
Senior notes, maturity date		Jan. 15, 2026
11.75% Senior Secured Second Lien Notes - due April 2026		
Debt Instrument [Line Items]		
Debt instrument interest rate		11.75%
Senior notes, maturity date		Apr. 15, 2026

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Financial Instruments - Additional Information (Details) $ in Millions	6 Months Ended Jun. 30, 2024 USD ($) Counterparty
Concentration Risk [Line Items]	
Credit risk, financial instruments	The Company is subject to the risk of loss on its financial instruments as a result of nonperformance by counterparties pursuant to the terms of their contractual obligations. The Company has entered into International Swaps and Derivative Association agreements with counterparties to mitigate this risk. The Company also maintains credit policies with regard to its counterparties to minimize overall credit risk. These policies require (i) the evaluation of potential counterparties' financial condition to determine their credit worthiness; (ii) the regular monitoring of counterparties' credit exposures; (iii) the use of contract language that affords the Company netting or set off opportunities to mitigate exposure risk; and (iv) potentially requiring counterparties to post cash collateral, parent guarantees, or letters of credit to minimize credit risk. The Company's assets and liabilities from commodity price risk management activities at June 30, 2024 represent derivative instruments from nine counterparties; all of which are registered swap dealers that have an "investment grade" (minimum Standard & Poor's rating of BBB- or better) credit rating, and eight of which are parties under the Company's Bank Credit Facility. The Company enters into derivatives directly with these counterparties and, subject to the terms of the Company's Bank Credit Facility, is not required to post collateral or other securities for credit risk in relation to the derivative activities. Had the Company's counterparties failed to perform under existing commodity derivative contracts the maximum loss at June 30, 2024 would have been $4.8 million.
Maximum loss on commodity contracts | $	$ 4.8
Counterparty Risk	

Investment Grade	
Concentration Risk [Line Items]	
Number of counter parties description	all of which
Counterparty Risk Diversification	
Concentration Risk [Line Items]	
Number of counterparties	9
Bank Credit Facility	
Concentration Risk [Line Items]	
Number of counterparties	8

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Financial Instruments - Schedule of Impact that Derivatives not Qualifying as Hedging Instruments in Condensed Consolidated Statements of Operations (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Derivative Instruments and Hedging Activities Disclosures [Line Items]				
Derivative fair value gain (loss)	$ 2,302	$ 26,197	$ (84,760)	$ 85,134
Gain Loss On Derivative Instruments Unrealized Component				
Derivative Instruments and Hedging Activities Disclosures [Line Items]				
Derivative fair value gain (loss)	19,820	18,035	(63,748)	89,295
Commodity Contract				
Derivative Instruments and Hedging Activities Disclosures [Line Items]				
Derivative fair value gain (loss)	2,302	26,197	(84,760)	85,134
Commodity Contract | Gain Loss On Derivative Instruments Realized Component				
Derivative Instruments and Hedging Activities Disclosures [Line Items]				
Derivative fair value gain (loss)	$ (17,518)	$ 8,162	$ (21,012)	$ (4,161)

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Financial Instruments - Schedule of Contracted Volumes and Weighted Average Prices and will Receive Under the Terms of Derivative Contracts (Details)	**6 Months Ended**
	Jun. 30, 2024 **MMBTU** **$ / bbl** **$ / MMBTU** **bbl**
Crude Oil | January 2025 - March 2025 | Collar	
Derivative [Line Items]	
Settlement Index	NYMEX WTI CMA
Volumes | bbl	3,000
Floor Price	65
Ceiling Price	84.35
Crude Oil | January 2025 - December 2025 | Swap	
Derivative [Line Items]	
Settlement Index	NYMEX WTI CMA
Volumes | bbl	22,926
Swap Price	73.41
Crude Oil | July 2024 - December 2024 | Swap	
Derivative [Line Items]	
Settlement Index	NYMEX WTI CMA
Volumes | bbl	38,185
Swap Price	76.52
Crude Oil | July 2024 - December 2024 | Collar	
Derivative [Line Items]	
Settlement Index	NYMEX WTI CMA
Volumes | bbl	1,000
Floor Price	70
Ceiling Price	75
Crude Oil | July 2024 - December 2024 | Long Puts	
Derivative [Line Items]	
Settlement Index	NYMEX WTI CMA
Volumes | bbl	4,000
Deferred Premium Price | $ / MMBTU	6.28
Strike Price | $ / MMBTU	70
Crude Oil | July 2024 - December 2024 | Swaps with Sold Puts	
Derivative [Line Items]	
Settlement Index	NYMEX WTI CMA
Volumes | bbl	1,000
Swap Price	72.2
Strike Price	60
Natural Gas | January 2025 - December 2025 | Swap	
Derivative [Line Items]	
Settlement Index	NYMEX Henry Hub
Average Daily Volumes | MMBTU	43,630
Swap Price | $ / MMBTU	3.55
Natural Gas | July 2024 - December 2024 | Swap	
Derivative [Line Items]	
Settlement Index	NYMEX Henry Hub
Average Daily Volumes | MMBTU	32,500
Swap Price | $ / MMBTU	2.84
Natural Gas | July 2024 - December 2024 | Collar	
Derivative [Line Items]	
Settlement Index	NYMEX Henry Hub
Average Daily Volumes | MMBTU	10,000
Floor Price | $ / MMBTU	4
Ceiling Price | $ / MMBTU	6.9
Natural Gas | August 2024 - December 2024 | Long Puts	
Derivative [Line Items]	

Settlement Index	NYMEX Henry Hub
Average Daily Volumes | MMBTU	13,660
Deferred Premium Price	0.4
Strike Price	2.9

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Financial Instruments - Summary of Additional Information Related to Financial Instruments Measured at Fair Value on Recurring Basis (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Oil and Natural Gas Derivatives		
Assets:		
Oil and natural gas derivatives	$ 4,772	$ 45,603
Liabilities:		
Oil and natural gas derivatives	38,624	0
Fair Value on Recurring Basis		
Liabilities:		
Total net asset (liability)	(33,852)	45,603
Fair Value on Recurring Basis | Oil and Natural Gas Derivatives		
Assets:		
Oil and natural gas derivatives	$ 19,196	$ 53,703
Derivative Asset, Statement of Financial Position [Extensible Enumeration]	Assets	Assets
Liabilities:		
Oil and natural gas derivatives	$ (53,048)	$ (8,100)
Derivative Liability, Statement of Financial Position [Extensible Enumeration]	Liabilities	Liabilities
Fair Value on Recurring Basis | Level 1		
Liabilities:		
Total net asset (liability)	$ 0	$ 0
Fair Value on Recurring Basis | Level 1 | Oil and Natural Gas Derivatives		
Assets:		
Oil and natural gas derivatives	$ 0	$ 0
Derivative Asset, Statement of Financial Position [Extensible Enumeration]	Assets	Assets
Liabilities:		
Oil and natural gas derivatives	$ 0	$ 0
Derivative Liability, Statement of Financial Position [Extensible Enumeration]	Liabilities	Liabilities
Fair Value on Recurring Basis | Level 2		
Liabilities:		
Total net asset (liability)	$ (33,852)	$ 45,603
Fair Value on Recurring Basis | Level 2 | Oil and Natural Gas Derivatives		
Assets:		
Oil and natural gas derivatives	$ 19,196	$ 53,703
Derivative Asset, Statement of Financial Position [Extensible Enumeration]	Assets	Assets
Liabilities:		
Oil and natural gas derivatives	$ (53,048)	$ (8,100)
Derivative Liability, Statement of Financial Position [Extensible Enumeration]	Liabilities	Liabilities
Fair Value on Recurring Basis | Level 3		
Liabilities:		
Total net asset (liability)	$ 0	$ 0
Fair Value on Recurring Basis | Level 3 | Oil and Natural Gas Derivatives		
Assets:		
Oil and natural gas derivatives	$ 0	$ 0
Derivative Asset, Statement of Financial Position [Extensible Enumeration]	Assets	Assets
Liabilities:		
Oil and natural gas derivatives	$ 0	$ 0
Derivative Liability, Statement of Financial Position [Extensible Enumeration]	Liabilities	Liabilities

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Financial Instruments - Schedule of Fair Value of Derivative Financial Instruments (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Price Risk Derivatives [Line Items]		
Derivative Asset, Current	$ 16,412	$ 36,152
Derivative Asset, Noncurrent	2,784	17,551
Derivative Liability, Current	51,607	7,305
Derivative Liability, Noncurrent	1,441	795
Oil and Natural Gas Derivatives		
Price Risk Derivatives [Line Items]		
Derivative Asset, Current	16,412	36,152
Derivative Asset, Noncurrent	2,784	17,551
Total gross amounts presented on balance sheet, Assets	19,196	53,703
Gross amounts not offset on the balance sheet	14,424	8,100
Net Amounts	4,772	45,603
Derivative Liability, Current	51,607	7,305
Derivative Liability, Noncurrent	1,441	795
Total gross amounts presented on balance sheet, Liabilities	53,048	8,100
Gross amounts not offset on the balance sheet	14,424	8,100
Net Amounts	$ 38,624	$ 0

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Equity Method Investments - Schedule of Equity Method Investments (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Schedule of Equity Method Investments [Line Items]		
Total equity method investments	$ 109,688	$ 146,049
Talos Energy Mexico 7, S. de R.L. de C.V. ("Talos Mexico") | Upstream		
Schedule of Equity Method Investments [Line Items]		
Total equity method investments	$ 108,454	107,259
Equity method investment, ownership interest	50.10%	
SP 49 Pipeline LLC | Upstream		
Schedule of Equity Method Investments [Line Items]		
Total equity method investments	$ 1,234	861

Equity method investment, ownership interest	33.30%	
Bayou Bend CCS LLC | CCS		
Schedule of Equity Method Investments [Line Items]		
Total equity method investments	$ 0	28,183
Equity method investment, ownership interest	0.00%	
Harvest Bend CCS LLC | CCS		
Schedule of Equity Method Investments [Line Items]		
Total equity method investments	$ 0	9,746
Equity method investment, ownership interest	0.00%	
Coastal Bend CCS LLC | CCS		
Schedule of Equity Method Investments [Line Items]		
Total equity method investments	$ 0	$ 0
Equity method investment, ownership interest	0.00%	

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Debt - Summary of Detail Comprising Debt and Related Book Values (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Debt Instrument [Line Items]		
Total debt, before discount, premium and deferred financing cost	$ 1,475,000	$ 1,066,041
Unamortized discount, premium and deferred financing cost, net	(39,101)	(40,367)
Total debt	1,435,899	1,025,674
Less: current portion of long-term debt	0	33,060
Long-term debt	1,435,899	992,614
Senior Notes | 9.000% Second-Priority Senior Secured Notes - due February 2029		
Debt Instrument [Line Items]		
Total debt, before discount, premium and deferred financing cost	625,000	0
Senior Notes | 9.375% Second-Priority Senior Secured Notes - due February 2031		
Debt Instrument [Line Items]		
Total debt, before discount, premium and deferred financing cost	625,000	0
Senior Notes | 12.00% Second-Priority Senior Secured Notes - due January 2026		
Debt Instrument [Line Items]		
Total debt, before discount, premium and deferred financing cost	0	638,541
Senior Notes | 11.75% Senior Secured Second Lien Notes due April 2026		
Debt Instrument [Line Items]		
Total debt, before discount, premium and deferred financing cost	0	227,500
Line of Credit | Bank Credit Facility - matures March 2027		
Debt Instrument [Line Items]		
Total debt, before discount, premium and deferred financing cost	$ 225,000	$ 200,000

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Debt - Summary of Detail Comprising Debt and Related Book Values (Parenthetical) (Details)	**6 Months Ended**	**12 Months Ended**	
	Jun. 30, 2024	**Dec. 31, 2023**	**Feb. 07, 2024**
Senior Notes | 9.000% Second-Priority Senior Secured Notes - due February 2029			
Debt Instrument [Line Items]			
Debt instrument interest rate	9.00%		9.00%
Senior notes, maturity date	Feb. 01, 2029		
Senior Notes | 9.375% Second-Priority Senior Secured Notes - due February 2031			
Debt Instrument [Line Items]			
Debt instrument interest rate	9.375%		9.375%
Senior notes, maturity date	Feb. 01, 2031		
Senior Notes | 12.00% Second-Priority Senior Secured Notes - due January 2026			
Debt Instrument [Line Items]			
Debt instrument interest rate		12.00%	12.00%
Senior notes, maturity date	Jan. 15, 2026	Jan. 15, 2026	
Senior Notes | 11.75% Senior Secured Second Lien Notes due April 2026			
Debt Instrument [Line Items]			
Debt instrument interest rate		11.75%	11.75%
Senior notes, maturity date	Apr. 15, 2026	Apr. 15, 2026	
Line of Credit | Bank Credit Facility - matures March 2027			
Debt Instrument [Line Items]			
Bank credit facility, maturity date	Mar. 31, 2027	Mar. 31, 2027	
Weighted average interest rate	8.43%		

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Debt - Additional Information (Details) - USD ($) $ in Thousands	**Jan. 31, 2027**	**Jan. 31, 2026**	**Feb. 07, 2024**	**6 Months Ended**	**12 Months Ended**			
				Jun. 30, 2024	**Jun. 30, 2023**	**Dec. 31, 2023**	**May 31, 2024**	**Jan. 13, 2024**
Debt Instrument [Line Items]								
Loss on extinguishment of debt				$ (60,256)	$ 0			
9.000% Second-Priority Senior Secured Notes - due February 2029								
Debt Instrument [Line Items]								
Debt issuance costs				$ 16,300				
9.000% Second-Priority Senior Secured Notes - due February 2029 | Senior Notes								
Debt Instrument [Line Items]								
Debt Instrument, Interest Rate, Stated Percentage			9.00%	9.00%				
Debt instrument interest rate			9.00%	9.00%				
Debt Instrument, Frequency of Periodic Payment				semi-annually				
Debt instrument payment terms				semi-annually each February 1 and August 1				
Debt instrument maturity date				Feb. 01, 2029				

Debt instrument redemption, description			the Company may redeem all or a portion of the 9.000% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below		
9.000% Second-Priority Senior Secured Notes - due February 2029 | Senior Notes | Forecast					
Debt Instrument [Line Items]					
Debt Instrument, Redemption Price, Percentage	109.00%				
Percentage of principal amount redeemed	40.00%				
9.375% Second-Priority Senior Secured Notes - due February 2031					
Debt Instrument [Line Items]					
Debt issuance costs			$ 16,300		
9.375% Second-Priority Senior Secured Notes - due February 2031 | Senior Notes					
Debt Instrument [Line Items]					
Debt Instrument, Interest Rate, Stated Percentage		9.375%	9.375%		
Debt instrument interest rate		9.375%	9.375%		
Debt Instrument, Frequency of Periodic Payment			semi-annually		
Debt instrument payment terms			semi-annually each February 1 and August 1		
Debt instrument maturity date			Feb. 01, 2031		
Debt instrument redemption, description			the Company may redeem all or a portion of the 9.375% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below		
9.375% Second-Priority Senior Secured Notes - due February 2031 | Senior Notes | Forecast					
Debt Instrument [Line Items]					
Debt Instrument, Redemption Price, Percentage	109.375%				
Percentage of principal amount redeemed	40.00%				
12.00% Second-Priority Senior Secured Notes | Senior Notes					
Debt Instrument [Line Items]					
Debt Instrument, Interest Rate, Stated Percentage		12.00%			12.00%
Debt Instrument, Redemption Price, Percentage		103.00%			
Debt instrument interest rate		12.00%			12.00%
Debt instrument, repurchase amount		$ 638,500			
Debt instrument maturity date			Jan. 15, 2026		Jan. 15, 2026
11.75% Senior Secured Second Lien Notes | Senior Notes					
Debt Instrument [Line Items]					
Debt Instrument, Interest Rate, Stated Percentage		11.75%			11.75%
Debt Instrument, Redemption Price, Percentage		102.938%			
Debt instrument interest rate		11.75%			11.75%
Debt instrument, repurchase amount		$ 227,500			
Debt instrument maturity date			Apr. 15, 2026		Apr. 15, 2026
Bank Credit Facility [Member]					
Debt Instrument [Line Items]					
Line of borrowing credit facility			$ 965,000		
Line of credit facility maximum borrowing capacity					$ 1,100,000
Bank Credit Facility - matures March 2027					
Debt Instrument [Line Items]					
Bank credit facility, description			The borrowing base is redetermined by the lenders at least semi-annually during the second quarter and fourth quarter of each year based on a proved reserves report that the Company delivers to the administrative agent of its Bank Credit Facility. On January 13, 2024, the Company entered into the Tenth Amendment to Credit Agreement (the "Tenth Amendment"). The Tenth Amendment, among other things, (i) permitted the incurrence of additional indebtedness in order to fund the QuarterNorth Acquisition, with such indebtedness excluded from any reduction of the borrowing base that would otherwise result from such incurrence, (ii) reaffirmed the borrowing base at approximately $1.1 billion and (iii) reaffirmed commitments at $965.0 million effective upon the amendment effective date. On May 31, 2024, the borrowing base was reaffirmed at $1.1 billion and		

commitments were $965.0 million at June 30, 2024.

Other Nonoperating Income (Expense) | 12.00% Second-Priority Senior Secured Notes | Senior Notes	
Debt Instrument [Line Items]	
Loss on extinguishment of debt	54,900
Other Nonoperating Income (Expense) | 11.75% Senior Secured Second Lien Notes | Senior Notes	
Debt Instrument [Line Items]	
Loss on extinguishment of debt	$ 5,400
Quarter North Acquisition | 12.00% Second-Priority Senior Secured Notes	
Debt Instrument [Line Items]	
Debt instrument, repurchase date	Feb. 07, 2024
Quarter North Acquisition | Bank Credit Facility [Member]	
Debt Instrument [Line Items]	
Line of borrowing credit facility	$ 965,000
Line of credit facility maximum borrowing capacity	$ 1,100,000

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Debt - Summary of Redemption Prices of 9.000% and 9.375% Notes (Details)	**6 Months Ended**
	Jun. 30, 2024
9.000% Second-Priority Senior Secured Notes - due February 2029 | Debt Instrument, Redemption, Period One	
Debt Instrument, Redemption [Line Items]	
Debt Instrument, Redemption Price, Percentage	104.50%
9.000% Second-Priority Senior Secured Notes - due February 2029 | Debt Instrument, Redemption, Period Two	
Debt Instrument, Redemption [Line Items]	
Debt Instrument, Redemption Price, Percentage	102.25%
9.000% Second-Priority Senior Secured Notes - due February 2029 | Debt Instrument, Redemption, Period After Two	
Debt Instrument, Redemption [Line Items]	
Debt Instrument, Redemption Price, Percentage	100.00%
9.375% Second-Priority Senior Secured Notes - due February 2031 | Debt Instrument, Redemption, Period One	
Debt Instrument, Redemption [Line Items]	
Debt Instrument, Redemption Price, Percentage	104.688%
9.375% Second-Priority Senior Secured Notes - due February 2031 | Debt Instrument, Redemption, Period Two	
Debt Instrument, Redemption [Line Items]	
Debt Instrument, Redemption Price, Percentage	102.344%
9.375% Second-Priority Senior Secured Notes - due February 2031 | Debt Instrument, Redemption, Period After Two	
Debt Instrument, Redemption [Line Items]	
Debt Instrument, Redemption Price, Percentage	100.00%

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Asset Retirement Obligations - Schedule of Asset Retirement Obligations (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Dec. 31, 2023**
Asset Retirement Obligation Disclosure [Abstract]					
Asset retirement obligations at December 31, 2023			$ 897,226		
Obligations assumed			199,519		
Obligations incurred			107		
Obligations settled			(50,128)		
Accretion expense	$ 30,732	$ 22,760	57,635	$ 42,174	
Changes in estimate			54,488		
Asset retirement obligations at June 30, 2024	1,158,847		1,158,847		
Less: Current portion at June 30, 2024	78,765		78,765		$ 77,581
Long-term portion at June 30, 2024	$ 1,080,082		$ 1,080,082		$ 819,645

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Asset Retirement Obligations - Additional Information (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Restricted cash	$ 104,368	$ 102,362
Future plugging and abandonment obligations		
Restricted cash	104,400	
Receivable with imputed interest, face amount	$ 66,200	

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Employee Benefits Plans and Share-Based Compensation - Additional Information (Details)	**May 23, 2024 shares**
2021 Long Term Incentive Plan	
Employee Benefits Plans and Share Based Compensation [Line Items]	
Share-Based Compensation authorized to grant	12,439,415

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Employee Benefits Plans and Share-Based Compensation - Schedule of Acquisition Severance Costs (Details) -	**6 Months Ended**
	Jun. 30, 2024

Employee Severance - USD ($) $ in Thousands	
Acquisition Severance Costs [Line Items]	
Severance accrual at December 31, 2023	$ 6,295
Accrual additions	26,060
Benefit payments	(25,493)
Severance accrual at June 30, 2024	6,862
Less: Current portion at June 30, 2024	6,810
Long-term portion at June 30, 2024	$ 52

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Employee Benefit Plans and Share-Based Compensation - Schedule of Restricted Stock and Performance Share Units Activity (Details)	6 Months Ended	
	Jun. 30, 2024 $ / shares shares	
Restricted Stock Units		
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Unvested beginning of the period | shares	2,306,361	
Granted | shares	1,448,026	
Vested | shares	(1,389,364)	
Forfeited | shares	(290,512)	
Unvested end of the period | shares	2,074,511	[1]
Unvested weighted average grant date fair value, beginning of the period | $ / shares	$ 14.89	
Unvested weighted average grant date fair value, granted | $ / shares	13.27	
Unvested weighted average grant date fair value, vested | $ / shares	13.62	
Unvested weighted average grant date fair value, forfeited | $ / shares	14.93	
Unvested weighted average grant date fair value, end of the period | $ / shares	$ 14.6	[1]
Performance Share Units		
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Unvested beginning of the period | shares	1,016,649	
Forfeited | shares	(95,811)	
Unvested end of the period | shares	920,838	
Unvested weighted average grant date fair value, beginning of the period | $ / shares	$ 21.3	
Unvested weighted average grant date fair value, forfeited | $ / shares	20.34	
Unvested weighted average grant date fair value, end of the period | $ / shares	$ 21.4	

[1] As of June 30, 2024, 37,217 of the unvested RSUs were accounted for as liability awards in "Accrued liabilities" on the Condensed Consolidated Balance Sheets.

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Employee Benefit Plans and Share-Based Compensation - Schedule of Restricted Stock and Performance Share Units Activity (Parenthetical) (Details) - Restricted Stock Units - shares	Jun. 30, 2024	Dec. 31, 2023
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Unvested	2,074,511 [1]	2,306,361
Accrued Liabilities		
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Unvested	37,217	

[1] As of June 30, 2024, 37,217 of the unvested RSUs were accounted for as liability awards in "Accrued liabilities" on the Condensed Consolidated Balance Sheets.

XML 75 R68.htm IDEA: XBRL DOCUMENT

Employee Benefit Plans and Share-Based Compensation - Schedule of Recognized Share Based Compensation Expense, Net (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Share-Based Payment Arrangement [Abstract]				
Share-based compensation costs	$ 4,954	$ 8,291	$ 9,569	$ 15,482
Less: Amounts capitalized to oil and gas properties	2,164	3,542	4,025	6,795
Total share-based compensation expense	$ 2,790	$ 4,749	$ 5,544	$ 8,687

XML 76 R69.htm IDEA: XBRL DOCUMENT

Income Taxes - Additional Information (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Mar. 04, 2024	Dec. 31, 2023
Income tax benefit (expense)	$ 983	$ (6,892)	$ 22,556	$ 39,651		
Effective tax rate	(8.60%)	33.50%	18.40%	(62.10%)		
U.S. Federal statutory rate	21.00%	21.00%	21.00%	21.00%		
Decrease in valuation allowance				$ 54,900		
Other Noncurrent Liabilities						
Deferred tax liabilities	$ 239,300		$ 239,300			$ 92,200
Quarter North Energy [Member]						
Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Deferred Tax Liabilities					$ 168,500	

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Income (Loss) Per Share - Summary of Computation of Basic and Diluted Income (Loss) Per Share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Earnings Per Share [Abstract]				
Net income (loss)	$ 12,381	$ 13,677	$ (100,058)	$ 103,537
Weighted average common shares outstanding — basic	183,564	125,436	171,027	115,590
Dilutive effect of securities	128	231	0	773
Weighted average common shares outstanding — diluted	183,692	125,667	171,027	116,363
Basic	$ 0.07	$ 0.11	$ (0.59)	$ 0.9
Diluted	$ 0.07	$ 0.11	$ (0.59)	$ 0.89

Anti-dilutive potentially issuable securities excluded from diluted common shares	1,549	1,640	2,169	1,311

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Related Party Transactions - Additional Information (Details) - USD ($) shares in Millions, $ in Millions	6 Months Ended		
	Feb. 07, 2024	Jun. 30, 2024	Dec. 31, 2023
Related Party Transaction [Line Items]			
Share of common stock		34.5	
Second Priority Senior Secured Notes			
Related Party Transaction [Line Items]			
Debt instrument, face amount	$ 1,250.0		
Slim Family			
Related Party Transaction [Line Items]			
Related party receivable		$ 0.0	
Investment, Identifier [Axis]: Slim Family Office			
Related Party Transaction [Line Items]			
Debt instrument, face amount	312.5		
Beneficial Owner | Bain Capital LP			
Related Party Transaction [Line Items]			
Stock ownership percentage		8.40%	
Beneficial Owner | Slim Family			
Related Party Transaction [Line Items]			
Stock ownership percentage		21.10%	
Equity Method Investee			
Related Party Transaction [Line Items]			
Related party receivable		$ 1.3	$ 5.5
Nonrelated Party [Member] | Banco Inbursa			
Related Party Transaction [Line Items]			
Advisory fee	$ 2.7		

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Commitments and Contingencies - Additional Information (Details) - USD ($) $ in Millions	3 Months Ended	48 Months Ended		6 Months Ended
	Mar. 31, 2024	Dec. 31, 2028	Aug. 01, 2024	Jun. 30, 2024
Loss Contingencies [Line Items]				
Payments for Legal Settlements	$ 14.4			
Bank Credit Facility | Letter of Credit				
Loss Contingencies [Line Items]				
Letters of credit outstanding amount				$ 39.1
Firm Transportation | Forecast [Member]				
Loss Contingencies [Line Items]				
Contractual obligations		$ 22.7		
Pending Litigation				
Loss Contingencies [Line Items]				
Surety performance bonds outstanding	$ 80.0			
Pending Litigation | Subsequent Event				
Loss Contingencies [Line Items]				
Surety performance bonds outstanding			$ 3.0	
Surety Bond				
Loss Contingencies [Line Items]				
Surety performance bonds outstanding				$ 1,500.0

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Commitments and Contingencies - Summary of Decommissioning Obligations Included in consolidated Balance Sheets (Details) - Decommissioning Abandonment Obligations - USD ($) $ in Thousands	6 Months Ended	12 Months Ended
	Jun. 30, 2024	Dec. 31, 2023
Loss Contingencies [Line Items]		
Balance, beginning of period	$ 15,564	$ 54,269
Additions	3,501	266
Obligations assumed	1,326	0
Changes in estimate	1,536	11,613
Settlements	(3,328)	(50,584)
Balance, end of period	18,599	15,564
Other Current Liabilities		
Loss Contingencies [Line Items]		
Less: Current portion	5,548	3,280
Other Noncurrent Liabilities		
Loss Contingencies [Line Items]		
Loss Contingency, Accrual, Noncurrent, Total	$ 13,051	$ 12,284

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Segment Information - Additional Information (Details) - Segment	3 Months Ended	
	Mar. 31, 2024	Mar. 18, 2024
Segment Reporting [Abstract]		
Number of operating segments		2
Segment reporting, no asset information [true false]	true	

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Segment Information - Summary of Information by Business Segment (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Segment Reporting Information [Line Items]				
Revenues from External Customers	$ 549,165	$ 367,210	$ 979,097	$ 689,792
Equity in the Net Income (Loss) of Investees Accounted for by the Equity Method	(456)	(2,012)	(8,510)	5,431
Operating Segments				

Segment Reporting Information [Line Items]				
Revenues from External Customers	549,165	367,210	979,097	689,792
Equity in the Net Income (Loss) of Investees Accounted for by the Equity Method	(456)	(2,011)	(8,510)	(3,156)
Adjusted EBITDA	346,542	251,255	606,004	455,581
Segment Expenditures			308,331	402,418
Operating Segments | Upstream				
Segment Reporting Information [Line Items]				
Revenues from External Customers	549,165	367,210	979,097	689,792
Equity in the Net Income (Loss) of Investees Accounted for by the Equity Method	(456)	123	(540)	255
Adjusted EBITDA	346,542	253,615	615,876	464,098
Segment Expenditures			290,812	379,361
Operating Segments | All Other				
Segment Reporting Information [Line Items]				
Revenues from External Customers [1]	0	0	0	0
Equity in the Net Income (Loss) of Investees Accounted for by the Equity Method	0	(2,134) [1]	(7,970) [1]	(3,411) [1]
Adjusted EBITDA	$ 0	$ (2,360) [1]	(9,872)	(8,517) [1]
Segment Expenditures [1]			$ 17,519	$ 23,057

[1] The CCS Segment is included in the "All Other" category. The CCS Segment was an emerging business in the start-up phase of operations and the business did not generate any revenues. The CCS Segment's business activities were conducted through both wholly owned subsidiaries and equity method investments with industry partners. CCS equity method investments was a business strategy that enabled us to achieve favorable economies of scale relative to the level of investment and business risk assumed.

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Segment Information - Schedule of Reconciliation of Adjusted EBITDA to the Company's Consolidated Totals (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Segment Reporting Information [Line Items]				
General and administrative expense	$ (48,247)	$ (33,182)	$ (118,088)	$ (96,369)
Interest expense	(48,982)	(45,632)	(99,827)	(83,213)
Depreciation, depletion and amortization	(259,091)	(169,794)	(474,755)	(317,117)
Derivative fair value gain (loss)	2,302	26,197	(84,760)	85,134
Gain (loss) on extinguishment of debt			(60,256)	0
Non-cash equity-based compensation expense	(2,790)	(4,749)	(5,544)	(8,687)
Net income (loss) before income taxes	11,398	20,569	(122,614)	63,886
Operating Segments				
Segment Reporting Information [Line Items]				
Adjusted EBITDA	346,542	251,255	606,004	455,581
Segment Reconciling Items [Member]				
Segment Reporting Information [Line Items]				
General and administrative expense	(2,558)	(1,532)	(4,344)	(2,795)
Interest expense	(48,982)	(45,632)	(99,827)	(83,213)
Depreciation, depletion and amortization	(259,091)	(169,794)	(474,755)	(317,117)
Accretion expense	(30,732)	(22,760)	(57,635)	(42,174)
Transaction and other income (expenses) [1]	(6,629)	(3,513)	42,528	(25,522)
Decommissioning Obligations [2]	(4,182)	(741)	(5,037)	(1,482)
Derivative fair value gain (loss) [3]	2,302	26,197	(84,760)	85,134
Gain (loss) on extinguishment of debt	0	0	(60,256)	0
Net cash (received) paid on settled derivative instruments [3]	17,518	(8,162)	21,012	4,161
Non-cash equity-based compensation expense	(2,790)	(4,749)	(5,544)	(8,687)
Reportable segment | Operating Segments				
Segment Reporting Information [Line Items]				
Adjusted EBITDA	346,542	253,615	615,876	464,098
All Other | Operating Segments				
Segment Reporting Information [Line Items]				
Adjusted EBITDA	$ 0	$ (2,360) [4]	$ (9,872)	$ (8,517) [4]

[1] For the three and six months ended June 30, 2024, transaction expenses include $9.3 million and $37.4 million, respectively, in costs related to the QuarterNorth Acquisition, inclusive of $8.1 million and $22.3 million, respectively, in severance expense. For the six months ended June 30, 2024, transaction expenses include $9.0 million in costs related to the TLCS Divestiture, inclusive of $3.7 million in severance expense. For the three and six months ended June 30, 2023, transaction expenses included $2.7 million and $37.9 million, respectively, in costs related to the EnVen Acquisition, inclusive of $1.4 million and $24.0 million, respectively, in severance expense. See further discussion in Note 2 — *Acquisitions and Divestitures* and Note 9 — *Employee Benefits Plans and Share-Based Compensation*. Other income (expense) includes other miscellaneous income and expenses that we do not view as a meaningful indicator of our operating performance. For the six months ended June 30, 2024, it includes a gain of $86.9 million related to the TLCS Divestiture. See further discussion in Note 2 — *Acquisitions and Divestitures*. For the six months ended June 30, 2023, it includes an $8.6 million gain on the funding of the capital carry of its investment in Bayou Bend by Chevron.

[2] Estimated decommissioning obligations were a result of working interest partners or counterparties of divestiture transactions that were unable to perform the required abandonment obligations due to bankruptcy or insolvency. See Note 13 — *Commitments and Contingencies* for additional information on decommissioning obligations.

[3] The adjustments for the derivative fair value (gains) losses and net cash receipts (payments) on settled commodity derivative instruments have the effect of adjusting net loss for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because we do not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDA on an unrealized basis during the period the derivatives settled.

[4] The CCS Segment is included in the "All Other" category. The CCS Segment was an emerging business in the start-up phase of operations and the business did not generate any revenues. The CCS Segment's business activities were conducted through both wholly owned subsidiaries and equity method investments with industry partners. CCS equity method investments was a business strategy that enabled us to achieve favorable economies of scale relative to the level of investment and business risk assumed.

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Segment Information - Schedule of Reconciliation of Adjusted EBITDA to the Company's Consolidated Totals (Details) (Parenthetical) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
TLCS				
Segment Reporting Information [Line Items]				
Transaction and other income (expenses)			$ 9,000	
Severance expense			3,700	
Gain (loss) on Divestitures			86,900	
QuarterNorth				
Segment Reporting Information [Line Items]				
Aquisition severance cost	$ 8,100		22,300	
Employee Severance				
Segment Reporting Information [Line Items]				
Aquisition severance cost			26,060	
Employee Severance | EnVen Energy Corporation				
Segment Reporting Information [Line Items]				
Aquisition severance cost		$ 1,400		$ 24,000
Operating Segments | EnVen Energy Corporation				
Segment Reporting Information [Line Items]				
Transaction and other income (expenses)		2,700		37,900
Operating Segments | QuarterNorth				
Segment Reporting Information [Line Items]				
Transaction and other income (expenses)	$ 9,300		$ 37,400	
Operating Segments | Bayou Bend CCS LLC | Capital Carry				
Segment Reporting Information [Line Items]				
Gain on partial disposal of investment				8,600
Operating Segments | Employee Severance | EnVen Energy Corporation				
Segment Reporting Information [Line Items]				

Aquisition severance cost	$ 1,400	$ 24,000

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Segment Information - Reconciliation of Reportable Segment Expenditures (Details) - USD ($) $ in Thousands	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Segment Reporting Information [Line Items]		
Plugging & abandonment	$ (50,128)	$ (47,683)
Investment in Equity Method Investees	19,627	15,260
Deferred payments	(1,234)	(462)
Exploration, development and other capital expenditures	269,170	298,658
Operating Segments | Reportable segment		
Segment Reporting Information [Line Items]		
Segment Expenditures	290,812	379,361
Operating Segments | All Other		
Segment Reporting Information [Line Items]		
Segment Expenditures	17,519	23,057
Segment Reconciling Items [Member]		
Segment Reporting Information [Line Items]		
Change in capital expenditures included in accounts payable and accrued liabilities	35,140	(7,546)
Plugging & abandonment	(50,128)	(47,683)
Decommissioning obligations settled	(3,328)	(2,047)
Investment in CCS intangibles and equity method investees	(17,519)	(23,057)
Deferred payments	(1,235)	(462)
Insurance recovery proceeds	0	12,500
Non-cash well equipment transfers	0	(35,793)
Other	17	328
Segment Reconciling Items [Member] | Upstream | Talos Energy Mexico		
Segment Reporting Information [Line Items]		
Investment in Equity Method Investees	$ (2,108)	$ 0

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Subsequent Events - Additional Information (Details) - Monument Project - USD ($) $ in Millions	20 Months Ended	
	Aug. 02, 2024	Apr. 01, 2026
Subsequent Event [Line Items]		
Percentage of non-operated working interest acquired	21.40%	
Forecast		
Subsequent Event [Line Items]		
Cash consideration		$ 24.4
Subsequent Event		
Subsequent Event [Line Items]		
Cash consideration	$ 20.2	
Amount of purchase price adjustments	$ 12.5	

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[Z*KGFA+QA(?:6##X]\0#GB3&"_?; AY@'IGB@4A^BR.]N>I->B3B*Y8G^1/8O>45T-#XA2)1Q5^R M*^\=#'HDS)46:26&$J1Q5OYGSU5%' AHFX!6 OHO@=DN1OR/"'-Z*)BR+R$VF8_U"[K*R M>9AJ[A.U89*KJ:/A:4;CA)7S=>E,6YQ'Y)W(]$:!:\2CK_4.E+(N*MT7]9JB MAC_EV07QW5>$NG1@*4]P3)Z W+/)ORJ.7]><7_CY+7Z!>.*2_#E_5%I"8_S+ M5D.EP\#N8'KH:[5E(;_J01=47#[QWNS;;[R1^X,-[W\R^PIV4,,.,/>FF2Q? MMMQ&BLL]M__1AH2J.B(-:Z0A6J8Y\$0%TVW"UC8F7+]BB;)518#*.D*-:JC1 M:>_I@]SE9"W.TCM?&AFHY\ES7?)5]BI611G*W)XB5]%(F- MZ(A^?O_!QH2J.C)Y;C.7NGBI8IUP(E;$H]\]?D\6/,PE3*C6N1-W"D2:PNR[MT"+\8N/$Y5U!#T*#AQ9O3T9NGL,-R]:I=9 Y8O3^\^+&RH?*NO+1AH^B MQ:J"T">^CLWL#OVPE0\W6K)$F 3$Y=KDJO#""HMZ=(5M2 MJM$N4I8DY#I7\+.RY_:.P0;7=>5KHHV')Y**[R:%SF3FCA_!06\(#)5;EMD' M6=RP'?0 M2^K/31ATRL]YDU79'MS*B3NV<9XCZGA-UO'PL++OF!L.'1-KKKA->W,]1^JA M3>JA>%:I7V,H)+348MW@5=%6(0M) ,XS+:$YB\@Z@QYQ?V/-![BH*W*3?R@> M6RKDVQCBWOL\?>322H:;N*[7]R>#R[$5\!P!B#8!B)X4@);LF=Q%T!?C51R6 M"T((+FXYH7U_Z-/1P/HQ@HN[\C89B.*YI>*=1Q&XJU?[W(/]Y$/F;WAXI:^ M[Y,@8=#*OM>3<-IH%N$-7Z"8543S(H-#+G;!"XY:+/(9>[_NN:^4]1T"B34"B M)P6DFCB#4)HEY(]XVS[=X([CL>O:!ZAS9"7:9"6*)YNB MK!R-+1N#IPC$/E-(/+Q++/_5CE< MCL76GH_8]?L>I 7/"GJ.8.0WP<@_*1B9Y ?1%NC60MK?)NYSS^2:DWD8QW MS*PV*)+P%4C=BS$\7Y9[P^6)%MMB>_51:"W2XG##6<2EN0%^7PFA]R?F ?4. M_>P?4$L#!!0 (R0!UG3F-:@#@D !0K 8 >&PO=V]R:W-H965T M&ULK9IK4]O($H;_RI0WM6>WRL1SU26 JPAP:C?%)E0@YWP6 M]H!U(FF\D@Q+?OWID8S'UEP,N_X 6+AG]/9<^ND>Z>1)U=^;A90M^JLLJN9T MM&C;Y8?)I)DM9)DU[]525O#-O:K+K(7+^F'2+&N9S;M&93&A&$>3,LNKT?2D M^]]U/3U1J[;(*WE=HV95EEG]_%$6ZNET1$8O__B:/RQ:_8_)]&29/<@;V7Y; M7M=P-=GT,L]+636YJE M[T]'9^3#N>"Z06?QGUP^-5N?D7;E3JGO^N+W^>D(M:T6RD+-6=Y'!GT=Y+HM"]P0Z_EQW.MK<4S?<_OS2^[\[Y\&9NZR1YZKX;SYO M%Z>C9(3F\CY;%>U7]?2;7#LD=\S533=;_2TML4C-%LUK2K7C4%!F5?]W^RO M]4!L-2#;R L&GFRJ7OU^;7\@9-"==<[;;?*>;]RG&_=IUQ_SN;^J:UFU*&L:V38?7/[T'7!W M!WJ7?6B6V4R>CF ;-;)^E*/ISS^1"!^[O#M09SN^LHVO+-3[]#QK%@AF#.8M]5U'7E0X%CU,6QVE\,GG<=L=AQ2)FK'9T\HU.'IR3L]E, MK461(F9!(UWA71.##_DQ!RHLQV'Q<9A$9R8VSJ;RS&J9.MRLV\KML:8P.^)'@=NO5&-DW%Q%-ALO%-HM3YELN\49B M')3XI5W(VJLLMI4Q'B4#80ZKE*:16UBR98A9UU,07=UZI$RSJ?253GS7<(MWA7PL>RBCF98WN;2N0436U3$"1U(MZU81 1U2T\WTM.@].M:+K-\O@Z++G&I M8RJ3& _$V581K%W/A!-LF(7W3SG0<3MV.U&$[2%,B ;'CDJ7&69)ZI&YA582MWM>]S8K7R"36_44DXL32:=MQ2DDL/$(-!$F8@MG,^B2 M@^+P4+WM^FV 2,)$!+\?Y1PV9^>^9QNN^]@>]90SD>+A3G08QBF..J;'P-$ M$L3/]%NU"]%@*=:2+[O_@?Y,&H5RDH%7_S(='+L=(/;>U$PPJU%9MO1*&'$ MYX2!' E3KM^T2^=2-\AU,!!#K$FB M=*C8MDPH3KQY$S$D)&$40N:T*E=%UL)2F4O8,K.\6P]C?57(OFX"1_:N%9N' M1QPB-RSFH2\N2P+KA28>9PP]21B?H0GPXI[8.!0\P0D>IB(.0XXY9M@7]0TZ M21H,IOTZ+U3U< 194QDJ+4B0PF\.I@?J;;>0,E"F82A_A001LAR]]G2!X2RE M7*#ES$K'G':419ZLAAHBTS"1_VE*1FT"TS@9AB2'%4!:$(_ZK5HUB,/I)2Q_ MV FE;!=J#DGY(XQXZ2O@UGWMCF$:)=98.^QXA+EG'U #5QJ&:[\GF11A ,G MM;$)S$S)4*=M)CCUU3?4L)6&V?I9M7*[U/2&%FJ#D<286SH=9A'%/IT&GW0/ M/B$,0L"N'E ALT8&TDGJ* 4IIT,,N=215Y-E=7G2AR'TN M%<3GFP^F#M3;KM,&FC1<<&[.?);9L]Z%3H?M:C(E26QM0-LLX21E[GEAAF\L MS#>06*\ ;EOSXCPXL]D%R3.QXIG#CM(X2K%'IV$%5Z6-*!@D MZU#)828$]I&,&9*Q,,E>UOA2YZ&0E*K[K81I+N^< 9C9I!J>-SA,&&2MOC'= M.CG=L^.*RRP6B6_$#>98&'-7 M9M7^_?2'V6P3$ *L4V';+&;84T R0T 6)N#+PGXYC0S%"F;#C2>I=3[E,J,, M^]:+82 +,]"Q7M2 W_O"B,T_EM)A\N:PHE'D.;=DAI+L%4>JFX.K?4IM$K*8 M)%:\PDX?9>;4WN'-'R<>92-+AU#@,TY1&A+NGAAMN\E?4AF\(MZ-Q1Y>$$XV1X1N(P3 ADO)[%Q U%>9BB!XGIW%7_656-PRKVG6MR@U6^IT1\ M6TSD-AM)S)@UW@ZSA!(/0OG68\DP0H<'._O4VA1D24K8D)8..RH(C3V%&#>\ MY'L>*W:1<9]*Q_%IQ(1@0U0Z# $UA B?3@-+O@>6]BSS_B"C.^4[5Y5>$[*: MZ87]BR[0$6&_.M4'>W;'->1_/O/.]KUWK"6QT$BW+1J]GVABKFLFW]U)R7M ML_MQ=Y#9;W[>?:#>=KTVU.9A:E_7\EX"LN>HT?X?HW?X/2:0T=7H,2M6\EB_M(X)Q]X.:108:4+9J%ZK.?T CO4Q^R%J]?)4WCG M524W;YQT+2_D3)9WL)=?7B090]AOEK)[HZAX=@Z^G1!8&R1DLCM,)EW@X;)8 M;PU('WUC1./ (!TC*([C*5C^-OY#4%ES!,\9A$9#-PA1\HNO^'^PZ=,+BOJ M>Y I3)XA]M3H\WFN@:T?'&3Y_"BOT"Q;YA 'G6]6.$IU&L&@#J?684@%3W'J M.=43)ND0>XOUK2QZ&3KE47]ON@?6?V05PTD@O?0$K^/82#J_A7, M_J)5R^XMQCO5MJKL/BYD!NJU 7Q_KR!/6%_H%R,W+\). _P]02P,$% @ M#) '66BW85,+ P Y0D !@ !X;"]W;W)K -N9^EV4RIBF,.1)9DA#^? $Q6_4, MR]A?(J MF2D1,&#Q=QK*J&>T#13"C&2QO&>K*U@GU-1^ 8M%?D2K(K;E&2C(A&3)6JP(M$IH69_*T+L26P'(/".RUP#Y5X*P%3IYH09:G-222^%W.5HCK:.6F!WEM#$9IW6 MR ?'Y4,(E-S*Y4Y5;JKLRQ+890GLW,\YX#>11(+J3(G8#%W2E*0!)3$:,T'S M3OO1GPK)5;_]K$NU\';KO?5+>"X6)("><H=XR 7P)AO_NC=7"G^H2_T]FE3(X M91F<8^[^6+T_P#F$2#5=\'B&%H2C)8DSJ$N[\)/R+_VI6/JX@:VNN=Q.YX6@M"J9;8KJOPRRZ$)%,1HS3WQ#6X1:>S2T2!Q>_'>03 BO8S1*[^4_85(BL'KFY M1[++>BRB MDJ(5O_!*D^_T*2-*3IO(ZT]2+IL8@*J5>2>D=)!RQ)U*MY2J=Z MIW3J"T$5QG;)V'X%XTEMVMZKD^W5]^DID17J3DG=>3WUX2[M['%8;<]Q.NJX M0UP3:7MN&SNM W6V\-\U#!]E?E ;&)'QYPUUD.=P=FR!PGLTGHU=I[U;YYI MQZTKL[FU!NL-T!?"YS05*(:94N*&IRQXL:J4O=W;^'U!+ P04 " ,D =9YJR^)[T' *P & 'AL M+W=O0$ N\4QB M:"\W;9))TNMG:BLQ4UY?"^9YG17TR60FQ/II.Z\6*YTE]6*YY(7^Y*ZL\$?*RNI_6ZXHGR]8HSZ8$ M(3;-D[28S([;>U?5[+C/)TXSJ]7XGFQG1V MO$[N^0T7G]97E;R:[EB6:^^XTKGPI MRZ_-Q?GR9(*:%O&,+T1#D_/&_:YV7SGQ) M:CXOL_I4JQ.)L'$6?*[9).)Z_+Q3[YUJ&W@HLSJ]K_SN,6BB;/8U*+,M\:R M!7E:=)_)]VT@]@PD#VQ M@9$-7!'#.C6@#[W">[6P'WN$[RM0>OZM/.]#5R4 MB&1V7)6/3M6@)5OSI8U^:RWCE19-HMR(2OZ:2CLQFU]>1/"%31PY\MO-Y8?S MZ/167MSR$*O:B8LE7P+VD=F>&>RG M,C2[^)"G^)P1(^%?F^+0H>BM0Q!Q@?;,GV].(7?^V]/C7W[Z(!ATERRTY:,C M?-?\@1<;7A]!'=N9NK!I,]\=U>MDP4\F?7)[/??\,_0%%U2999),L MMD0VB+^[B[]K8I_=EB+)Y/3<]0+4"9T]:^V;->)AYKDA9M[Q]&$_O#J,,I]@ M-(1%.BST0Q3Z0UBLPU@@@60'&SCK[9SUC,EVN>95(M+BWN'?Y;)8CZ2=9S/M M;))%-LEB2V2#GF"[GF#&M/O Y4KLE&I_0+W1$7E[J8]GZ])-0=@"&MI&NDP M$A(W")3\]@"XA$?SC]_Y[5O]/JJ*I>;3LV(Y#L\W'SMR:[/%%]U#$/*"(IT M#$9$"5H,@ BFL)/!SLG Z&3$9;XLTJ1Q\ZT46.N,=_JM6#I)7E8B_:?]#7(^ MT'O'D[,#5OS789C)V<%50J##7-_U/24E8AU&L8_Q2%^'NS"$QC"<+A95Y[@A MMT/]TSZCJK(YR"?9=V%>,>LF'C-Z^YX4@']I[^J*H* $<)\P-U6@=P@<<"-4=B ,=<[(TZW\M8;%1I M>]*BZW7G]=;]-Z#[5!^L+O75-0VN<@EFO,Z#!-"L#KV(;J ^",3'>XE)#9K MR/-"<"D1A#'173TWW2!4.V@.XCRFSHD1A LEG2HD(5Q 1Q>/I(I$B+"8!B6-7,$0 ["%QMH8@! M7.!A.K8&])(.FS5=_&V3BA].SL6J7$KW'V1*M$%Y5B1TQ=7TNQH) $40UI(# M@$D7M4#H,#D*\4@<>I&'S2JO6P>>Y30@]C!S5::IFB@"4 <>UL1$#."D MLAV; WK1A\VJ[X+W_9R5=?W&^<+ORHH_W1S5NQ@0_1J!#Y*/!GY:6D!%6IV(=8 .O5#-R0X6 M#,A&JA#2"U%B%J)1FFT$N,]]MK5\HZRC@)=ALB",9][4D)3_1NVD&^FFT>O&HLLD6666+;;$-X]]+M;Q+\^BLT8I3M+^X%FVR15;;8%MNP%WKA3\S"_]KP"FUK.GB'AGP7J44.@*,N MT>J!","%"#&B+;VZUQK#*%EEEBVVQ#7NAKS&HN<8P#7VJ;S@3AM0]N3D MDVNS.J C.:&OE;M C J"_R1M^=T[ZR&N;:X>/\!]-'N.0V[!S7LGM3X/XYJ MT+[.H>8ZQSS.MJ!9_H,J;I^NG>B+^?5?7N4LI:E\J80W7FMW=W=<A0U^VN.J.6W87HERWYPF_E$*4 M>?MUQ9,EKQJ _/VN+,731?. W:'7V;]02P,$% @ #) '60SJ7PX&"@ M;UD !@ !X;"]W;W)KU??56O[EKMZL MRE9^W7P>-?>;JISM.JV6(QS'R6A5+M:#B[/=[VXV%V?UMETNUM7-)FJVJU6Y M^?ZV6M8/YP,T>/K%A\7G>=O]8G1Q=E]^KB95^_'^9B._C0XHL\6J6C>+>AUM MJKOSP1OT6C#:==BU^,^B>FB./D?=H7RJZR_=E\O9^2#N1E0MJVG;093RQ]=JM7"V7'9(OE?Q>S=GX^R ;1K+HKM\OV M0_WPKMH?$.OPIO6RV?T_>MBWC0?1=-NTJ6K?68Y@M5@__BR_[1-QU &1$QWP MO@/NVX'L.Q"C TY/=*#[#M3L<.H8V+X#,X?$3G1(]AV27>X?D[7+=%&VY<79 MIGZ(-EUKB=9]V-&UZRT3O%AW9]:DW;UMRO6L.1NU9I.VGKZQ=&[\/=^,YLMNM.\7$8WY6(VE('Q;+LOUM(K>M1F4KAS5]%1'T>X1CC%T4/6(E.ZRN,GV]0"AA+$W.1E^/.;';9=AH4SBPDCQ/ M\UQOQ^UV0T983(UVPGN<71E^W=R7T^I\(.ML4VV^5H.+O_X%)?'?/5DDARR2

M/EG\/9K,2XG>,YM>S/XC?DSY(QC34L[2F.#,R#MD5 X))H# - ;I@4'J99#_ MN5VTWW=3T2R:UBLY/S=E=^F[B*-6KA&CS#@AQ]Z @;DI>H7DD"$%$)A&!SO0 MP7K0,;3IB-KRFYP(V_F\7LX6Z_.F819R1JF)#4NA+%W!*\] K)(4,*(#"- MG^3 3_)"?IIN8HH63;/M*J*3'B]T:-U+'%.24?$2FQNS#8<0\F-.] 8%K> M\T/>SW."@@(S*(<$$$)A&*(J5H(V]E-YL-].Y MK(L=I>V3D-J1ZN/0#QI*(BA: 8K&0='$'NWX?"4T[OX[G*XZCT?&!'HACT[^ MD#W]TU0*2*,(^H,&,P.)QD'1Q!XM.9T1G1CE)2"_F7!5M='E6E;+*OKU?=TT MOSGYP([U &$D-?D $O1[/B#1>,]C$%!1=3Z4*X%ZV1*=&?'[?I51.*=&4&< MM-@& HX3E&7F8F'24%MQXY09LU8I?^27 M_J9YTRM;D$I[C!SJ']>4L3RQ\@H9F(.B"2@TG4=E&2"_9_ B'B$5^1@4K0!% MXZ!H ME^AW]R5\8"\CL+FB']1[DY6*AN_FQM+ZM6G%%D5BV'3^"H6@XX1A"- ML5FU')X"I0QEIBOMB#O$27(D?O4*9F/_#K?:3D_GR]098\P"Y/<+@C80D*WE M,XRM%3"D]BYZQ>2@,044FKZUJ00__AF"WP\:>FV!HA6@:!P436!,\"/FN;;P M$OP84O!CA^#'G>-L;E*#"GY0- Z*)K!#\.L9T8DYNGD 0/!CAU@F26K1 :KW M0=%XOT,04$%U-I35^[B7W'?!.>6^HZ%;[COB^N0^5G(?P\M]/\)D*JN6AT'2:E);'P5K^>9)L36I>7'N*0&4Z*!H'11,] M4J(3I&0Z!I3I>ZSCJSEGEK7HCQA,BRW3[9@<-*: 0M/OG54RG?AE^H_=[$=LMV3ED26;*"_\80EGJ%Y2#!A50:#I-2H43OPK_H7O^_-C!-SO;@A:9=\$0APU@ M-N*@PQ)0:#I!2HT3OQH'N?7/'R.8*-=&>9R3E)IL@>IU4#0!A:,3>O1L@5_6 M_]=@,26T03CA)AK"T<[3(E)DBW>)1BQRQ[L8P$_X[D HOP"XO<+0&X$],<(MOJIL T&217/*L,D8J\ BB:@'T'1>E7] _/[!*5Z]-+IT,'.MU7NW+/S##*8(M5/=#H>D4*7. ^,V!4Q0YJ;&5MRQ,ED(?N]I1TQ@@MMZ78"0U;P/PCS\XVS_C MN0&B+ ;BMQA>MEOF!PXV[;!H!2@:!T43Q/9;2!93^<\M<8GR((C?@PC;+2.V MU!Y2G"?FTVS^H,',@)H/H&B"V(]#&!G1B5'> _%[#[UVRXBM_Z5LB6-F;LSX M@P43 OK00-^#$%!A]6<^E?- _<[#B1TSZB)F#Z6MD%.YDL;&Y#%V-$1R\C"F M&.JX/1XG.#77!]S1<$AIFIINMG#$'>8Q/8JL9TD)?^H7_L_LM+BS9:OO+@DD M1Y8ST[]IX1]HZ%D*BB:@'T'22E/BGO1[D#R/)5N@/46@>_.@:!P43?1(MB4Z0DO&TW^Z\=:.FQQ"D\91IE5;1S[\XYJXU+N+,VM%:VXO9 F,6*)66W" M]N?IT8/X8?OS/?,%*K"I8X=>)C5.L?Q5B 2@TG4FEL&GP#OWS/(+N MT(.B%:!H'!1-T, =>JI$..WSJ'_?-V/8PIEFN56S(&5ST2LF!XTIH-!T3I14 MIR]]R+_/CAFUI><0)=:R#%2*]XK)06,**#2=)*7#J5^'@VS'^&,$UT/'OCK* MS(=6"M"@'!1-0*"II"H-3_T:_F4FF1\TF$50Y0^*QD'1!+5]!*])QI3R9R]] M-,#%'W-I<(=)Y@\:R@PH&@=%$\QA-GA,,J;,!N8W&WJ99,QA&6"2F7?F^$,% MTP%J/O0[! $55&=#N0JLW^L!^[@)S'Y3G]L@'0M-)4KX"_,5>I%D^P!N@\P? M.[C2@'H*H&BB1TH>"1H=O7JV>Q6QE/Z?%^LF6E9WLF?*I40F\>W^SY^:>O[MW=MH/]5M6ZJV'^"=5.:LV70/Y][NZ;I^^="^X/;QC^>+_4$L#!!0 (R0 M!UD^C0JQ?@D "LJ 8 >&PO=V]R-W-H965T&ULK5K; M;N,X$OT5PCM8I(%V6[SHUIL$2?0?I).H.^!.V>G6=:8F)NRY)HI/.?/T6)<>2 MQ4L2P"^))!=+IXK%.E443Q^K^F>S$D*A7^NB;,XF*Z4V'V>S)EN)-6\^5!M1 MPB]W5;WF"F[K^UFSJ07/VT'K8D:"()JMN2PGYZ?ML]OZ_+3:JD*6XK9&S7:] MYO73I2BJQ[,)GCP_^"[O5TH_F)V?;OB]6 CUY^:VAKO97DLNUZ)L9%6B6MR= M32[PQWG8#F@E_BO%8S.X1MJ4957]U#=[+!!&7;1E7KW6! L)9E]Y__VCEB, #TV >0W0 R'L < ^AN &T- M[9"U9EUQQ<]/Z^H1U5H:M.F+UC?M:+!&EGH:%ZJ&7R6,4^?S;U^OKK\NKJ\0 M7"V^?;ZYNO@!-XL?\._+]=T=^@'W) M$OU85=N&EWES.E. 1NN<9;LW7W9O)HXW1^A+5:I5@Z[+7.2'XV=@Q=X4\FS* M)?$J_&-;?D T>(]()@%S_SUPZD'#MU[EK;ZJ,NSO%FA.U@F#;JKJS6"E5=S M)IE_'9\$R<36#=-J)^$)/S?_\+1\%_;#8? 2=F! M!]C> \RG_?PK9"%99M5:H).B:IIW-FL[%5&K0N>[$#B.$>8NB=I(O\?[#&(^VI!JD*IE)6E9DL!"K'V/7/^F&FIW535P\2 MHA8MG]#)MH$+6;Y[_0R'QYSA(RD[<%^T=U_DG>$K 4HSR75&?@_9Y0-0U3.V=+#D$!4QK5C40)]JBNA@M^+O2!5)&H^IM MFWNL[!F8, D.,!E98Y-C.'*L!CPH#/ KP@>MA5I5.K\]B"Y1OFHB=KH/9B+$ MXXFP2$U#1EW020^=>*%_AH2-3NYYFY1UN.NDO)7-JL7?KNVE=:WN] X!10$) MHS%N4RQP8.ZK!>REXO-%&R#/ 'D# 8-TQJQWSY:%O&]7KSU8J,63$"MC%K7) MP0I)J - ^3_78S_4CES<<./39#CMB9@GO,#!"Q!1SN;KG?.SE1!?6Y;8!P<:. M-K3DC"AE!EQ3S6GW9U@<^0O)%2_O(0%"N3VH,%K'MEQ42+Z4A;O:P%X.?VNY M<2QMA\[H21J_P-)92[3-+L?R96'//R:ATB VUK%%*L3$P62X)U[L9]YO:B5J MZ-Z@?- FO1^Y/2DA2T9C0(CLUCD M:.+"2'I2)7Y2/?3E(-9M8(G)A3B.V1BK16Q*2!J'#K]9Q(_9W9@RZJ<'D[^ M>)V^UZV$U0 +(Q*"DS'IV^08P\11PY">.HF?.K^^O<6QVF$R)$W"V"CE+7(D MC@,7'Y&>3LG;NN^N?GE%;T:.VGX?2]NA%WI6)GY6OOZU*:IZWYX]B*+:=‘6U M[F&ZE<4W4D$CTQ9SN53;VC&C-KZ.4AP;4VH33)-HT-$?6M/S-O'S=CNG/(.Z MM&[#$3!GP->:NR&!=4W\755W(HUT%DO$1](([TP1'$?8P0RDYW+B;YAO73C; MC* MR89&6M&;[>\TA8AAX=@&4]"5C7OZ)7[ZO:VK3(A\MZA.NDP!/8ZVYJ^ MDH+< 7D"F@<=9@),.8/.G?1,&C;FPQ29)BQQA53/U,3/U/.J5+5<;MLYT%L\ MPM+U",>*L- R3J-!^;##;L+2>2:C)Z^B9^^;_J>#!:#+!74B1)HW%-Q$).E M#5=;B#R.T\B.EO9$3OU$?A@Z.E2:8=5MJS&U$#K#:3KVL47.X5[:DSGUD_D+ M5&AC%*L)%JK&04028\':")"DF8>*H2VC/ZI2\B0W[+:V7]J*]U<*;-Z./I.W0 M"X,->7^+?=,T6S"[35%9M5[KWD]5V4^KX6:C3),XQD;@F7*NP.M9F_I9>XBS M$:6L=$FI'-%ELBW6;,312%L$74![0J9^0OXN/&^8O@C5UD.G,<;CMLPF MB,,A28=X>_:E+[#O00JZY.5/- >6E0I]XIDNS9^LN$T>A1+5XF'+]G7@@=V3 M+O63[G>Q*V^TEU^-VL*8,0LML"V"U(>[)U?J)]!H_EE/4TR?_-[O89VZ4F(#B+BC[R&9*'X+_0HU6I5%3G$L#4D MF-G'3L/A-Y$==T;J&OT!ZL=RM[$"M0(4\9G2G[G@=ZME M)OM%.#("RY2*&0T=FQ&LYTGF_\H\?S5V:Q'&COJ]^%C:#GW1H^6XEZ6I0Y*W3&*6E;6=I>9K(IIF*;I>.Y,.<8P&$I:XLT/,M2[QAMMAN-MTG)%YTFY ZXE3-RX:WAZ;L-3[S MLOB;P^M(V@Y]T-,X\)/XW+*=I5-*LGT[8BORE[65F,GJ<0H(< M3[IAC&EV/$]/^RI/PQ>/\'9^<=[70/3Q%%C(7C";2)49:.2[?9X-C= M6M3W[6E$P*"A=,?6]D_W)QXOVG-^H^>7^..\.[?8J^F.47[A-63)!@J\.U 9 M?(@AJ.KN9&)WHZI->[AO62E5K=O+E>"YJ+4 _'Y703NVN]$OV)\//?_4$L# M!!0 (R0!UF^Y+*!A0(,(' 8 >&PO=V]R:W-H965T&ULK55M3]LP$/XK5H8FD ;.6POJTDBTZ32F,54PML\FN386B9W93@O_ M?K:3AI:E%6)\27SG>Y['=[;NHC47#S('4.BQ+)@<.[E2U0ACF>90$GG&*V!Z M9\%%290VQ1++2@#)+*@LL.^Z0UP2RIPXLKZYB"->]X(RF LDZ[(DXFD"!5^/ M'<_9.&[H,E?&@>.H(DNX!757S86V<,>2T1*8I)PA 8NQ<^F-9J&)MP&_**SE MUAJ93.XY?S#&539V7',@*"!5AH'HWPJF4!2&2!_C3\OI=)(&N+W>L'^QN>M< M[HF$*2]^TTSE8^?"01DL2%VH&[[^"FT\.\7\D++:UHWL8.!@]):*EZV8'V" MDK+F3QJ[;.FP!O'T OP7X+P'A'D#0 H+7*H0M('RMPJ %V-1QD[LM7$(4B2/! MUTB8:,UF%K;Z%JWK19EY)[=*Z%VJ<2J>DR>TDF@.PKXYE@)*]$P++FL!Z!3= MW2;H^.@$'2'*T,^]-U#0S&T%&8DK&+/#RZ\"*^V"]P3%0S/ MSW>CDG^C3CW7=0<7NW&S'C8W& 3/=$VZ>*LIE2"6=AI(E/*:J>9E=MYNX%S: M/OO"/_%&4Z_'G^@!U&PO=V]R:W-H965T&ULG95=;YLP%$# _BL6D;/6! M0#ZV#)"2;M-2J5.4=MNS@R]@U=C,-DG[[V<;PK(IH5)>P#;W'I]KQ"4^"/FL M2@"-7BK&5>56M<+WU=9"156(U$#-T]R(2NLS506OJHE8.*2*N:'03#S*TRY ME\9N;2/36#2:40X;B51355B^KH")0^*-O>/"EA:EM@M^&M>X@$?0/^J--#._ MIQ!: 5=4<"0A3[SE>+&:VW@7\)/"09V,D:UD)\2SG:Q)X@56"!ADVA*PN>WA M#ABS(*/QNV-Z_98V\71\I']UM9M:=EC!G6"_*-%EXGWP$($<-TQOQ>$;=/5, M+2\33+DK.K2QT47O'+]TYG"08SOFLLG7>[D;/\C#5. M8RD.2-IH0[,#5ZK+-G*4VY?RJ*5Y2DV>3M?F> E(]"0QH;Q2RDQ+\ -WR$HN &A4$X M&>!%?;F1XT47>.?*O$&[5[3FA.XI:3 [5W4+G9R'VN]FH6J<0>*9#T.!W(.7 MOG\WG@6?!I0GO?)DB)YN&P9H'.RFM^-3;;0DHM% 'W*K.PS,,5,P(#;MQ::# MG.^"WUXA-PQ]2V[6R\VN.K4GD.8KPA??](<* M9.&ZH$*9:+AN6T6_VC?:9=M?_H:W7?H!RX)RA1CD)C48S :#%/#XF29M7D"2MK-3M&DF3G>Q6.P'6J(D-A2I(:DXF5^_YY*2++M.VEWL M%UL2R7O/?9U[I9.5L7>N$,*SAU)I=SHHO*^.QF.7%*+D;F0JH;&2&5MRCUN; MCUUE!4_#H5*-9Y)P;CD4@_.3L*S:WMV8FJOI!;7EKFZ++E]O!#*K$X'TT'[MX$;FA:<'X[.3BN=B(?R7ZMKB;MQ)264IM)-&,RNRT\'Y].ABG_:'#7^78N5Z MUXPL61IS1S>_IZ>#"0$22B2>)'#\W8M+H10) HP_&YF#3B4=[%^WTM\'VV'+ MDCMQ:=0_9.J+T\'K 4M%QFOE;\SJ;Z*QYQ7)2XQRX9>MFKV3 4MJYTW9' :" M4NKXSQ\:/_S(@5ES8!9P1T4!Y5ON^=F)-2MF:3>DT44P-9P&.*DI* MOL2IQ MSI]]MCG7\B].+AJR*^YK*YC)V$7ML-,YQG7*+KB3CIY>6^&$]F'WR=A#/TD9 M)XVNBZAK]H2N _;):%\X]DZG(MT\P;N#ORL!7\Q>U;@AUJ/V'PR9+/);\9 M>?/.&?,@;_Y#SK@TVADE4QJ3!W[HFT_N>"\UUXGDBBWP4"!7O6/_.E\Z;Y%M M_]EH0A@?S< JL C5_%$G XJTF7OQ>#LEY^F!Y/C9\S;[\S;?T[Z_SG6S^K: M;SZ>R8_>^ -HZ&;3M.WW)E*-F$S1_9[SH9L3U?B*!]-CF^ MYA;2$.6RXOHQ)PO V30Q=E;H? @*ZRPQMC*V";B5.0*NU".3NET0*LA&[A:I-'9"FTSI!CD (6[8P0;!1@V.^L*;."R9]]UCG(,RE MDZGD5@HW9&:%C=KTUKESPD=G%3RL@:V$I;QRR7(+\F-K?G'S^/FI#L J#JE(S?!@L[MC0J*K7/ YOD.#!;@!&&]=(!K4"RI"XAX\FVG%*J4J5@9YW#,JPRJ6/NTL"7*'!PU9HAPXW 7QI!]#@$I'3[&8=BD M]>@(BBH%:[V&FYWL7O!:[!7(\V"]@ W!KZVK.=!Y$Q#86HE8C5;DM6I*FWR* MQ<6[2WH,=X7DU52G);@:(Q9.Q$&L\ZAT"5(; MU$>%CY6&GE =@"9C/BKA14^'6YO3&2%I0")]V ,G2E^PW\[/KWOV)IV74#^F ME-YOV>[JI-AM_ CL&ZPWE=1-[T0#YDJT)" M7:U5H%!(L"M*Q<8?(AV&Q*$D:_P"0%0^Y'8=>L60:9'@-&915*O%QHQ+V^9: MU^0)]QI:9=K2'R7I-#M='<,G KY#TW" M;>22+U!3?]3< A94WX1<9:C$6J5($D9O!3'G]-=:1SX,J>37=-,UCA;']VN. M0%%RAO,A?CN0"1H"Y^Q#0 =WFNJMHT3;V49NE!DA(&2'D)GHHYTVO:_5:\6=.T$;B(M#TCS4VNZP4#DCF)'3ZA#R:P/T5V3D,11O@ZE%=,N M"9F02IAN669-B7,HQK6K1FPA\@CE/2U_X @7ZF\:9_BN\7WB%M4]?1T?#_I) M!$J"#:O^ .0:F4<8#%X^UYRI5J4:1@([IQ':Z]^^]CKGA7F=\'+%NI&)]V3 MT'!YN>AVT_76QB'IB?RT*_&-1NU7_*EBUZMN*Q@V[KA\\PWR 1Q;K'W'Z$ MVKC@VS+U[G-HW8HZ8@@N%U!&OXZK+B&T@#3F0!>TP^JVGC1;?>IK"'"$Y. M4]G, OVV)&D>1AY.][M!O[$$;6"]C-K854C;+A5N5_K-.]8("":?1> 8%?\+ MB-MTM,%85X&Q$+SOL]UWV*SO>H%L<' 6L^A'[^X6):2^QU&#G."]Z'S[X5SIG9 [EX>O?A0HXK:#Q5XNTSBV^(\TM[\ M13@:QH5MTW]F\\/AX9M#NI@/#^:'+VZV'-'/N\\T!_7>)IJ&,9WL#^<'K_$_ MP_LQ6TP?:>S=_KZ9]3R;#@>$57\U?#-V_>L%W?(\:][U EWKK#U[;0%;2/ MGZ2ZI]T'O?/X'6N]/7X-1 /(:;)7(L/1R>CPU8#9^(4MWGA3A:]:2^.]*<-E M@?%#6-J]OZ-)X4U(5 M1)$ K[Y5R;*32'&Z+,OUT\O+(EZJE2QZ9JTRO%F8 M?"5+W.:WE\4Z5S+A2:OT,NSWQYG@]/ZP4_Z=EG2@\N7S]?R5MVH\N? UAQQWEPV51*]45FB3B5PM7IQ> M#9Z^&M)X'O!7K3:%=RU\N]F-J\F+TSXQI%(5ET1!XL^=NE9I2H3 QJ^. MYFFS)$WTKVOJW_+>L9>Y+-2U2? ^FDW+YXG1Z*A*UD%5:_F0V?U9N/R.B%YNT MX/_%QHZ-HE,15T5I5FXR.%CIS/Z5GYT M7Y98@@9>QH[<*TLN?(#<6+PS6;DLQ)LL44E[_B58:_@+:_Y>A0<)_E!E/1'U M Q'VP^$!>E&SWXCI10_0>U45>%(4XMJLYCJ3=N/_$!,K52Y-(LRB'@VJ@=@L=;P$)F <& V$7!DL9C Y%[I4*SPJE[+$ M\H4J"TLPQSJTQ53+N4Y!'3O$^VJ%YW,%8K&YS?1O-*HD-G0N%A+_W]1):J)_Y2R;Q4^7N3ETM?%(W0?LS$.YF#Y:$U9!$P)8AP+;-[DLPZ522(M+GTLV2+^)E/Y[;WX/HM[XHRHA_UG_@!^-'AV#I&(=:[OP%YZ?[%4:2)^[MWT MQ'=5NB"B[]1G'1NA/J]3DTN+CY#-.C=)9>$R=KR=$4M[5O+W&;AEF0:-7X%+ MJ$+>YDH!P4M(-Y5N?[DJC=W^/JKO[,RK>F:](3:1&):C8272<8B[@@"=G2F MS\43,0C"X:0W!%*F*8W1&"':+)3-VIC$D'/:BYFVQE&3G3J].&ZRSR3.VUQ4- M*DW\R5H!F\83$85A;UP3Z8F/F,N+K.4];W8#6UEC3UJFZ;U8D&$G@/62V+!F MOLEU6:I,K*MYJF,PL%"YVTM2?"MC MLOO[1DOO$3-O5*8K6<*%0IR!<40TN&M"DF.PF#1&_%K-2W%N][LP:9F/WT<#SD<9!^(P%5+BK6QQLVR6UX654#3M3=H^ MT+6)ED3(_8N2GJ4::0SR/P'O,+&LI86Z/V93&XN'C0#$@["PA2>ZB=U>\;9.$ MR5T_* 065Q!-AB<_QI\W#-93LQ,2S *?N(N-I M,)P.&E;2? 4MA7!A,9S3JRAH#:'6,P/X3VP9Q2]PJA%\&];V!U%8:RSSGE,="3%+5]JL) MW*! NWOD/\BM>IVMD&81>^_(?'7*G/! ^/ M!1-K6_I@&D*>V7@)7$K*\Z& M;-"B26N_^ZM<"FK? 5"'Z40736I6$<.,'>P:"_AX@>0FWS-J0.V#.C_A/<< M\V(-D"NM4Z[99'KB1B.S6NB87NAL71$F6*G1[BT$@&):):KAG/?I%O?2DCN3 MPMF1W[E7)!AID\$W:'&M&[*826M;F\Y"<6-G.-_D_'+&$K>4F 83B@NLL%1 M-DGCH7$JZ AO[K#*$K>)IQ%0LUYK0M1:2R#D)_-M2-7)G$'Q(PT2^RMS-5K58 M-TE8G:"=Z^(3[G]! ;AB%&+[D^MUJLG=3$W+[1E7F3O4L=C?,,I%H MRM"@"*1TQ3[G/0C+NH54<^3[,HVK=&LF+E)NR6W=MS;2K>LUJ;3U(^D+&-U M45&5>$P)6:'(@%-?DK[\I8@Y/[QH]DW&=[& 3#$*;%/<)A,//+;8A8C31)'" M=$%-&J)&BJ[%70\N*>)SXK(A'R&NJ56#E#A-J?2" U!WR9DH%2[F%]@C)Z&U MDJR/=0, ,\!E#IFLSJ#PRO.7+0M58;=:+G6>7!!0W6-X@OTB$2E*K$OV0LIF M/#,)+-=:6YT<%E@SUT@8:H,O*K)%JG:-,Q:VN5TX:>$$[@%ALK29^$+&IU))X<8\JJVMUAZ-4X-9F3II<*#CL)4T:YW"'=P^6NI&8EDT> M2CR@(M;T(C>K8Y)'*Q@_.^VD(5ZR6IMM4U[8-=7$TMLP/,X(:(,=*ZLAL:D ?,<&2+Y&$K>: M8]_(OCEG[QAOQ@Z34%#,S6=F&8G9$X'B?-#4-MPW:B1S45NQA2]K8YGK#W.! M?JBRHL(U!9#S%ZA>6'?F= MK1T3/-JB:[-XK.&U[0Z)/69QEVC6=(G>K-:IN M22O5%?$L&SZ\[) MZK89=*Y-8D-,NZF I5I3GIY\9*+^F4B'Z WD_?#KDY_R^.G/V< M2:2!L.SS1H-MB1<5B@ZV>$Y"C.#)#.:6G!^66EV5H/9DZN_5S2[;]%MQ27X> MM'M$<>-RL>]R-F2QOYFMOQUKNCR$8(XBLS[<0Q-+B<@;.U?$_0\RJR@I\)$2 MF.-$YXG%%\;&NZG(3I4SEB60TB";@-'*%HQXVVKW"IGI%I=-D@Y;JTMF:GTG MBDX0;)2R6. 5BYP@U!.15^AFG2]U&URP#VSS7'<@TR\>CVL_=UO/O !6N/UB M<&F79W@)#+%PUPWN3GUGVU*G ECDW08XUV+:]B<,O M&VRQ$S3_M6P/=]GF1#6AJ#'V=-AL8/25&_@((&LA76)@&YDIJ6@B[1$/<\I& M$AU;4EAH/XS;#,U4:0+0I8$UZA($'W2! _@<@)F(SKV2P,IM/1WK0 &<,H#.EB&LS&4UR<"0R?11-KV=1$5G2Z\8.[*=^3OQ MF^J;07_[YPP7HP&3PD5T\MI!S]>3@HC^"D1YX$S]6S7/K=XCY\%'G*M;RNY M_;KN9E,2XPH$'K#G0-W9!?<0F?!KI=8;JJ;WGK'[!^@[N_FZDW-+[BN/S,/^ MI%U6$B[@#^,>M.O/2V?1F$O;(&0#?7<:T"(8%A!:"[+U#6%R#'W'>8@N*5U M=*+Z:'N$V4,6@=P%S!LZ:BJ*;OU+G&U7<+V9^D2(QC:<("#9D?5W($PF)T>U M:>M1!_Z/SHH>V]P8>KY9YH;N_YT5%!9/I]/^K:4^C31&] M:Q:'J^?P]ZV>+7O_1\IF3+0,6>M=Y65"G]UOZ$)E+NVTWG@&Z%\^Z&XSA7_FZ;H[7Z)'ACJ Y1K:P!-&Q$KU\P\=0__*"H&L MZKC6P(Q[;_1[U\+:PWU\XV'[W.6/7ECNXM8!S/I#5Y3'A;YH/ E"KK4FPT$P MC1ZH&(?!=!#Q1Y2H$_O1D1<4A1]9>?W1T*5A/]+]$=U^!OC4;<2WS.2;<&%!E M,?K#=KZV1K6[[W-KQ7A,$$CP8A%1LP8[91>G3<9Z2C4OU*\'57J7=NK*0*>N> MSCHV2T,E@-D0Q-(N'BY_<#%?3!@O\IG]\;Z_)5$ MI^88#$./0%_.?GQ[?>-KH*X\;83OOJT#;^M@O*D?Z>,:C+G&G.87]MXP4?E M\%3^;(,HVMVP#Y%CN$]&L#_Z7) 7V-;BUT86Y5-$U7M3T;%4PJM [('XLZ2/ MH,K.4Q(23P)\'&0%+@JDPO0L7.. M7.L(_P;,WI5GS[][FI@06\522212- #O^P;;=S>T0/-#MR)?_ %!+ P04 " ,D =9*BALI\8" !,!@ &0 'AL+W=OMQ,.V> MS_HNW@?\XEB;O36X3%9*/3CC6S8.8B<(!:;6,3!Z/.$P!QC&[P"2+2#QNIN#O,I+9MEDI%4-VD43FUOX5#V: MQ'IBK*TFG8YX>QDH:F^VKYT8*&8M,!D!E>/%2_IQ=M19.D(%QBE6[I90Y>\ M0S> &R5M;N!*9IB]QD0"#K*[W2?,=D$<#5Q6FLL-V!SIIQ$] MP//!G*)JBHRLZ4,FP+9D/H4/.AXW5T7)Y(M7<'9A($4N/"<:"REM5I:Y=C60 M\0RD DNM;ZC%@%,+0ZVYQ4^9JB6H-7!KX#Y34G;IZZ2-)P#,,X'"9 9\%L)9R+U'3(GX3]OG??I&OG MWA?GQ!Y#]W,X'.PC;Z]_F/"M:Q/M=7B!>N/G&"E6E;1-L[?>=E1.FPGQ/[R9 MLS=,;SB]7X%K@L;AV6D NIE=C6%5Z>?%2EF:/GZ9T[A'[0)H?ZWH%FT-=T#[M 9G\ U!+ P04 " ,D =9NWIP@E<(@% &0 'AL+W=O9/6POAV$/; M*'L]JIW;O!'Z/;5F+EMM+O1$*3U;:M-SAKUF/[<8(7OE#;3/.T[08MURJTMW4JKO-WR78FL':T:6++7^D_Y\KJY'*0$2C2@= M2>"XW(OWHFE($&#\B#)'O4HZ.%SOI'_TML.6);?BO6[^(2M77X_F(U:)%>\: M]U5O/XEHSRN25^K&^E^V#7LS;"X[ZW0;#P-!*U6X\H?HA\&!>?H7!_)X(/>X M@R*/\@-W_:;*Z"TSM!O2:.%-]:"IQSMW\3< D>S5VD$5WQF4\ M]RZ"O,O1C=_/Q35J1O MG@$X[0%.GY/^C.>?/_>[=H)-V<_S?,L?\.BG=]JP=[K=L/5(ZNY9:A:PYU4 M:]:$#1LC52DWO&D>&6J9Z=5*EH)Y^Q)6&=DTM-O(M4U8"4FPV&IC&5<5TZX6 MAHD?G=R@(!U3HL13%#%S&O6\V6CCF-M#\.!F;WH86ME+]K:J)"T)0C+<[0%S MMI***T#R@%'P#7>B(@6TM<,MO?+-+3Z*1#^S6Z*HK@>HS.Z>[I#)/WWRZ??G9 M+[,W%PF$5H^*M[+T9F^T]0 @==7HX)V-%^,)8L5+V4@'FVKNF%1-F%(KF.HL MBM+57OEMK86"^H]2- !7&]VM:^@9R%EV^O'2!X3 ,&E9YR#X/U KU6DOR<:[M67'7&=ZP-?Q1B7LP9G"WIRY %R$:), (0V[S4JY?D&&XMZ'N+4R7?2,>#,MJ* MF#==%30#XCU6N" H,).>5V+3"'(SSFXX@AA)O.J:!EE@'9RFFTOVA0(CG6B! MP(@#L4^W^^ ^QHV5M.3H3MJ:+9QML-;J-^70("-8%KPUM(QG!^R1V\1?;Y MW1!G_*Y&KOIT<1K"=KIB&2,DEJ+O,TM)[\A!!%OA:EV%,NC(.S\Z^$:8!G%] M[Q'!X[J4/D'[U#B.:BP\@BAD** ']%)+0,V!E8B"@*, ",IKT$C 59%&NAOB M.TBDX*A0*,%%E;"ED4L(6U*C[5H!:2G"2.V/K8VVEEJ8#&E4:::T@TOBOI-& M*"BF)&+4;2G"L31>.?:KJS)^9UR5-TL[HE^]Y'5_%X E%!D=2N)+MN38XP(05L+J.2A M$'F%5BNI<=#,L-N54)7PS:8!GR"58[8"'2@%/B!(PY!L!26G!=LVB(AEYSZ% M=6>AP5Z\OM6&R$.VBA#$Q2^"=Z!8DX^.:/V2#URPOK5V<+#YO35\7+@2Q4? M-)(OB>&(1UZP29+/1BNFMK1/LE M-+2[/#_/+EB69-F$?N=SEB=IEM+OHCB[.]H=,)[G%VR:S.8S-BF2>3%EV2R9 M3A:L6"3SZ>+L.S?24\;PR.2'"%5G!YOD,:O))3LH6Z7XO16\E'^QVRW#0>2% M;@4[9Y-7'W:!:Q$NLVS>_SW[YEEBH.D%6R33?('K-$^F!7DHAXM26LQ3X,R\ MQ:?\1,.]39VH.6*9 PM *KPIN]#;K Z]QM7Q8*2LB!O)ALPI_=8]M?EGWI6^ MJBE)?2^@.2%4]Z7W[$F?!SI"R>,9L;Z+K!#+V+L/DP+F&6&2][(RA M]HEZ.1H9VHA6TNB!2.&*8(^ZHA0U_A.]C' <)NTCF1L8^7A M610KJQM9>0>]XXVO@3L:A2-S#!#HW:&%1U9M!3(Q^@+N=@+M?L"PK+C.,^7 L!==32L\) M5.\),94$\E6'44$\512#3#/;4"5$23@>;V7($]@BPPS93_/;]3A1A =SUT&P MAT.?8>D?[N>42U^)RK8GDRO2JY6("O$#PU*N"UU"V+@MFLQECSZ(6A@3^#H MTG4HV7U@2_2%M1@$=?EX,&4.)DI"W6BU'A)82)D=HGO>='V8 Z$$(R(_F*MP15.PMA*&N*5?9!A M*\!(FFC^5[LYR"/V 1-\NP2G3+(D-)$C)K.OG_2 "!AIFD=]S+))DFLW/WL>T M'TP Q_5VW'L6^9P8-2F*XHF>X5ZTA FQ_#$S)LRRJ]/.R<_2%(]5%FLQGL\F M"*MNCZ=.L],H<"C;K\Z^^+ED5\^'&@!FEDYH,4OFDVG<.\BG(7[*3*TM@FU MJS1:JCW/@_OHU!E+P64(E7Y.?Y WOL,\/$TZ-/7E1]5DP6_HK9 MX PEL\L\O71R2!ST+[O,('],/0SW MOR-Y:_;VQ+ 87A-]@?VBOH.+AG<%WD#@'\/S_OW\,&64)H?J"J=))JVEZ>^ M%XP'7VU: >JB:U/H(=2)PP><_F[_^>MM^.JSWQZ^G?T&YI.*7CE6.)I>SEZ- M O_L_CB]\=^ EMHYW?IE+3A>,&@#GJ\TK(E_2$'_4?#FOU!+ P04 " , MD =9^($,NIL- ')P &0 'AL+W=OOP#AI:L]P99'4S7N;L9UNLIGLQA-ODG8Z?8!2*7(A2 M*S^ M^G[G *0HF?;N)NV+38+N=^AEUMC/[J54J6X7^>%>W6R\LO-_-S-U^IM71] MLU$%OBR,7O^2U&_OZI:G*7!?JQ@I7 MK=?2[JY4;K:O3N*3>N%GO5R5M'#^^N5&+M6M*G_9W%B\G3=0,KU6A=.F$%8M

M7IU!G1/#F M)G?\5VS]WC0|$?/*E68=#H."M2[\?WD?Y- Z,!T\73($X7I)3;TN*KQKGR|1M=R&*N92[>%JZT%>1=NI?G)4#3 MAO-Y '/EP22/@!F+=Z8H5T[\K12 ;) M\ EX:<-
GRO#2+^%3_/-RAA=8QK^Z6/80A]T0R5N>NXVG[)TZ>?W- M5_%X\.()>H<-O<.GH'^^7IX&\]Z42HS$-U]-DSAY(;JE<.F$60A(7#42%[+(
MQ+=]KM8S944;\VH:B7*EQ%Q:N]/%4LBUJ>@\#L^E6_$9?E"_5_I.Y@0\@N<" MDYZ7RG^,X(AS?\X"/O;-PW74X186[&0^ /(E7)BIN:R M"6-%5N&K89K=RMCR6:GL6A2RK+
;1.,#SNNl)/I@ M>58>R.8##B|CMA%')=,%ZN;/G9)(Q(%0BF@9]HQ/Q'M7~MJS4PB8"AK(8N% M5P4.SHVC8_05HF)VLP-./:GBVJPWKBQ+B4.[P6>:+DB+LB^G#>O M^
4+_(V:V0KAG5!' 13>*$GD:C:'(QQ%-MCLT3T*63T9]$E\8!79JF MC.XBBJ?33G1QTO]CW/T@BYJY<1=DIB".TE$:&([302^.^X&Y ^@>N?A1JZ(# MT^7&ZOPI$DZC)(DYJ&3KL
M6,JD,Q0='^&:B/<9?8=\YT1UD45BNU(@WE603+V,=[EY)W4.7E]) PXML+, M*-1S'#CUA"1G\,)-5?I#"$F9AR1=34. 23)Q>@UX%E%*SDA!&NOLMBH4*(', M_I'4?
7!Y+!+,2/%SK_A%4'Q$^"4$@GS,)8'63J,\4"\558C77@BH&T%FP1J;&6LY[CJ(K9C#*DHZ
MZ8+_S':=P@BYF#7+&S3()^:%E;69WDFKF[R#,I!KQ#NF.5B)W]MM>9[\C:DV>^@A&^5198C^#Z=!(*%+$NUWE :,:CL2KVD/"?%!IF*ZE70
MHO%Q;M9KDY'0V(J$U>XCHX"8R(+^HWS.72!%@3GG#/([B76KRY5PR,*<0$P@ MK B$+27IUF05%\?] \(@8TC8@B.DTZHD),1^%PBWE1OD+K(
("Oj;.!)S@RI&%4\M2(^>0=:V)SO:T_M@YXC?K#1:<<. U5 M"*%LM'L6?04CG,FIS,GS>IFU4!CVGA %J[!YP**^#/!>PM &0>,/IR'HE%OS;"MW@:LZW/3%S=Y@Q%('RLRV
M"+]VU&">&3918.9OLYR\!@S7<^-M7N(TO2ST;-14+7FD;) MU(>ZJ4#]J/S2&:L,(;G9/!<;>+#)8!;*ENAS'PO#+8,7*\@&()IH&71/J48C M-VB*^O.\HN &B Z7)I56*50FUD@&'
MG4&W+:MC,=$:@C,3X%0)3R!3Z(O+LO4:U:: *CV'D5(TU9#[?9<5M 5-/!AL:P.;D(QQLV4/$3I$I MIY<%AW]$PI7*E@2EU2-$,$S.M91:KE$8J8+B&)X0N73&)V^I3/#.#U9^@O%+
M;]/'_<6'%H_1//4>P^;YRS6A,-3BI%G1*F73M9B M]J#I^5J*I./+-(K'"2\F<31 WW'&+T,LQ^*L]TMAE:2DF2%7@)U3
M1"YWAIHWFB8#$4^C03K"]G$:388$<'H1)1>CWLT^]:YE@9!'N'W!5I=P\%*$ M$W6,(8D2TB1*!T1),HBBPE3,1U&D_' TTFMP;!+W:XN2(XS5!UM,U2DN\:$ MR0FV/'MJ;0D%)\=![\
[H?(\;R;^ZMDSWN44^' <\[U'^)C/Q>R"0NG00-QP< MT='1^>3)+K@SFJ2]H=Q[_V^ M?@!I[IY=E56@S3]_)G7?]P)$?%_-1)I${]|#:]?#SR=O#V"81N.4 *3]T:CW M 1GS-
X3N:U\'_"$]O.%,["WY.J3[3ZKE#RLH#MWD9-#W_T?XWRV(IB,]5E(: M8(Q''L9TV$]'G]35G]);/ @XAQ[EN'\QZ/UH2%35%YJ]3PE>WM_6.?HF1/W_
MG^"'1X(?]Y/IE\GLLEJBA_\BJ<%8Q]I:+^C?H#\<]'S%S_7O+57%7RS)FX< MR/+_;ZU)/V&AL? Z@S.:ICN=T:0#)1GX@%1UX2]'_#U%SDD4I=6B&;:V\U7H M%S-
*_.UNF0I.2YVMY=97HMUX>J#7]\<@=5/J_Z?B@REEWKMT2)SN>>^GCJZM M53<X;5'N+ J&51 MZKG>2#^!:SR<'DRT+IHZ-&<>50J1#O?N!BK2R6H1;E2.(G(NTF
M^:C&KDMEVMBJ;KI]D9UN:5$"!H?33Q;&5$*7U)#/G1*)HS.]F4=XHA9%ESEMI!Z:R+K; RJN<+YTJL# M[T*B9?OBX=*GO.%Y[SK8%.+,.!KR+<$HA@E3N9RB;A[1R@2%--
)^RP23:#(= M(F@/AS'7_J-83%"E>\?Q^JP9V\\O(:594*"_[@1+@2DX.#LA(@?#HGRNP< MU%^9Q8)D& 1^!&X8#2&K\,\[LX=&W4T-!3X;32;$%DK8<3+L\N,P+?V9VHVC
MN9RK9O_FUL"$D0BVP"RHBZF[ND=MB_*+0T_.=F0*I$I.6]QB[XZ\BF93Z(JH-E/8=SA')$\6O'PE88< /267@H9TF88"?)%8V.DEV& R2,U &METNG/^(Q/;8M%Q!."2-0PID[K)C1Z-
;5P](M_ H^<$@:%:M926$;#X.)Q M%'I-8U9#S17<,T!IL#FUAUC/Y4[U&8M-D??+>IZ[]^A#-&&"U%(=W5EP>4$4 M9(JDKXOZ%C00L#66!E4P560/'1""FXI:A+4I=&FXEJ#KV4YT
0YZ5D,EB0<3 MX-#-*A\,$Q-8^K*BUI(#W(!T\G<0>BM0Q-=-DZ7X M@W0$5-^=[264[X(L 1#0<"DX'28&/$0L23.1P 8*#R 4T;%4E!PH38$P9?TU
MM>>XK=5C;3Z8ZH5\UXZ;1$28UW8,Y[LG!)#:85!MKA8>FVPPAH+4?L@_Q$7S MY448)5+^AM:U\XY&$WE E#FQS,KRH\BBOO+1!4)OR>0MKI-; MNG\AE_A&KCG*@MW:7^X?
60Y?]AW%T*[1R)/4\+T898/@ M[-G>(!M;),GX^T*^K0HF8VS:W*C:X'8AN+D?YN[3=6,[??&]S#K).V(//]48> MR/'!/&.W65&CEV*)F-).E1GD*9\IS8J+? M]
<.7\]:/D];*+ODG6(%T_SNE9K7YE=>E_W'3?KO_B=@[:9<4QW.UP-%!?S(Z M\;<"]4MI-OQ3IYDI2[/FOY6"C5O:@.\+@_@27@A!\]NWU_\%4$L#!!0 (M R0!UE 'F"&U , &H(9
>&PO=V]R:W-H965T)EYLR>84Q]440Z*S BFE?UBAM M9R-5Q0Q-U3;0M4*6.Z>]#.(P' <5X*;3]W:K9I/96-*+O!6@6ZJBJG# DNY MGWF1||1PQ[>%L00!?%]S+:[0?*MO%1+/O-
"FQ"6F!F+P.BSPR66I06B-'YTF%X?TCH>CY_0?W?< MBFV+F33S(<<.:TMS)_6?L^(PL7B9+[7YAW]J.OAYDC3:RZIPI M@XJ+]LL>NSH<.4S"5QSBSB%V>;>!7)8?F6'SJ9)[4-::T.S
477>E!P7]E!6 M1M$N)S\S__2CX>8 -V@*F<,7L4-MJ.9&3P-#\-8HR#]H10L5OP(UAALI3*'A MD\@Q?^X?4%I];O%3;HOX3<"OC? A"8<0AW'Z!E[2R%^E"URS#F4,EIJ&%]
(U;;PA,@]PXM-QM<9'S MS-FO[>,!)P1$F36:CDN?~BZI+B[=[DPV-AB]4Q9"X[,4&NWR)@=L.88M1XK7
M>=*^/_AS+U#I@M=$WB#QHZ3,@'2(O0[A^>PC9EBM44$2N95D*TFW2"K+@;W MK)3V-J#:VJ(^\DS"V1!6/CT;<.=?N^_2?_#AQ-8M#B|C|:4+467IS *_0C> MPV\0A9-
A.DK=Z&P8C\X'JUM(S^&6UVA/%JZOEY D?D+6T3!.4IB,H\%RN8*3 MZ!0N!@MVD TLD,1N%ZWUT\F_[T?Q9!A-DL%GIFSU?F9]/CQ+QX.E9-JP\F?&
MW7=P+ZWQZV*S_,Z'X\G$CM+Q,"2.EL$*$>ZO"?XCM\;<7E3(N:9GTO4(DH<3 M=-Q'O,HHB.;V_6\O^9&R61E+04;V!DPGLF.)W?Q))02Y?E,;;W*Z2'F55,!
M/M92VVR.!$+45LJ,>I:FWF UQMTMV,ERAT[I>VZ*_P6WZLR84@FZ;07]:M](K]K\'9]YVX5OF-IR*E:)&W(-_:.1 M!ZKM:.W$R-IUD[4TU)OUO)!U!-[$!^K\7\W\!4$L#!!0 (M
R0!UF+TZRJT@H +@I 9 >&PO=V]R:W-H965T[D.G#Q)26A(0@% M.^ZO[W< D"(5^9;-=IN=/"3F!>?@7+YS$W%RI?0'LQ3"LD]%7IHGO:6UJZ/I M?
9,N1<%-7ZU$B3=SI0MN<:L7^V:E!<\<49'O)W$\WB^X+'NG)^]9N3X]497- M92G.-3-547!]_53DZND);]"K'[R3BZ6E!_NG)RN^$.^%_65UKG&WWW#)9"%* M(U7)M@_Z9T-
CIZ.:+U;\ \IKDSKFI$F,Z4^T,W+[$DO)H%$+E)+'#C^7(IG M(L^)$<3X&'CVFBV)L'U=!&%TY51PWA9$E.>6\UWDK0V=/G8F9/]BTXT?U^&]B>>JKD
M!JHQ>ZU*NS3L+V4FLB[]/B1HQ$AJ,9XFMS+\N2K[;!A'+(F3T2W\AHU:0\=O M>(M:[+DT::Y,I07[Y]G,6 T(_&N;LI[7:#LO"HLCL^*I>-(#[HW0EZ)W^M,/ M@W%\?
(NDHT;2T6W<;W3 [51OE!5LPG[ZX3 9),?,J7M61Q93\O':DDV.#5:#E9>5;I>%S*$)&8<0N>5X)PQ#YX9U9"1=$ M;"6T5)EASAXE$4C#."W-$>6&IG#,LDJP%V*F*U(9;*;L
M$1LG!Q&Q>E2:!JR'DX/?R'HX:!C7; =)_\LD_IF7M<#CQG_CX6%T,!KL# ;] M(&R'B]^$O9*BW,+Q#-[-N_R29!(=Q/'.4UY^8,_ 0EKV@JI[\%\KRW,$D8C,!- !9B"Q5E7@ !!2R*AR D R%
M)GGGLN1E2H!+E;%L$(TFGN4@BL?C*(:FOY2\4-K*_V#Y@[A%K$2IVF7#:32(M2=Q=-HJCX7C"]EJ2LMUDC_8=`D2'TRGM"Z7&D]'.*V',$7M6@7-IV8I$0&U
MP.2J7#RV0A>>OK;D< B1XYU7W;>/6KP?L>DTB<:#$:RWQ\X,,>OB/6K''5OR MC*$Z&@LE2:F9TD@9N$($(1#9E2LDT)M?"HVZR"0"#'ZR3",TB?MA?S1D/_:= MCG?
O=X6X1#A2%L@E#"E08>R2\3Q8*E67 @9&:6B,[>QCUN/7'S:4V=BV(FN5RX?0TK(*/-9/6L&UYK:5F#1Q$#-:)CY43$D&@*:0H8%;\ MNJ $T(1"*)D;4M5EL>L@O%K+2TOFE4-
>,%I+Y"A8VCW?MK\#;U?+CB1;)*AW M<\%KE\@9TCATDV$H1440C@JS@0#ADP9V#^(J;-B M.R9FUYO8=5'R[XJT6H/3A<4VW&V: UE!XC\(\'41U];RODILAKJ/;5FF>975
MP>F:IEJ974Y-(JHP\:0I+AA[0T=OG!K1=TG[U7SBD;:ISC98KU6D8C%#1)0(MDI!5:/5]LXIOG&C[ILKX1G;]%%FB<*^+-@*-SW)2HY"/>5GZ7*0X6JXUM:,[
MJQ85=4NHWRC6B$[7\]1/?1GKLS/K[&LQ&3.G-.FZ(<>XVP$4_!K->R9$P:H5 M+1^1+L#%X(&-5I2P"VK"ZN?=C$"-";$H5JY UIW(()[Z-O@F9JN\ G6::BK9 MI&15KKC,&O-\L3X\-
ZI6RBC0@K 556WIHR!%76T+_D$\OE]J7-3]9A3*+NN6 MZUODCIB<,U_&%9)O90'X"XO:Q8LM#::0Y(6? X.-_K']0!-VIWI%B S+SYO MV2>4Z@VO!4<>,.CV,7/ '2[WL*.==9'PRZ<
MU"QIQJ(6?U^SGJ,((.'[B9)^,9A7VD42#7>5<;_AJ?(.04/9^?+Y X/ZQ;I\ M/6#^ .'&_.%_-6C/'W5?M-G1=W--B\L;<57O^3^98]8%-=]LIMVQY'<8+EK] MPI]YN&BAXOMP/$FT??A\E/A?
4?9^[YPCPMORLS=[P6 .]1 2IKG_0^(4O M%EHL*$!ORGX/^Z 8/H;.\-(4*4[0L"=@W@8(=G]%3-U]_/_=-@+P8)%;6T MG-[.V\)4>>C[.,N5<8T[&CIL!"\LB]#8!1C"<
>C_K2V6X2L(U&W9/L3,C>U MQF^=NV%/RL:433 7B+TZLZJZ.:-1B9(.KHS*I1^8WEO\H=U=&+U%@O!] B!! M'U?O\6UU"QON1$.23!Z&AOM^X-
V.!*_!%B0D_>GP\)M!0G_TAP)AZU?QBTX5 MA;WPS]S8S(6]SLQUFDVN2@[.\K1!OEF..@+CIGS:Y>61&(-6G'0;#;8$D''H= M.OT>%WB"1 ZO9?4 &;B>(;*<-SL!L;&^C@EO\HV74?C)I)
[QZ(M[Q';E'C41 MA;0V5+!0F4,<\"R3X6>13J\/L&/%?S:[%&IZ;SF*/%Q,14AO<_&=']UQH!@, MN25\A Y\N $695^1*&A%"T#,)FI0ZD(90D=J4N=1%T'&#*35_*^#B MD\1
0A,8NH_^@,WJM ;UP*7+AEHN:7U\<3H1,1T?],F%3;S' :%$*\><>OZ M)86J \IK-*[A.% R8:,=(RAM;W;3-EK2K&ULE5;;;N,V$'WW M5PRTQ2(!M-;%-R5K&W"2+MIB-
TV37AZ*/M#26"*6(KTD%2=_WR&ER$Z:N-B' MQ+S,',XY,QQJOE/ZJZD0+3S40II%4%FI/8\BDU=8,S-46Y2TLU&Z9I:FNHS, M5B,KO%,MHC2.IU'-N
R6<[!VHY=SU5C!)=YH,$U=,_UX@4+M%D$2/"W<\K*R M;B%:SK>LQ#NT?VQO-,VB']7@-4K#E02-FT6P2LXOQL>&_S)<6<.QN"8K)7Z MZB8_%XL@=:@&AP-
PZ!$8_]WB)0C@@"N-;AQGT1SK'P_$3^B?/G;BLF<%+)?[B MA:T6019 @1O6'"NK=C]AQV?B\'(EC/\/N]9V$@>0-\:]NG.F"&HNVU_VT.EP
MX)"]Y9!V#JF/NSW(1WG%+%O.M=J!=M;$Y@:>]O>FX+AT2;FSFG8Y^=GERAC* M_"U:KI&TMO#K6O"2.<7./+)T@K.+\@[MHD5+WT";PA_5VEA-%?// M:QJT1XQ?\+=HG.S93DN
KHF!O4]!LOW[Y]I_/$(@7%/8'P,_:OS=1SM6EF$ M#-Z_R](D_0C'P.'W"H%Y [TW4 <&7.:BH;33 "P97RHJ FEH@49&"5XP2Y,+ M)IC,$>Y8Q&&29G Z6.6Y"XBJ#Q^V
M3BR8S,+I:#*XW--$8SFU'X23]!0FXW"<9?_+A>X-]O>$>"1A,LG";#P;?$9C MSN&RDWBK=-L<7[K,LG VOP0^*UE^L*CKMRT=>)S%])=Z25:=/"ZQ2LJN^^ZX MK7S^?
FN8)L!K@JM@E7]KN.'.8@AWB+!I:)E24-!=;(SO_(3CRS3=E^G>R_BZ MN*+&3B)9NKIFZ&6ZT229YN*1XK6:KQO+U@+!*GH&BWC+Y"!55 MJ9.*PJ7@VS'RY=D3^=
(51&GPZP0&C$RG0^I M]M_[3TJW?)W&UZI3LNL,^W[PB4OJ!YP)N+.TX,XU3Q#^%]ZD;&CW%ET)#E_K MH='!^U>C+OTK;RB-C;3M4]BO]A\2J_;]W)NW7R%?F"XYE97 #;G&P]DD
-V^ M[.W$JJU_3=?*TMOLAQ5I#*%V!K2_4<2TF[@=^L^KY;]02P,$% @ #) ' M65DF\V\5!P 2Q(!D !X;"]W;W)K&ULK5A9 M<]LV$'[7K\
HF8P]0TN\=/F:D9VC[CB):CG)0Z"7W67AI3'">[.EFRGJ.+)B G;E4 M.37P4RVZNE",IE8HS[JA[_>[.>6B?7YJUR:J_%26)N."313199Y3M;Y@F5R= MM8-
VO7##%TN#"]WSTX(NV)29+\5$P:]NHR7E.1.:2T$4FY^UQ\Q18SG[8&O MG*WTQC/!2&92?L'6,82@QHH_+MCERS+4!&X\:/2V6Y,HN#FE_E84-
@Z,\1""N!T/KM#%DOWU)#ST>57!&%IT$;/MA0K30X MQP4696H4["*0,^?O\B*3;\;(!1-LSHTFDXP*3:A(R71)%3N^Q)A3/&[;!V^R)\5N'OI>B0 MR/=(Z(?Q_,IB)@V1U1?MT;<9'AE#
[(_S4J7ES_%,&P50^FM7$IR->+<-;*]C M7="$G;6A?S13=ZQ]_N95T/=/GHD@;B*(G]/^OQ7R62N[8_@D#2,C\N;5, S" MDR>I>XDG9,KNF*
(B8>1VR@0:F[7YP8A5MGE[X:C7&M>'TM3F09.P[_E]OU4#OZ!K(&$P?D#" MGA>/(G*XV\:V6WUOV];UTSK8W)9):N I-M4[S@<^*WK)D][#[XFO= BA,[D
M':O0415)P\.=$SIAX'8AJ(<+!ZY9#42S!(V 0%A!8T.TTS+Y[P&X%M>PEKL5*(80%V!U&S=^&'1Q.YXH!WT,MNW M-DBZ4,R&JSL;G9E(77D#-R=>]UM]\0$L*40"P)^FX
!'IL0[%TQ@H[.707YJ MX)]#"'CW&5)H(P%/$!_D%O%Q!>X(J]I1RPTTK.*)$Y?)=_)%8,P'E6LWTR]U MOQTV-/43G@&9!V8IP5-7X#%XAKG'*-&J=?F69A+O-J86:_2M@V -]OI+#E!3
MY=OX#Y.[F=&:WNN&XM1'W-SM_P,,8R[5@K2\" M:0P6,/K='!!ZD=_WHGX ?17$G>&H]0$]C3*!%\=#SP_[N!-UPD'K]U-V %O1 M< 1",3ETF]#F,"#-&7?
[XD'H=N/.*'KJR2,""P[!$W\0@UCE2=^WJ^,= M=.>1:,"%P0!W,$7EEO(54Y;39&G#P#P"9]:TNR9T156J-U!KZ0!_ B(S=\B$ M*3LBNS5LDFT,3OX#!B=
[,+@!F1=#9=._5B9[,5*X/E!W^O'(ZA0&'0B?ZOH MHQXP>&!K'O]=*'ZJ<;N^H]#WAM'0Z8I]FXBMLL8LH<# ;#YG=F[':GRD:Q)& ME09L0 CBWA\G/I]J$'IQ-
/+BH$WS"O6_ZT%*WM;5II MWPRN\S1<2^_LWD#I=$//M6R!G &&'^*/XDXU2LV>CE*7EJ8WMY/-[8K%M98) MMTA><9B$L'N\]E@0B[2#2Y6[;<;'?
GHQXWN_1O0>$?!:2G/L9B@(+;BA&90Z MQ6S4?06I1I@I>$]5V+XOM/FX?R\ <*5F=Z+"L]V34LP)5 MQ&DSNSPC@?,#S%MX&5.XK" 8C!/&&)GC-(/S!O0\PLK487Z"]:?YO:'>_RQ
MU/8*/B32Y0Q%^\F,>V+0U#OAST87P^#2R=]D"5\[$_')!=[X+=C1?\'*8,^QD#*0K<=N_ZS6KSI63L/A \M'':?63Y2M>* 2QF;@ZC?&?
3:1+E/%^Z'D87]7#*3QLC7M@+G8G16+E.QWU];5W&^5Y-Z3Q#W%53L,X4W%0/D2/MP;GXO4/5>9*4K_J M!PJ7DPB)O#]VM.WZ?3\B=-GZD=7Q750?Z]RRO?/3V!);\Z\,^=V?
E3@/YMJ MK!;3$S6?SD^/R%OT[BU$WN(OW5/O3,BL"XTG]>^;98@>"?&?0RXGB:>')7*1 MO FUSNAJA"H(Y.]I=/W=-[.SZ<41>T][>T^/2?
_+NK+6U5:9H+3*G*^=UU(<<:TCKX9F^1'UH]3OXT_C%5!.7EM M3U2(&K)UE2L0 5*]4B8)CRQ\K% B$(+'M2=29(K4MY8-A7;>2D5!4L^RV[-MV/I"G8 /U-_& M0U\%BU<7X?
@1]CTWV.&IBHQ&)78.,1 (FNC\=FAH)V<^@Y#:&S";L5N5-\08 M:E6YZD6FP_J0

^QBP];HY?&FKA]-N8+]4S0Z0%4'RB! M?C9^_3S0%XOQRR_#/)WX2I GR(;)>:)J G]7K*93F*$@.)E98P;5*Y%X* 3W MVC:I1K1%!],XJO!@8NBMW(N/#@&MM')Q6$N!:BUF>XJ-
KQ#$TD21.BB=8![^ MSX4SGR.WGQ7$V?GX],N"F$Y\I2 >#-@SD7IVNN]!M7@]?O5GF#DK;DX7(G$^S!4C/;* !7P"S8$@M3M=[MRK?PCSXU.&FW)ZVTIG8)Q1*9+-N!!20\P4$
0PS7OL*N@,Z-]SY%KW6J]NYC M&G1#2O\#B5CJ+2**Q-JYR+IYN=1W-%A."DS@'T' 42]*LN6AL0GVW

6!@6:5+[K,G^ A11 MRH2N81O.34^BW3-I#4JP0N[O\H@!Z/H3E3RC0=>P9/Q=(%_J0IY>^M$"TS1H%1;6]4>!>2Y-F@UCVE5#A19*2$ MFYJCG+L-EB [R6UQ']18A<^X ND>>'=F?
-:4@/OS_B<+-XQU$03#12FI+>NP3(M/?;I<[NU!;4PV< LJN9J_Y,AM86I96GF&LMT"2U&]*W5M4RRAXW[N6:F0'[MU=*+'%!R N]$^AZ*;)[X2VD$0X\VB[_T]G6 M^?
3B9RE=ZZK5"_A<#]E$=LPNE.NF ![R<8>#9G M;ZP58]Z!X,LE5"UF:80[83SK1.X67SK_2K']"46X5C?9IP;D(@C^7*D?M4=V
MG1Z:DKGU6!*^P^I30DY:T@<&1>/%9>X930@)#/FJGO_,*X)P(N M^.+K<-OH.T7W"51HXR4OA0F&0.T5#8>0=7GIP8]:6PA-2?F!5K%LDV X2]5(M=Z]X5#WK*PKH1=>;(?
FV_9&T2P84 I>H]<"E"X7G@7T=GE MQ)YW!_]BN--[,EA/5E+>\VG'8N%&EA!6F!N+P&AXP"NL*@M$-'YTF-Y@TBKN MRSWZ[\YW\F7%-%])ZCLO3+GP9AX4N&9-
96[E[@_L_)E:O%Q6VGUAUYY-0@_R M1AM9=\K$H..B'=EC%X<]A=EK"G&G$#O>K2'\@,S;#E7<@?*GB8T*SA7G3:1 MX\)>RIU1M,M)SRP_BES6""?I-;OX085W)5,X3PP!&Z/!'D'=-
D"Q:\ I?!9 M"E-JN!8%%B_U R(U,(M[9I?Q4< _&S&&)/0A#N/)$;OD\#1Q>,DK>-=,"2XV M^ME)^/MBI8VBQ/CGD+\MW.0PG"V6,[UE.2X\J@:-
Z@&]Y;LW41J>'R$[&0[8!VY+&W2PIF+2;I]K.]\V M!@M8/4'!'WA!)T%0,^$=9N4PF3&*KQK#5A6"D0.,D?E]*:L"E;8(ID38N4(B M1/: BOH"B*9>D66Y;JU]*^WK
_4:;9APIHM&V<$"$5TNBS%\%GG5%,3#@O&:@FLLI=N[;YP"K@A M80Q?:7,M*VIZCH]SW-V ,*UF&SGF>A.IVZ4K6F+BR5U+=]YMNZ'X6\R>UWD>FTV.U;(C0^[/1UU(AOJAAH I$
M5X%W_/'PSLC6IBW0! 9I].67VW\+4>PGL\@*B9]F&0DG$(6A'TYGX/;#Q)\F MV>C[SY>_'WG]XJ;[Y&V#%,T(()V0H:D_25*(LL@/XXRR?.I/3\/1A^Z"^]NW MV80Y)8OAA!O%,XB3YX+
(LN3_4.EOR9))3V-')DVS/3*IGZ2'(O1SDIV-VMI[M"^$XS-P012YJX7AZZD(6CGNWR.+1<[/3T07E^&]]DL.6ZI\66%4]40WKQB7G M7C@H76R6%[!6LAZ\>NE_Y$\GI_1-)R'$?
I1:.2';AYI?L/<^U:@V]A6VO8-R MKWVJAM7AH;]HW[?GX^U?PF>F-EQHJ'!-JN$XFW]@VI>WG1BY=:_=2AIZ.YU8 MTL**GN]M>2G.\FUL#P^[^\%U!+ P04 " ,D =9H>,!BL@' #8%
M&0 'AL+W=O=D7B1>@ MKZ=/-WBV-O;>Y41>/)2%=N>#W/OJ[6CDTIQ*Z1)3D<:;A;&E]+BURY&K+,DL M;"J+T70\?CTJI=*#B[/P[,9>G)Q>%TK3C16N+DMI-U=4F/7Y8#)H']RJ9>
[Y MP>CBK))+NB/_>W5C<3?]I&2J).V4T<+2XGQP.7E[=<3KPX*OBM:N=RW8D[DQ M]WSS,3L?C-D@*BCU+$'B;T775!0L"&9\:V0..I6\L7_=2O\0?(AM>#-^8L.TV3 -
=D=%P.4YJ3<>8NW"O\ MQ2T5TE,F;J3U&_'%2NUDB)<[&WG(%XO0M?U%65-GY#U6GPVVN=.O-<99;O[M1["K,V1;&G=W
M%'NT7RS7S5M7R93.!R@,1W9%@XM7+R:OQZ<'C#[JC#XZ)/U/9NBPK%^->S&9 MBEV'6&AOF&Y!= MFK=&#V%RIARJ.E :Y*QSA=?*P;RTJ+-@;! NTS2*9TLX:ZZUYQK),87*0@P_
M*"'UUJI"!.X\',36-"-3,3%QJ7>/M+57&^B3&.:<"B:@]:QX4:(V*C7B3'(F_ M/>48J-QY)(]-<3F2$%*VXZX,CU"NU)5KX,I,8,G=^VLQ)TT+%2SET%B7JPKQ M9*N< "1BL-
B\I(%62F'_G%BM_$X ZRL- .%SJ2%A!6B033GO/Y*?:/ [2]F< M0]AL,HSQZHR6SYF]M3K:B\!^H+FMT=F"_XGXLC4BHC+C'%9R]^LYTS0 WJK MB_%DDUMP
PVUC=#=BUIZ@*O*M5!4M@5_#>*U$7.':X-K,51%1J56BPV+*05Z M?&>;(]@0"[20:[0*#+!6P M=RUM85Q\] L5KUY,C\>GPYW'[FI%\EC8U@+0W6IF=-S?26X6T(EH-6;.3
M4Z32U*7V:U0CK7NMC MT>Q& \E-94FQ:S#4FPI&%?QJ5I%<3AIN6><4F'G#[%Z7==R!DL2_C3SFL>(9 M&GN>C1/Q<3]M/!85PKH&D(+:>EZH%+
(69%EV5H>_3U)WE,:9D?),>;0H@B% MWNE_CG"'>P,*GK.1YB.+M5G[$=>CI_ND[NEOTTDR^7]H<'O,?3;&5N2]DRP-V6^RY3_V/1&S:S)|<9>BY"[^)4 MH8W^>:YBYODOC=K@I
K#(\@Y[N)HDDYC5VN)N9>C:)0,T(H4,*.9^B6%9K1 M[7NVI(+ =/A,V%]B2IGVBH\SP8T^QCN$C)4HL"*CL!?>=F5K\-Z@A15^>P+8 M!=CN_/1S['2)=/Y7.KI&#U
RM=!7AI1WF!^O^?#X'"V4LX T0L*L\QNT;X4 MT^2D=7>XG95Q;.<&S#%S;2.Z3%-;XPG,%G,<,#@9;3#2261;."(&YXO>0>&)82AL@%,+O>-9)
MNV/"CU1+G!7[00*'(+BE_&^SR:P;@FH M0S&V?I$\3X5N:7:'TURR'3L]C">ZE%"]7*D!6]W)K>/[OKU[^#$1[W&J@!J3/ M&"9,!M!L>^YC[9)Y*)EUV.9R?2F.>V@_;%S;P"EJ+*/&?I??
1^"LY;LCP)"/ M>54[X'&@^'BV'W6_\90T%)I\"S8N)<1ZBTJN7CY,M_;^152^[E#Y=' /0+73 MNML GPQ;LN_[Q:CWM:DDNPS?U+C=P]7XX:E[VGVVNXQ?]L;+XS<_S.A+,(!#/*NV--
U7X=C4WWILR7.8DT0MX =XO#*+2W+""[F/FQ1]02P,$ M% @ #) '6:[SOY9)"P &ULK5E;<]LV%G[WK\"HG4XRH\BZ.L[-,XJ3;+,;BQLWVX>=?8!(2$(" M$BP 6M;^^OW.
4B1MNRF._MB2R1P[N<['Z"76^N^^8U20=P4IO2O!IL0JN?' MQS[;J$+ZD:U4B3\G/+MW92UL'
MHTMUZ82OBT*ZW6ME!/;58)@'HGS6ZTV@!\=G+RNY5E3YZ_GM)X7_%.KK>]\%N3)TMIO].5=_FHP)H.445D@"1+_KM6% M,H8$P8P_DLQ!JY(V=C\WTM^R[_!E*;VZL.9WG8?-
]\'10.1]6L3/MOM+RKY MLR!YF36>_XIM7+N8#D16^V"+M!D6%+J,_^5-BD-GP^GXG@W3M&'*=D=%;.4; M&>392V>WPM%J2*,/[["KOAG&Z!*1W&OO"V84M"AT0Y>"%+'-
Q8B$)7,#RNA M1GKN*YFI5P-TBE?N6@W.?OIA.\^*S6M4F?MSILT,6^0CN*8$78*)): MR7+'2IZ^\ )0X]+RM;U6KAP*6=AR+2Q6.VR!2C\4JES#!^7PC8W)L"&X.K8Y M*=

KG24YL$M4SN;I[4IFVN@ HX?"RY4*.WJ;J1PIQZ/*U.MU(U8N\=>6Y+2P M*[$%:2UOF<,+9@KQW>"D=;*8*9:7!!FG(X!_%9+002VT,N3D2 MOT%X9CU;SH)I$33Z1J;VA*D$CE I/6=Z.G[QK@P*H0A"W0#WO>+'DQ?"ELE> M]#4>R_*;N(@OW\94[+HQF3T;38":35#>WY$8-C((B7;'O/(!R:5] M>%4C]F27O);:R*51>'AMS36]3ENS? 4N,Q)52@GOF:=LR;]0RA0((F_M152M M-KUNBW6KQ#]D $& 8\KD(_&%\T?/V816YQ]%L,1,016$E T6F -!] NZD(4 M-&3,CO4A+7!(4)_+'9M';F(P:V 3XU/LAF1T(^*6\75KTVU0VNT)? 3D?A4]] (/8A2=Q -.=1P M6?)9W62*/FW4'9>3NPEMT&G:HILA]%ICXC;/VYA2T:^!59>$PM]D#H#)APYEBZ75 VEEJQ$SDFI$CDV5I M@UB2E8KDPU? NE$RADG09=L.#100T!\7E(EJBG]0U=)>VO*L!TTTGM,@U4EH3 M<%)QMXE%9JDWT"RV-CD0$R&3M!VE@$2KU8HF;%VB-VW9(6P(=U86=F(#R_$ MQFYAD0,^4R.LY+5UC'E- &+*#FF2./; \;;Q"X8)"*:89T!SXW:3FNX1U*+ M5- B-=%(_!YIPUJZO&$-B/RUMK5'7/+(UWA84)7O2P=^&D*Y-9+B0Q\!47(] MK%SNXM2^(F.DP0AY5V+"\@!N-CU*_'+U=6[-!,? $PHCIR43AEN8<#H>C5M, M0.YX8N_:V6=7&TU^4:2?807FE28S@1!:D_<+>]^ZJ,2:NMQ:F^\Z,!0!*C-U M%P>$Z/&.U-"]GONV>$0;EQ]NFZ#"9) *!F8GSLD0G@M#2Q.B[5TD=D?IKG:\; ML@@Z-A_-F[P,HUV>TU(8(>JZL;_MDQB4E5(1$W7B8<#6EK01, '/*.O2]$) M2WR0#K@V2PF$7,7SBF-%V[ITO&,U4S&)#2V17?0:%TCF%+(-'.LN^4.MB K>L69?':/>:8U('JJ!XF? DU]<)D&3T\ HJ(J5$X%")/8G= M-DF'#1^7T='$=XX=D8ZD\8 /4+#8/(_G\=0\B2_%9K=$QEUGD;.^Y1\EH: MG@Q7=.=RUX=$Z(!+6H.S[1-457'?ZM0R8&BIY.1>\ YLV5%% MH':,L4C2(UZ"^L96__CY4>^<1%09E+6'D'T;'HJ'N/38CQ8O-L^%X,:$/4ZR9[XD@'SA1M]+C M^+H$9H P>\&'%#N: M+A#8GRD<;M1I6I<:--><$8F8 S3>2:$4@<3- 0^;H=GA\LV(:#S$]I9V4[NQ>3E,.K:"KZ7^9+ZANG2 M.7C/W^M'NKON3FXS=FQ%"?'.;FI>'=^D;SV>S;QIH\/7> 3TC#>01H5)0!4!7_7>2[9]/GS.EL7(F_9]"IG9BLIRSYY@8WS98^:0#^]NZ"Z(:G M$9:80>M&-W:,'^Y^J]6-L$WULQ/1T\4@1JCY$FS%ORDM;4!&^>-&2<2. M%N#]RH*_IB^DH/V1\>R_4$L#!!0 (R0!UDKCHFJ_PT !HF 9 M>&PO=V]R:W-H965TVFREUM*>F(T]\61AJK6L\;%:GMI-I63. M1.OB- [#\>E:ZO+P[6N^] [5Z^]HT=:%+];42MEFO9;5]IPIS\^8P.FQO_*]7 MJYING+Y]O9%+=:7]WS9?*WPZ[<CD>]U*]TTI*K5XO7]7SOO\PN]:W<:C! MM2!-YL9\IP\? \S>'(0FD"I75Q$'BS[6Z4$5!C"#&'Y[G87(&:YW4$LY7M9R[>O*W,C*GH;W.B"565]"*=+ M&I!EW]]DHM8>):?"R=@V&IUZ>>8Q \P&8M/IJQ75ER6 MN2*2,!!Q&*>/\$LZ+1/FESRAY:]J8ZI:ETOQ MK_,YK2O$Q+_WJ>NXI?NY49Z\LAN9J3>'2 2KJFMU^/;"Z)Q>/:(K&DG;_H8 M]^=ZY%$F^T7\;&HEHE3\^.,TCN(SL>0 ,R2TMQ5IJBVDSXHF=VK4>T3WRM\AGZVT6@RLFJM,$VJ^7,OO MJA)'I&(?^)+Z.S8SJ,#OB*Z-!Y;^L+9G1YJ!#'&P%)\62QTIJI W*P, ME+@F3!R< UJ 'Q@902=UYT*=.0J D$5ALNY5TU294O@INS)%;IT)H_!O MHD;$V #"",J1K-)S&'Z^91E:=E6'&#++3%/RY;+1.4D,6LA)12%'[#"=>Q^? MUTK:!FR%69#E5- G@!4UE%KH..AN0[4A>8M/8_G3R%%G5V6G'2$$J[*IZJYZ(M]TU%HA'U'RY284>*))<-2;23M((L:<.7; ;N6Q*XUV3'YF ,]228^.N19UN M CXL#&1>]IK2F=,*FJAK630DCQD+J2I#!%4F2(PFNV6=6'*'S^NIRM?H..K58H#T* MF =>93T0E6A&>99.AAGK9LUH5@A:^=.G&+5D#/,>+1$#WCLO$^PJ.;D 4H8 M0.6*^=UL+%;^!KV94 #6C7N9S=<2T/UZ^[(E&T$#S".'GCA!9%0(60JR)7Q+ M1F<'YD!93<6>P[;UOT:=@"<\ L&%72$+B35 3TJ8@\>0^3Y1.^R/Z P"L2J M0>SV"1B 85]%:Y6M2E.8Y99%*-02PCC.7;Y3SN7 N;O&T9$ULF7>N'2C=)$X M_QZX$10R')G29ZGM%/+EMH6&?!>6P"D# U1B(E3K36&V2E%NY3IKG?K0H=\8 M#:C#I]O=>:3$W7H%=4R9Z<(ED\.^>S!R)]7I:%!94P!5Z38"[B6EZOWTE@SZ M3=EKF?T%GY_\]>YF /H;R)=I!^B#"N'MSG(+9??BZ']/G#0HO)*V"USV1/ M#M42<5[" H7OAO>W%%R!<@/N%*>N]+(:=*5^#JG9>U[=_W,KOHF=, Z81=&/C_ALL=/^(6EY1TQXHNRYA MP+EM+Q#@VN1DD3;VC_@@TU@:(:([?'71=USD Z8L#YNA8?#.U+ Y^= <44D2.DCI.$5Q3;ZL)"-/1*!A-HX.V[!PD4,YU34WRJZ?D>"'B61A, M(!_FH#CC-0/IT&21$^)DB#.DW$DXB0(1Q.1AC$<.G49?:<7WC.!^=FI0P(_ M0 E"CJ6IMOO'450IX&ZU)(R:- YAT]KW'&T-Q'S9;,1FA1+-[4_WN([(G: M]MR5MUIQB^X"'GOO\ Z_.WI>>VGJ.5VA0J7-&\;(MN[-T7W1@%>@#T$,1NC9 MS#$4:EEI/Z^YYHMZ>F0J]*"T]L5/@QA(BGA&/:-: #$A%\GT"!69])>1"[5: M;EUSI$H"]1RC X] --Q>4T][C3I/:$\MAEG[2FPS62C7F?)0PJTI&JYK5+=#C M_E#6HSNQTO8[%9]FK?(3%,)AUV(? KS'[VYP]/M#E]0+G@.O86BGIBE:3";^O='P=B3SB!&/'%B M)*B."8C?[Y_S[HUY=-Z(;J-#[6A,!<_)D4[28)49S0'$$6LX/G=J9">AL'$ MRQ)#>F^/NG4\>EG>Z& R4->6T[?I0 X0M6.2? YQ=/#30!8V_G#8=*,O9M V2/M@'8>H?=1'^%L'GY\]9?I8 M#'U\3M*9M][(1^HT&$\G'*G#P67.+>]@#Z$HW:(H2% CD6UA,!K/N)F)$"WC M*.4F9YP$T^F8'?_!- Z\U@P.%B044K!T4J#T5,IC9,'1#FRIO8#XI2<1:%T4; M=LC^R4G:W@IHM-TH_ZUZ^?7W27 @UO1P)UDR:EPQ LQ/8GN'!?'O01[MCK/ \ (K70_WXYHWPN.K/T#SL1'E(KV^_H("]YZ4RMRCW]$E.)D,FCTC[3)[0,U,%>"G#&\2^6UN@5I_<(]R@_G><%_F!V.T,VLE"6T73=&.E@@ MZNZ::K!5&>P]GQO0R&5=]X)*A\$NJ\:]_Y*X?^73YXI=G)7])18-R)Z[3P M&\L&%J-*Y?8(F=QHZE0R6;DMB>8-1M?+@?"=W)J&0H 7PQ9]R89)FX7(+32+]M] MGO>Z;QYA7%HURCE,:TI7K ;2Y0W3X.GWJMG4V98$T-0XHNO/MLZ/[LN\I'/9 M!2E:]UO;"\.+)!"0O-3RR3QGC][9SO"]D$SGD7 9IH98%H$7 MP=9M@GT*EVT;P%W AJK[1FZ9V? &P%2 Y3$Y3PP--P4I>NV6;VUR3(YQ@)#>= MPNMGDL^MQ+NIZZ&=^)![^Z4#;3:IQ5^6^D_R4^V_ELIY>4I;TN%>D-=)J/"9 M;- ?]L B H-?+DD:V)I4B_,@YKE2^=+.=MMUW;)I_ \$_9L K>SFRV=W"V5F> MAC/0W9U-&-41G)62!2N(=H>^9^F_0?(ZI;K8MEYZ8@FW?T#:-_;_+U/2,R:A M!U8-;@C:/P#U6P:_-1@,.W[OX-8(!Q?=-RXM6*FA9L,U@G:P$Z-*@IXY#7G3- $II4?2U:):\0_A1KC=G.X"!GC,,HGCJQQ)TG0N)V3J,.'F;9Q'0:%%KJ-+:V),Z5RVT%@ MA$$H#/MF?O?(} ?2"\+S?A* Q2#W.K0EXE\E65=CW$]WNKO=#Y_.W>]!^M?= MKZ8^25HR65&H!4C#D\GH4%3NETCN0VTV_.N?N:EKL^;+E9+(:GH!SQ<&A<1_ MH .ZGX.]_2]02P,$% @ #) '6<8,\F>; P @0< !D !X;"]W;W)K M&ULC55M;]LV$/XK![4K-J"19- G)LL0VX&3=U@+I M@F1=/@S[0(DGB35%*B1EQ?^^1TK6LBTU^D4BCW?//<=[X;+79FMK1 =/C51V M%=7.M1=)8HL:&V9CW:*BDU*;ACG:FBJQK4'&@U$CDRQ- SY*&"16MET%V:]9+ MW3DI%-X:L%W3,+._0JG[532+#H([a+=7."Y+ULF45WJ[U-X:VB43"A<-*BNT M H/E*MK,+JX67C\H_"FPM_6X/"M=[ZS7N<$E0=CW$]WNKO=#Y_.W>]!^M?= MKZ8^25HR65&H!4C#D\GH4%3NETCN0VTV_.N?N:EKL^;+E9+(:GH!SQ<&A<1_ MH .ZGX.]_2]02P,$% @ #) '6<8,\F>; P @0< !D !X;"]W;W)K M&ULC55M;]LV$/XK![4K-J"19- G)LL0VX&3=U@+I M@F1=/@S[0(DGB35%*B1EQ?^^1TK6LBTU^D4BCW?//<=[X;+79FMK1 =/C51V M%=7.M1=)8HL:&V9CW:*BDU*;ACG:FBJQK4'&@U$CDRQ- SY*&"16MET%V:]9+ MW3DI%-X:L%W3,+._0JG[532+#H([a+=7."Y+ULF45WJ[U-X:VB43"A<-*BNT M H/E*MK,+JX67C\H_"FPM_6X/"M=[ZS7N<$E0=CW$]WNKO=#Y_.W>]!^M?= 46SB,P^NWP&J7T0$3C M<<2,)I?>\/GZ@/Y+B)UBR9G%:RT?!'?U*CJ/@&/).NGN=/\;CO&<>KQ"2QN^ MT ^ZV4\1%)UUNAF-B4$CU(!G3^,]/#,X]BD(T&6>]. HL?V:.K9=&]V"\ M- J'Y10@U6!,YH7Q2IVA4T%V;GW?Y18?.U0.WNWH;Y>)(UA_F!0CQ-4 D7T% MX@QNM'*UA7>*(_^W?4)T)D[9@=-5=A3P0Z=BF*=O(4NSQ1&\^13C/.#-OS5& M^&N36V>H(OY^*=P!;?$RFN^2"]NR E<1M8%%L\-H_>;5[">[R]/,)U,7%='$/_MMGPXN&->3P0$TD5 7O ME4,*S\$?-<*U;EJF]H!/6'1>R_4:++;,V_@F$$KX[@)6&<0F.'&:6H[\&)(" ME6GH0U+)+P80N@-%3O7!;3\Z%0>G0H$COU18G4<#+21P80N]0[.'WUH67HY M'=\;_9G@@WAV^-TVT8LKEV-+++LJ8W$HU7H/-24U>.&^]@>G777P!02P,$ M% @ #) '666N'LW[!@ ;1$!D !X;"]W;W)K&ULI5C;;MPV$/T58@L$#K#=FYT+X@M@.TF;(G'<.&E1%'W@2B.)-44J M).6U^_4]0TK:76? M!NA+LA(Y,V=FSAQ2/EI9=^TKHB!N:VW\\:@*H7DUG?JL MHEKZB6W(8*6PKI8!CZZ<^L:1S*-1K:>+V>SYM);*C$Z.XKM++=W)DVZ"5H4LG M?%O7TMV=D;:KX]%\U+_XI,HJ\ (OIR5$C2]JB*6Y='B:#EYR59/QRAKA]#@> MG#1C0*0I"^Q!XK\;.B>MV1%@?.U\ MCH:0;+CYN_?^-N:.7);2tT]G5OZL\5,>CER.14R%;'3[9U<_4Y1,!9E;[^*8 M=7MG(Y&U/MBZ,P:"6IGTO[SMZO]!HO.8!%QIT 1Y6L9Y,FL1ROA>#>\\8^8 M:K0&.&6X*5?!857!+IQ\=*4TZA_))1]+"QE:1\(6X]SUV.F!D"879](KSV\O M'7DR(>X6>Y=6JTR1? WHT#8#"#J=9%_8LA5T\$/:Y^&!-J+QX8W+*M^VG2&\(M8]'G<;9XU.$OK9F(_=E8+&:+@T?\[0]UV8_^]K^K+N?6>"2;I\2Y)%N50&7> M*B-- IJ065WA)H&WPXL_3I0\.O/MK5X42@(/= '@87_E&9G0\:CB6NZ'1R9,? MYL]GAX^D=S"D=_"8]ZWT8C[?=G[\0-MY]U8]=N7VOZ.+SU);I@>Y\DZ\.]E$ M[(6*Q),?7BX6L\-+Z0 (..I&FKOX#-YFZ&K<"*6/4RH8XK@1:B< M;2826O?8Y%)7XD" M$@K?3F@EETJK)[(R=(=,Y844".OAES5RY_JY=0KJXWGT_??YQT+=E5 MR#TT0+)& MZI9V\2"UL'4N&2L3<_AB%%,P"H87>UU*7R97DR$?#FN+PE<6?/Y MRJSJ:%] M,37=($()^YPR-"_.ZU" ;?L!#!90!')!><"U&);<1T0R^]HJKY+HW:]3CE#: M-G5'M(ZXR.6: [D1)5MLRQ@S(,OJ30? 8-DD]>&?-D <\.$T5QD&B7'#/\7&" MZWSRO<+3%8*[RLU:K^%AIQY7\@91"7P I@;8T/S6^58"7; 1@6LUI6ET5+:Z M&VVN*1:OWISS:Y0KDM?PG- ;B&$+![J74\U1-QFD%D>)N^0^=1:MR/8)%N44-% ME<] ;4@?#$Y6.GG"= ":2GS4%&@CAE^G,R2A^';#\; '152A$C^=GEYNY)L- M5<+\V%]%<"]WWV;5[N0G4-^8O6V4Z4X[]!& <8Q1C7O(/ .Q2B8HI\[]QFXGO MQV)5*81KC8X2"@]NQ53LZD'Y.!*'2=;5!8!X?+CL)IX58V$H@S4NDIA6AXV% M5*[GVG L,^XUM,;VW,8V7-MB8QJ06:Y"TKO(<<)@A!2*? <)&V=SW\2A/4!F[MY6T\/?JMG)&O8<"M8]ISC RK'2/9M.8@<*Q@=$?2)?>MD=!-;MW.S?#F3$U[9]<6I,"L$+:6<.#[T\P&:,6@>+6[1FOZ.F\:SM:8K M4[V6UZBM#ZJ.NAL!>GR4- /TQSKI5%#B%DB)$-$ J:^A4XLS&H;UY%&_/-&\$ M+M8#COR0S: N7,1O.7NOOP\AN7@^&RZ>SQZ]^EU1&9/9=6G\/DOQE]'(D$5 MS/X\W? B'0_>#=%"6^KQ)7L@AZK?:O'SYSN/G8Q8)U0>IS$!S4K M9:KTQ4_O-T[N!K=]DK7HH&Z=XGL*$<[/KX;=_/O>QC"2=]X:^BLP=RF/LJE MIAZJ6,ET>M^//Q%7N%MA"&A]OGU^C[*O(3AH:KQS[TF.^,H!OX[-TF(1)>+W4 M QOO ^F$B3-8#E\+]RMM#7U;:4 BG =YKK[R.1J@NCAF8'\3KW7QQV&>" M(VB]:2<-IQN? P#6^&>*'?N2T">EK>'@[_"WA-'U"K[>G/T2 0B7?2S05,)U- M7H"7+GW&ULC57?;],P$'[?7W$*"(%4EC3I6C;;2NM@ B1@6@<\([!53W'LI9(6:I-%@<3V+SH=GBY'7#PH?)6[I MWAX\DY4Q7_WA=3&+$@\(%>;.>Q"\W.(%*N4=,8QOG<^H#^D-[^]WWB\#=^:R M$H071GV2A2MGT;.("ER+1KEKLWV%'9\3[R\WBL(7MIUN$D'>D#-59\P(*JG; M57SO\O _!FEGD ;<;:" \H5P8CZU9@O6:[,WOPE4@S6#D]H79>DLWTJV<_/W M=B.T_"E\B@;P3KC&(I@U+!IB32(0NH"%($E>>F614+N@#8]OQ$HA/9G&CH%X M=W'>!5VT0=-_!!W#6Z-=2?!2%UC\;A\S@9Y%NF.Q2 \Z?-/H8\B2 :1).CK@ M+^NSD@5_V7]EY<)H,DH6+6V?D-_RP'FYE%KH7 H%2Q8B-ZTC^'R^(F)Y];[L MRU +8+0?@'^*9U2+'&=1[6/96XSFCQX,Q\GS _1&/;W1(>_S)3_MHE&AT!>" MRL I;%Y^:^2M4![_/M 'W>X'25,BK(WBQR_U!QOO&:BMN94%.#41E&NW*6=4@_%O,.6 ',(9V7NL&CO+=;&^M-6NE+JX(A+5_ $8>%= M$=$WM.)Z(2S]NR%P)B@[X[B"'002%7^:O.S $%!IMAH..[Y7_EUN+YDZP>-@ M9QIBY/3D[(@[%ON.A1>88[5""]DP2+*COBQ_47\(V60P.9WX33889Y.CZS\2 M(76N&GY8'NM[!FM!&;UYZM!6(((@\XV$R&F3C9]RFO*9'-X'ZWF3OS?5#&([2 MP7!\XG?9R>#T]!3V-69\);5:#=A_A+D/]/MD.JE_8@_;R?;G7K[?W@SH M5K-DV.)R<1V';FM@=GZC#G5L;QU S;DG]3:+T"WZ^-<;N###]#_^:_%!+ M P04 " ,D =9=,5&;HL& #K%0 &0 'AL+W=OOP"B9C#V#2KP/Q_:,["339'*XL9L^=/H D9"(M"4DP .BCO[X+D* (IF6*.NIV\2"" _787^/8@CV^X^"PS2A6Z+?)2GDPSI:JC M^5PF&2V(G/&*EK"RXJ(@"A[%>BXK04EJA(I\[EA6,"\(*Z>GQV;N0IP>\UKE MK*07 LFZ*(BX.Z,YOSF9VM/- Q$>VSI2>F)\>5V1-+ZGZO;H0\#3O4%)6T%(R M7B)!5R?3A7UT9CM:P.SXQ.B-[(V1=F7)^6?]\#H]F5K:(IK31&D(G_7])SF MN48".[ZTH--.IQ;LCS? HKXSSX,R22'K.\S]8JK*3:31%*5V1.E*#)6OB"*G!X+ M?H.$W@UH>F!<-=)@"OUK5PJ :L,Y-3I(OE2,\GT"4E$RA2]@$.2BJE:4(D. MKL@RI_+P>*Y EY:8)RWN68/K[,$- T#M>]DRBEV5*TVWY.=C8&>IL##US1@'? MU.4,N19&CN5X(WANY[AK\+P]>+_51"@JWG.ALB'W1]5UK!S)BB3T9 K!(*FX MIM/39T_LP'H^8IO7V>89=>/;6>UA!DI4>]VT)O80ZI5K20?PT9[/T'!ON= MP?[H85XV,8WX"EW4(LD@3-"%8 D=,G0F#/8W,%+! MI:;TB.9[TP&5EN%]B%ZBFQWYOB3_[R- >!$,J4MX]>Q(Y=OA\QVX8O".@!GE-_& C N?1B6\PV\=^=/19.$.# M1I=0/D 2/'?MF0=Y*L^ULXGV7]^!&5! @1,R;A -*6B*B.I4,]F)%WF7C "+(C\-6.N?E^A>@8[&1=RP<1A!?+6K/L:- NL@+NML=D MI*"'4' 41@%?YFQ-FJ)W@ (<>A$ZW#&U?UH'R(Y='#MZU]O.F"VUBW$==NS@ M,+1!_@5=4:&O1)';725!A+W([DS)AU3!/@='L=[5TAFP=DC03R C$11V$11^ M4P1]6$$]NJ:E\:;NP]>/RZA$Q#T4(IP99U0^(KWL\90]$RJN\'HD4T9AD> MZ63$&JM(WZHV,O:E-@ 79H/*!*6H:-H7JML7!,T'[9H/H\1$'A6,IV@E>++$3 M**!J2^1H6&VU ('+- *P'B1R'W7314 G8/ MBU(.?"NYTBS74:V/=TEA2\IT*KPV10S$H1$W95WGE#;P5 8%YH;7>8HRHC#] V!6M6ZI M]YBYE5CQIH?9$'*G@YF- DFDOCR:&9MI^U(UZM/*AZ[$#7X^L&,>N9Y((T N[M00#C&!)8%/F#9 ,>^HZC!Q&.@P@&!PBVQVZ(]#*D3B>*)F=$LJ0?G:V\=F_3 MK1@OGR)K9EOW? P_[6BQ7QDFWNOI_;_'7K&%3Y>[6DI.52"&LK\ M0.UQ!VO/*[H437YRVUT[]<=]T+E]I1RYX^6HGS=L4.I\)OA#'P>>/9@A'!]' MH4X,=@R=6S06=[9SSPWG\0O2..9/4)$>DF- _*7)^ZE+T?41R@Q)]DF'GHTC M=T^I\7!DN^;U&P],Y7YG53$\G5Q^=]>0C> @<^>]V%U 'SE5&_@M>E:C[% M=;/=E\Q%\ WN?GOS&13ZR#6#:\CI"D2M6>A/D6B^+#8/BE? F:]Z2*\4+,\PH M2:G0&V!]Q;G:/&@%W??=TW\ 4$L#!!0 (R0!UG:_H^SH08 &40 9 M >&PO=V]R:W-H965T%GT^C(:;#$=R63CZ,+HX M6_&EN!7NR^J3P=NHDY++2B@KM6)&+,Z'E|')54KK_8*Q4JQM\:S(DKG6W^CE M;7X^# F0*$7F2 +'XTY\&.*DH*+?.8%9BG[MX)V"290>? M^;P4]O!LY""4ID99*^"J$1#_1$#*WFOE"LM>]USDV_M' -,ABC>(KN*] G^O MU1%+PH#%83S>(R_I+$R\O&2_A7]=SJTS2(*_=]G8B!CO%D'$.+$KGHGS(3+? M"G,GAA+H'X+@#,- XG_>):5RNMA'*6Z07S<-FUML[N KI7U&Z@GPO! MLBT=I=>1D0ZV%D8P;ME"ER H,D$JY@I=6ZYR>W@R^%P8(;9BS! AX2-T*^]W MSPPH=A3 A'6CP1NIN,I$3SM[R:1R (A&- I,E)+/92F=1-">LR2()[%_IL<3 M/-,@'8_QG 1)>CSXN!*&.ZF6/:$!$_=96>?TU1;:N)?04#4+8%YTR*(@BA+Z MG4Y9'(112+^S='#[9'6#\2 ^9.-@,IVP) VFZ9A%DV" K-Y*X ML[4E.61IE+)I/(&:.(E)V2Q\7 O?LH6\A\=L/6\V2H48"7; DN,9.\0S;1Z3 M:-J]#CYKQ\N^IN=L%HSC&9[C.!BGY*$8+@II, V!, (6[_(3E52C8PSBYDM M"P*6\3*K2^\(HD9"<(>? =B,RB,8M;LIX,B?S2_6=,+TYTHJO8RH1_7Q)64L ME5%ICQG=_H<(I&41JPP!ZG0O33:XFNE:TIAU)<)8-$S"L9VT#V0N.>!:@Q#*8C-&5IKAQ:-I'$U.+?/2X*ZG MI&!Z7LHEIVX)5SVZB*]61M_#W4[W<]9%*5'$9H1'$O!]26EJPG$]X#!\Q+(M%[6KMWV\%62X;TLE1$DX'F<'9 E4D6&&['=Z=YPHPF0AA00@MH+-:%.!HASR M6+I)? Q#P]>7(,W4'@^W.],KC8H%BA?A9-A=N+82BEBRKNF(K_E#1FIX]WCXH MYJT'9QV!F!3=+T0OJ_*$?)*AK6 ?TA+K4:MDO8$=L3\K=]X!=YO_@-5-*RZZV"'V'>*VFHDEQW M87T+)RG*P9U-;"^ZGS>Q31SN>%EWR=V4T29T;1'LYZ[)&^;N8L 6EP_H MPG0_BDX/W8[;'01'UB!/^SZ0K0_RQ@>/J2T[_QOD]UB#WLE,!-44F3*&A: MYY/Z;4]^Z'PM8) S;AM"% 7C:#JX;LE,/""ZPFU/]\S3CCN+I]1'@C1-?]#3 M7XM&F%!OFP9Q%+6]:;_L&-TP#6D0!M/)9/M(*L^&700JNTDIMT3I2DV18^C MP4>$U'15;%L#P$S"A ;38]L V[4]%O7Q TX:H:$GU+#H%UC'EB?1Q&"31 MQ(]F08C#P!XVIAT;T_UL1)$]!24NM%!S6[W39@! MIDTQ>MU4J'^>XJ,GBD!&0?8RG4WX)72)+](:&&MBK7VB'[XH\DS$D!!;U0K= M<%\)7(%MW-C3Y9]KK<$H,$HSRCN0F=(V,Z6',Y,]F= !=5I N0C 3?=D[SZT M&CX39DH.Q?O;*W1%L#1E+%:=?@RK5#?"NW'YUC2WI1T4+H7I*2UX/<4U(YW M(&@'A- B!6+0@NB5*V0&QZ[@T"*P+G@;&7,,XW%TY\D]8*Z+>RAO?DQRN_L(Q1*X M3.GT_91CQ#2=*]:B0O75\'@<[DEPA*#7R&);O/5-.]^WF?]_U8#8J1?V3+U6 M-9GI>(;? SSQ;,5'L)D]$;8N&O6NFOV[$*RZVM(->"S;T$.\GIE[]-UGD6W M?NOW.SB(#8']%MO=:.^A^*Z47D<5"EYA U2N3!LH!*Z6VZZG>E(I@I/R966Z MA@Y3>U3ZZ-O3VE[/O/B2Q- HGZA@6^G[]I2Y9V[,P@ENAD DZ<0+.NVX_8!_O0 M[4<(?4BL9U)H3*"2X-7;O%D>N&D601Z((M_T4K&/4NAZK%4N!;1(+;#F/(AI M(N>8@=0)LO?=32AIO+WQ'F/AX)P2=;2_+I_:. M>+?L+LR#W'_&(Y^> MQS#O11FI^&3R#%_;1]0?&V0\4N0L_@LX-=: M^)"$78C#.#V#E[2D$X>7_& 23.3P57)AX)'6M4(-_]RLM5%4/?^^E8G&4?JV M(]M1(UVQ#" <>M8Q&]83>]._']!]>GZ&1MC32<^C3)75H7A<(<@/O4GHKZ/.P MJQW"1A;4KEQLP=@J !>]39"AP[DL*R8.'S\,SVAPK8&?^)) +]$4FA98%SYG! M'-AFPPM.HH;U 31NK2(P;:.V:+D]XB+GF=-?VT$!%P1$5&I--Z(O?5C]]$N= MG,G:.J.99"$TO@JAUBYN,L F*663%/)WM*1SO_/7T]#2.UY1M@P2/PK*=*C4 ML"TU>+VZQ0S+-2I((K>3=+Y55!K(RE%GQ0II"Q[5UM["\\D#+]P]&E$P(-_MY_YS_]&'"YNW.+QN+!J5MQ5=7T(O]"/X'7Z#*!QVTU]J]$$W[EUUE@M(KV#! M*[07!G=W>:1]) [#Z@_I0&(6X]WF3D1',[ZYL^/K'4X+_5 M;\)W"SIYMSKH,'52#-"V]WV ;IIYNY/]>;UNF=JR\EQ@1LR#?U!SP/5O C- MPLC*3>&U-#33G;BC1Q255:#SC20ZQX5UT#+[+T_\ 4$L#!!0 (R0!UE@ M!'46$ 4 /P, 9 >&PO=V]R:W-H965T).%#6AM7;YR&,C1H%UDBR#);A^*/M#2V"(BD2I)Q4E_?8>4Y-B% MXQ[[VA>+Q\S';T[29VNIGG2&:.."ER(4^[V;&E"?#H4XR+)@>R!(% [2RE*IBA MJ5H-=:F0I4ZIR(>A[X^'!>.B.S]S:W=]?B8KDW.!=PIT511,O5YB+M?GW:#; M+MSS56;LPG!^5K(5/J#Y6MXIF@TW*"DO4&@N!2A%#!#PA'X8\"+-O9%#B\Z9- \UUTDN:;40?KU8:*,H%W[;9VR- M%>_'LO5QHDN6X'F7"D"C>L;N,..'8.R?'F :;YC&A]#G#W59@%S"-1K&<[B2 M1:FXYF(%S@PF4KC'G!E,X9+R'+ZQO$*]SY"#1^TWY*(M3,O 9$BYI5@D;RSL MJB7%Q.O'#],PF)QDIF8V4W5$+-5"_:C/9TB:X&H43%9:K\'2ZL M? MK&A,34)#^CPM2D94F7-T_Z5!2X"8IR!<)%@M4$ 5N)>K,!K[OPS$\8")%^NF. MT!4WKS07-+++%/H4?I:&^#CFP2FD%<(-+E1E32:8&1S!.!QY%NJHE@I/"3J: MC+X3.@HVP"UL$ [^&^//3+2$QRT:C*.I-XJ#3A ,&K([*/4A<,M1[$&\H.CF MNWAA./%&OM^Y9.

)K@B"&[AA"<\MQ5:7.B*A:_C"5))9_0GT NB3.SY9.E7P0JI#/^#Q/\5F@>";KH>1#,O\"W='L2^%XTGT-]B"KVP;\^- M1MYT-K/GDE'C2=RY1:U/X*HB9&&@M!3H:J&"R:58?3*HBEJ_]604$66_<[N[M>[2%?02S6>B-@YB\UX<+:<%V\]W;KCO(6 ITN6I#1EJC%E)1HZ$151 5(]S= M/41VLV=4=*T"IP*C.!E05)H6?3J((S@>.!O__KPUU265H^T".2='(EU0)@.6M-YY*Y#.2@^EE >:X&C3!$?_M G>8XI%Z?Q+Y9&@8^HJ_=@%V%7F<9W0^UK@ MP8/VM\#'C#S%EN2O71\4[)7:5XI8.+NIM-AV[*UH0ZPN+_+7.I,YNHB0O]%G MC-6B]9(ITLEBWK1R/I+@A:E:H VK.K-^K*VOHUW8%(_## M03AJIM/V(FFB0+M^T]J_*5C>9CR=MK&PH8GBN}.W@_-OK(? M;KU("U0K\]6X/IT_3C=K&Z>]A?UB_9-O/Y?0/?+B@L-.2Y)U:<;K@NJ?FO7 M$R-+]IY=2$.O93?,Z.\)*BM ^TM)D6\F]H#-'Y[YGU!+ P04 " ,D =9 M'U*(U*<# #X!P &0 'AL+W=OYB%H2DJK)D9J@-*NMDI73-+M6[T/S4$C*SVH%F$219.P9EP&R[D_N]7+N6JLX!)O-9BFKIE^6*-0QT40!X\' M=WQ?67<0+N<'MLX$_.1[-V1[< M)[E27]SFEW(11,X@%%A8Q\#H\PTW*(0C(C.^GCB#3J4#G]\?V7_ROI,O.3.X M4>(O7MIJ$60!E+ACC:!WZO@SGOQ)'5^AA/'_<&QETRB HC%6U2[E:1M_*&6;:<:W4$[:2)S2V\JQY-QG'IDK*UFFXYX>QRM90QE_@XMUTBQMO!;+OB>N8@9N/K,>;[1__<;;K@IA#*- M1OA[E1NKJ73^>2D&K8KQRRK<1.\O.##N'!A? M8E]NZ7F6C4!0.[B4Q)?LOLS\N4)@GE$_,:JSLN"R$VEE19@27BC*,G2T &M MC!*\9)8V:R:8+!"VKC@=BNI9:T?&9 E2R7>/>\%9S@6W',W 7SK6HF)RCZ95 MPIZ$'N"(VED(.R6HIU"9>A'5&(*:_JRWNF0\,=U@@76.&D:QKZ<1_ #9]720M))/>>?E3$)]:'+F*^Q!??P_2^/K9/<7!.5!"'$V?79!Z*QP0TF@0)QGT>ZNB M< 91=>']P04+TNE@,DI[FR9_ VS=9$B?OSU'&U\4-=7 *DJ6G:88^3+>:0J:Y>"![K>9Y8UW+ JNHWQ?4M^[4O18HKEWM/04FCX67:B!?*V"[LQ$,A=;L']! ;6FDD9U!,&;"]IGSF&=#72MHVY.^W&VJKMYD_B[4S\R/2>D^\"=P2-AM,T -W.MF79CU<W]EQ9FA1^6=%H1NT$Z'ZG***GC5/0#?OEOU!+ P04 " ,D =9 M"-O8?%X% H#@ &0 'AL+W=O7?.CT@[7T,26B"2'N_[ZKB3C M0&+H3?H%;$OI[+.K9[72U5;(SVH-H,E3D7-UW5YKO;GH=E6ZAH*JCM@ QY&E MD 75^"I77;610#-K5.3=T/>3;D$9;X^N[+>I'%V)4N>,PU02518%E<\3R,7V MNAVT=Q\>V&JMS8?NZ&I#5S #_;B92GSKUB@9*XK)CB1L+QNCX.+2=_,MQ,^ M,MBJO6=B(ED(\=F\W&77;=\0@AQ2;1 H_GV%&\AS X0TOE28[=]E,=Q_W]' _M8F/'6!94P8W(/[%,KZ_;@S;)8$G+7#^([6]0Q=,S>*G(E?TE6S3M'EN4[JNGH2HHMD68VHID'&ZJU1G*, MFT69:8FC#.WTZ+;8Y.(9@$R PY)I1:8YY8I0GI'9FDIX.\&8,W(C"M2!HC:5 M9W.ZR$&=7W4U4C! W;1R-W'NPB/N$O)><+U6Y)9GD!W:=Y%ZS3_<\9^$)P%_ M+WF'1+Y'0C^,3^!%=3XBBQ?];#Y(0SI^ND<4A4'\WY<2YC)M=FK*[4!N: MPG4;ZTJ!_ KMT9M70>)?G@@HK@.*3Z&/9EC&69D#$4LR3K^43#'+>09?05*> M H:BM&JB?1*XF?9\#60I8HLP, M]IM7@S#T+_] 8(EU)25?7$&RQ'!%!V/+BT0 =S<\%7;!%GT32[8GHC4,W<MR8(KD;,.:GR9T-S&.C/5B1)29@U0L% +EIPQ@R!*A7[5^45K]F."-'D'*10+ MY!(%UBPBKTGBA<->:[R;E&4V#XJ$B>/(S(>;,/ M0U])-TC"UCTH=4%NJF1M,.DVU0V3 []U7^?IZ,37I!>2$Y+NU9+NG9:T:R F MFP^XV)*E)MLS+=+/Y)&;FAU7JFI2]4GLGU+UP^SQFXY+E(*T]AACYHWZC*0, M3ZN).<&:1*D.,WM-A%'LBA=M;G=N#W%^T]C+UR;8J?!@;(:R@]'C$0U*R[T M(C_QHB3 50SBSF#8^A4U9&P"+XX'GA\F9B3JA/W61P=VAD/18(A&,3EW@R@J M[*5+8&X\'/I>+PC=:-P91C\R^:Y<@G-DXO=C-*N8)+[].FXH+H]$?2\,^F;$ MI*@\ -^"M!4@2AN&R2-6Z*[(GPG=4IFIO;W#%AO.,_]0.=4"21U"20O+8$I M2'LV[A?!59SH=^)XA\1#U4T#'UO$ T<5NR?6KU^O7K]%,?D!TC%BF,.3YPO M;I_,WCD ^BFY3SI[>7+:4=-LS"+1 M3&(9A:LX'!!P'MYVE=,,TS2WK[UO8 M?"WQ^+1_S/N6T!FN?.-(RZ;:[32[IY8[?RYL/M+]?#A&KTGL#7NFK0RP&9KM M8.CU$K/H ;:ZP:Y_C6T@ZH"S%D2PW(:RP]+?2+SD2%/0N+L$N%U%7B\.$=X/ M>]C>^MAIYP)MB3K&J,J.$0E.IRVWOA5@#Z$'>D_EBN$I(('XE]D6+C;T++(3&FX5] M7.-5#]29@.-+(?3NQ3BH+X>C?P%02P,$% @ #) '68BSQ6!^P VP< M !D !X;"]W;W)K&ULG57?C]LV#'[/7T&X17$' M>/&OQ$YR28#+M<,ZK,.AN:T/PQX4FXZ%VI8KR9>[_WZ4[+@)D,O#7FQ*)#]^ MI"AJ>1#RNRH0-;Q49:U63J%UL_\E198,346#=:DR86LF*:EW'NJD<@RZU25 M7NC[L5H_VH>):V\ 27C%=:*BQHDYBOG/EAL)L;>&OS-\:!.9#"9[(3X;A:?LY7C M&T)88JH-J/?,SY@61H@HO&CQW2&D,:Q5#ZB_VISIUQV3.&#*+_Q3!P7#IUM3,9IJ[2H>F=B4/&Z^[.7O@XG#C/_#8>P M=P@M[RZ09?F1:;9>2G$ ::P)S0@V5>M-Y'AM#F6K)6DY^>GUYSH5%<+-'T*I M6WA$"=N"2=8VN2W2TQ3%V'IIC[CI$,.W$&/X(FI=*/A49YB=^WO$;J 8 M'BENP]N O[?U&'+?A= /)U?PHB'ER.)%;^!]8K+F]5Z=9/O/_4YI21WR[Z5\ M.[C)93AS:Q:J82FN'+H6"N4S.NL/[X+8O[M"=C*0G5Q#7V^[RP(BAP=1-:UF MMIEIN6&*I\#]##[RLM68P1MG>2FE]T$OI_14(.2BI%M,Q0-MV@.LMM8*-"G3 MN'=[,P2.Z4N3\]YZSGS'O.I>7<$&=E3^2]&&JCZC@AM>$*%I% MSLH%?$FQT:25-LY//U:)E@C=+D9/A40\ZT6@3D+;25O^O[\$?^XG]!8&MFC^>SFW)_/$Q+8IXU6XV!W7FO^2'6O0"$UMR%E9 MO@)7JK7->5(.:I>R->><4$-69WG'[C3R9R^\<2'T UB(T<4^](E]DX&;H5R M;Y\518#4>]WL'7:'E^N^&]@_S;MG[PN3>UXK*#$G5W^<3!V0W5/2+;1H[/C> M"4V/14+>GU1&@/2YX*2[QK_\#4$L#!!0 (R0!UF$HE2-3 , M #4' 9 >&PO=V]R:W-H965T1V6ED MC7?J1)3&<1EUC,M@.?=G#WHY5[T57.*#!M-W'=,_5BC4?A$DP?'@,]^VUAU$ MR_F.;?$1[9^[!TV[:$1I>(?2<"5!XV81W"6S5>[LO<%?'/?F9 U.2:745[=YMWRR"V!%"@;5U"(S^ON$:A7! 1,._V8PAG2.I^LC^F]>.VFIF,&U$G_SQK:+ M8!I @QO6"_M9]7 .'@Y["X=5*&/\+^\'VW4T =6^LZ@[.Q.*#C'U/,>GF6I\RRY5RK/6AG36ANX:5Z;R+'I2O*H]5TR\G/+M>]ZJBE M+%L#3#;P5M)RN45960IEO.(Z@/N:L!-7\ MX2,AM09^E0TV MS_TCXC@238]$5^E%P#]Z>0U9'$(:I_D%O&P4GGF\[*>$WW-3"V5ZC?#/766L MIM?S[[DL#$'R\T%<1\W,CM6X"*AE#.IO&"Q?OTK*^/:"A'R4D%|"7SX.C01J M _=8.SW&]0JI@$^5X%OFWKV!I[(6/14!N'0JC1*\89;V*R:8K!$>W>LQY]1=MC']>W9<6J2N>LU$G;!BEE)\PLF1/K!KJD*NYFDWH<>+X.%TQL*LH:I;XDVQR4!)"A5LNAYQL8(>:JP9^@:0(MBS*G19&':7DSN6L:/F0K"XLX@:0L)Z<5989F*'4H";.T]$*3]':RJ*/QG*: M6$@6159"DH1EDDUHPEJ!PK'_0]!9.H4K6A5Q6$QSN'JBB9219P2G87%S,S*= M?$!C9K ^%&"GM)^P=)=/"3>=QI,/8*/M^2,PB?SX8/RD6E*M@&!&W*-K]\5 >AA2\;JW9^,%;* MTICURY:^:ZB= =UOE++'C0LP?BF7_P-02P,$% @ #) '68BUMUN\"@ MT!P !D !X;"]W;W)K&ULK5GK<]NX$?^NOP*C MRZ3R#"/S3(A"0T)*$#2,NZO[Z]"Y"2'47RM9V)M(SZPBWW^=A>\6"O]U2R%:-A35=;F9&E&I.0R& MW8_OA_MG9K_2'+6].H MRA&#!)6L[2]_B\LA9(01^E$,K|[^$*3^^0%9XU[6 M.!#WJWN;)TS-GWEGMF$WK8&UQC"GSCI)#_-^6 HV5R6D)-J@07\S4J%N#+,Y M(PJXL-:2.]O#%6N >B6T5(6!=X7,..X>R1K>J-;PNC G9X-?5V!8P2MV79;L M%Z#1;!2#>_ET:-=I-O7\:=:3 MN?O#9!%+)U,OFX8]F;L?W/W>RF;#R'2"?1*8B3E8@(U^5L:<6.< "M,(L-5U MGJNV1ENC%R 0D,9Q^"C]L6KS#9B<9*RDV=F<\^.FRV OQ$+O2'*@05>^4$ MA$?,-@+'^$20>=/,7DV\!.Q_A#1B89+ XLB+<1^Z"DC4Z^+?$"VP_.[FP\[MZU>I'L6IE\3A,]7=L^.JATGDI4%"2DB+Q)E@+A%'Y#($S] MU//]^)CJ<1I#<$VLV-RO&'AU/H?M9.!QBNK[$R^*@.B1!#G41JP,/+\)&.Q'X)#)C:C(0IQ:^\[-&(242$O6V3B M ANM'?KG/1+0?7#.$#D62F_&WS!9<\-XS02 PO(Q:M9AGN-H&JZ;=^V*K990 ME#%/H%'1A%%(6-"BGJB0!:M5PQ:BQD4"5FR@[8],WF%!O9N=G24_.@&PE) MN!9:L%S514L8V2RU:A=+-E/-DJV7@*F V.L:T;.=&5E(KI$*)1(V4RO*5- # MT[HBQ%U+(8DA7@&P%^!9BFR(4R':!"$VUEQ#(&UD14X T3-8)ZP5K#&@7R M+R5HR^;\46E">P$JJ !%].9G,,C+4J./1(2H/5*H"CQ]793TJ/?44OSE7$# M#9THDQ@:#HD&F,&*:GD'H%LTW,);CU>#GRCA2HH;M7D #*RE,.D+C)(D@F11:R260:Q%\5=A9!V[XJA9T*4*X*>\$ 7,+ZF-%M[4F M2+%,6SGB+/8RJ$54@P ^ U(0:K*VK+9B@4\R)TL(TCOC)!E(;,EC])9C.56 M\[KPO!?%FE:Z%L!QA#887;$4B\-IZX&)]@6,DK""0D-%R$I"K25-#@U802K M62D7#A9'H;5LX&R6Q5;+Q/.CS-D_GE@N6CY:-\VYU.R1EZU@"QCRV*BDQF04 MG:#C_9"%]1=0P3&CIVNDP3;@P%V,SDW2S8"TPO@59P M@$2@[)&- W"4[':M2-80&JT-1^1.%HT0Y4^#P4\[LI#QL9MOI5D23$%6%F+6]$&Z M#=;4AXJ-W8][-/BDZGO_LQJ+OXC.+I\YZB8O4B9=. M,HI4ZS\KW4Q THG.J0U_$1AN0>]%4-DAVWPO2:?4@@40+6D04VN61MYDDI+C M?W0M=T/@@&%BHJ"P5B3YWW6+,35UT4=449F$_'$0R39=F%'61_-HZ[1QX@ MA%D)FI?+C8<5-U<&O$(%@L"+Y/E["X5*Z$^0/4OH3<%\1MK)HIT,.A4<\89- MQL&+[<)P*\&>[0Q4'M@[T%BW!OAL.JOT-SO1?F>7@_0]E]+['F46/UC3[1 M.-ME[];OV$V?+V#UI#.O<; +])F+$O@)*,C=:FK<.G]09[46K%#4 M33[BJ1,U897@B+;SMNP&8@@ [$E;W?6E@,5P08,T&.NU0VY+)NMH-QBL,VJ M=.O_8R__+)*\6.7HI=$PJDO;A6"lO)SUNP&%;J.=WF?"6Q4\FYMH ,"E!=;/EX4 MY%%>/CO,@7\'S#2F,HP-.:=FTF[0^0 5>UN$$7H6BAZ6/I2"=<<&4!>PPNJ^MXAMB=K+;"J SF2VDH+0[D@,.TWC3G^P]\+%IO/2H3$O[<>\|."(]>UH]V4[D>P[V-@W MQ1W<8O_]'\QVNV3YG^9UPWWG:,>.;_M'M^VICCNEV1G3W#F//;89W%)B M4'O@8%;L:K9[;.."T@ 4;FA#&I5@VFGA/9AH!G8B/(R@VX]I.ME+8CR8^URV M"SJS>"<.(&*NB7HR,S2X<../-$CC#T_-CVV;M5X8%#Z+./ MXDGFRAY1^I.=/O_Y8CQ9 ;':TC\UO'=\QD\=AUU1J2]!?D7"CT7&]&\ S,: MG\)NPL.)!?8TK-V-,+2@3lI P*EYT,\0-3;I#Y%$DPP\ L MOB_+3W>^,N&I"U+,[8ZV@]. =/^<]VU_4JU76Z_]7WD>*AG6"GF0.J/LV3(MM/U^9F\:M:)O5C/5-*]BRZ7@@$>X -[/%91 =X,;]!\QK_X#4$L#!!0 (M R0!UGM^^"]K (#0' 9 >&PO=V]R:W-H965TU #+&M6@5\0'QPDVMBS;&#[;0;OYZS MDX8.91%(?$G\3]ZRF1?8@(!#:BP#Q=\,EL"Y)<(P?K2<7N?2 H_'!_:W3CMJV5 - M2\F_LLP4,^_<(QEL:V@4?26AM9MF",H&2B^=,' M-@I' ,3I!X0M(/Q;0-0"(B>TBZ*L-;+9@,C4(APDO*9J1,;G)R0.PDE?/,/PC748D2CH@S\) M)^H*%SF^Z!F^IB:W?]1DCM5:XTW/:@YV,G+%^/3X&U?2OX3V9,$3;H$38:8$[P. M[B0SD4I52>42U*=XD.9?%0_'=*-W>(8F)P1/P?AL0.2T$SD=)JS+#2@K$_NZ ME8B%ULV5TWU:&[:I8[,-?I>$L\[%C#H[U]+YA\UIA)4[OJU)NY,-CVJ6^V> MA+GKA/YO\^8]P>N7,Z$)ARU"@]$9!JJ:'MU,C*QRB37U!+ P04 " ,D =98$01C!,# $"@ &0 'AL+W=O MFM@/=GGZVDZ9 4T0E;L!VSCG^?(X3N[?BXD%F H]Y93) MOI,IM;AP79EDD&-YQA?]),9%SE6NBOFKEP(P*DEY=0-/*_MYI@P)^[9L;&(M>[Q0E# 8"R2+/,?B[Q50ONH[OO,\<$OFF3(#;MQ;X#E,0-TOQD+WW%HE)3DP M23A# F9]Y]*_&+4,W@)^$EC)M38R*YER_F Z7].^XYF"@$*BC +6?TL8 *5& M2)?Q6&DZ]92&N-Y^<5K^V:]=KF6() TY_D51E?>?<02G,<$'5+5]]@6H]ML"$ M4VE_T:K">@Y*"JEX7I%U!3EAY3]^JGQ8(_C1&X2@(@3[$L*$,Y+B"I"M^^AM51'LTMUR[=:X(58X[@F^0L*@M9II6/_NG*8VR@*BY M /,MNY +G$#?69BYQ!*<^.,'O^U]:LKFD&+#0XJ-#B2VD6)8IQCN4H_K%R@Q M#7AY@9KR**7;5LHZ16VPRW4<&=9[W7P0&(;#D:U@|%. M!V]![V"2**@\)"RA1:I[^EMSHS(0B'(V1PI$CK"4T&QM.4=KS33?B\+V^9:W M3; @; =;YNZL^+WF'DALP]Q6;6YKI[EW7.D/AO'U='N'VETK-LUO"W6UO.-L#"5K?;W7*V >:?1]VMG$:O85'D1R]SEF:X:R>HN1]]QV).F$04 M9IKGG76TC"CO'&5\84|5*=.9Q 2(=#:=;-UV+SI[04N0 MQ0T/*@]VW.F/7X ZO1 IV'1?[NJ-1<)K%M27YT==E^]KF\NBR:DD59-E72[B M.W$CZI\7GTOYIG1#F2:9R*NDR$DI9N^.WCMO>7"A"K1;_)*(AVKK-5%-N2V* M+^K-Q^F[HY&JD4C%I%:(6/ZY%])-BK1J_R,\MX**^+L%_#T%QJL"XYT" M>QL=K H$SXUPMBIP]MR]=+XJ<-X>W>7A:(]E&-?QU659/)!2;2UIZD4KB+:T M/(1)KK1[4Y?RVT26JZ_>3WYKDBI1.JI(G$])**54U4G=E*(BWY*M[^6[#%TE MRU<5N2ZRVR2/E\7D5M-INTF5X3F4S'M*<_LY8.GRG-[M><>U $[EWM\< G=]"#ZX5N*GN#PA(_\-<4>NWU.A:WMQ#E5Y]/B..UQ;V^_6DO M_GV3GQ!OM#BHDL[O05-XZDMSF9O);G[>%M3H_M ML^;?7\C/R,=:9-6 >ZKX88GT^Y$J=;VM%O%$O#N2N:D2Y;TXNOKF;TXP^JY/ M*DA8B(11)(PA81$2QD$P0W[^1GZ^C7[UL:J:.)\(4LS(I,@R*3Z9/R9?WI"; M>2S#]:G/2ARJ/B0L1,(H$L:6L'$+4WW#^RO/'X_4O\O3^VUE(:-R$,Q0UGBC MK+%5631;L6C$.1&W(M2::Q/2U;&4"TA82$21I$PAH1%2!@'P0R|!1NI!?A$ M&B#EAX2%2!A%PA@2%B%A' 0SY'>VD=^9]7+W7HNN6E_P9$:MZC[965%#98>$MA4@81<+8$A9L95 W& 6[Z1,9DH-@AI[.-WHZM^KIGTU,@F"&[BXWL+O!9] (I/R0L1,(H$L:0L @)XR"8 M(3]GI,<61];KWD: L1;@&R]F,|&.6)-I7/?^D'@"VPZ8M2-F>X?,[(2ARH/2M*)3&H+0(2N,HFBF_K:%MQZJ3SV5!VL%H,DMRV8=+XI0D>GBZ5WE6XM#+'Y06 M0FD42F-/'(F?YD(>B30M'I+\CE3-8I&*3.2U/" +^T$BKY.GID'D]),9DT92DQ\OWW<2XW?22KT><3HO91D\?--%$UU+ME>V<\ MR$!34VTD8MX^E_ MFDK%K L9;)(V4R'W^K$,)(I2&U9\7:B=2&)YW)+EAHJX*7@;5\DF3I&D;BP\ MKIM2UNM.UEFV1M:G3L0J%?A>+W=3J^7UI\-C M%>_^F#RTJG<*%9?W(EVYTS:Z-,D;=0WK6*KW5%:4C2U//(9YBVT/KFINLC6F MZ_HG'LF2-$W6LN]U,Z6QU:=14KQR70E@XVXIPI4U?#U81Q@^2?CIQJP*=@> M\H[:V5X"XFI.%;*V* M6=A/TI/>E(B\4'(4S4R)KDZ)KO5"?*WVAB&,WBSH=GZ?.ZY_YCL7YB_T:WNT MP0D.2:-0&H/2(BB-HVBFIK3IZ5A-K:OK[=/W/DZ;_CZ]U|&4Y[]!-]J5%-3" MA-(HE,:@M A*XRB:*2EM9#IV)_,FOX?4&=3"@M7-&,Z^G9V'5- MZ=.^S>>[^ XJJGFH=;.HF.W%O>.C9(_ MR/-L1WN P4<>:CQ":11*8U!:!*5Q%,T4I;8?G0/XCP[4@(320BB-0FD,2HN@ M-(ZBF3K4/J0#-"+MK,'Z@UJ1*]KV/3/GSN[,A0D

W7.K2U^,#XY_$%D"B+T5.Q<392KF[=5VQW$*!Q0W; 55WUHP76*HA MW[ABQP&O#*C(W<#S8K? A#K3L9E[X-,Q*V5.*#QP),JBP/SK#')VF#B^\SSQ M2#9;J2?$K1U9MK]
81BO[>LE(H(C%VI8I5K]A=UG'-JKB" M,W&%Z!VCPZL"G_?BX!^\JCQNC@V>C9T$OX1\EO4&A]PL*O"#J6,_\ M]?"P*YP?4\^^6[UE1MCLNM#P16?
X_BHQE\#1>\;E[G@O="6ZETH7TENQPTN8 M.*I2"N![<*8__^3'W]I=+MLD2VV299;(6OF(FGQ$ACT\DX_FO3Y^+?_]4\VA M>PF%^*\K+Y'-O-@D2VV299;(6GD9-
'D9]+XG=3'MWEOJ37EGJ'G_A>W-;,+&FV'(L;Q^)=Q_210ZHCYRIG0EQW>1>_B&.@ M_K P3ZWJ%+K7NI60UG<_' R#=L5(;6IF'9K)((|\3K/EF.]IZS&\'R_*_1R7VE>SM3>).JMYU4M7
\EVIEE<,*E:3W.Y!;P" MKA]0]],R>>!%FA^T9C^#U!+ P04 " ,D =9!H'AN$@$ U%0 &0 M 'AL+W=ODD,XE!@#&D MMF>20*?I='?2I-D^=/]@V\+*M69!82<2[?U\)",989IP-
?;&1N/=BR#+$O]_@E&UG%K1>.Q[(>B-UASV?YFB- M'[%\RN^Y;MD-RI)DF K"*.!X-;.NX54"?>U06GPF>"M:ST!3>6;LBV[<+6>6 MHT>$4[R0&@*IOQ=\B]-4(ZEQ?
*U!K2:F=FP_OZ+_6J)79)Z1P+N]:MT40OD+ M 6Y9]DPHJMPNP6.1STX=B%-QS5DY@<$>KB:QS5V(L$4G%N;)^>HS!4^8 S M\ '80&R0#D0H>*)$B@O5J9[_VK!"J-&
(J2T523U4>U$3NJD(N4<(>> CHW(C M0$*7>&GPC_O]@QY_6XG;*.R^*GSC]@+^7M 1\)P+X#JN;QC/[>GNGHG.^Z(G M/QQ]3PROF6Y>B>&:I)5)@_H*M
M^<_P<#YQ:3RD&#QD&#)0&![^?";?/@ENG MYF, @L%X:K^T=3>8.5'D^?MF\:$9A$[@!<&^77)H%T5N&.ZB[LD0-#($O3)\ M4CLE0A1JO53M3'V99;4T:5 AAZT!.2/84>
$F[BRF;3Y.Z-Q MQRHYM%)&GIE]V+ />]G')"TD7OX@__ $_B?8Q.%)_ ^MCO./&OY1+_^$?L94 M;3HP7W]7VRN>,XZ.%<9>I+K*![6)K]$'I= 8<,FIB">F[D'%G%X>Z
_M/,.^IXOW0:],5,Y01 MZ'9E'?0L8X@1)ZQ6;D[I<#>S?8[-P?]X&^6U3)UD&/(H:8!EGMUC50IO81 MY?V;4/(45%9'I*:WN>.[+F^V.OTW\.H6&OIC?2=87COMX*L+Q8^(KPD5(,4K
M%&PO=V]R:W-H965T2!X9X' 28O4R)3[?CAMG8=7SS5FLA.UJ348179$[$4_3 H-7*45PO("'W M:(@868X;5^:E;;6E03+B#X]L^=XUDJ$L*/TA&[?NN&%(CXA/'"$A,/QLR(SX
MOD0"/WYFH(U\3FFX?[U#_S4)'H)98$YFU/_3<\5ZW!@TD$N6./;%-[K]0K* MNA+/H3Y/_)M-M9H("?F@@:9,7@0>&'ZBY\S(O8, *?:P,H,K .#]N"$03LS
M:!_.T#EAT,D,.@DS:2@)#S86>#)B=(N8' UH\B(A,[&&\+U0YGTN&/S7 SLQ MN7)^QA]W9 XXPJ&+;@&#%YZ(&>'H?+\)K2O7389B]V&Z;*3R3NSB<">SS_! MD*>YCBQS6-.:#R44N
LW+*EI,Y-DL=LTXXUD/W-!1KC]Y#E[AE M^Q8$F4=][2*=6DK >\PND#EH(LNP.E7^J,U_B\,+U#9.FMO_W;RMB*:=YZV= MX+5/X-
V&#@T(F@LL"&Q#T413[./0@;ZD7,A4[F7+]KCC4YXD=?$BFQ'ET'_# M:!SQ)F33\6/7"U?)2"#>"V/BHJ\183A=&]_OP -T"[/QORK"GZ;N=JK=E=7K MDD?
8(>,&E"=.V(8T)A]_7O&YZI4Z 2S-8&5TM3)T111H4\>&'4(<3E:,AH@ M8!SXITH8D,Y)Q4;8RI$K(NE2E8+P&3-X'-Q.R8PV%_U-KLDW0\S,A'E"+O
MYI%WE9&7EU@3_4[%B;751#=P?T)G=Y1#!8%RLC-M%LM;DI8M> M?39DU__]^EG(GH5/H&;$089>N5B5KM=E6,W#5[$F;!O)[2Z<>[V;R*-
Z557=YT@MF:P$IL]7.V^N^K%O=UIDDG MF*T)K)2F09ZFP5M7I"JRE9/6)7MP5(8'O:%A'!1K35.66!SF+ Z5+,[)!EB2 MBYND%:R*$R5$74Y2L.X>)^W^$26:9BQ18AK%
(=IXM5ZB?] -"8$;/lOP<%KW MN) K"FY2UZ?)4F/794LKFJT+K,ZJFO,.F.%A#.5TF,RS50 MT.2)A*.:!&JFE%LW6AE7-5:"Y3+;KR?2&^>[ZDI'P.C,JG+ND V.Z2W!N^L -G_R#0
'-1R'(GVYF_?F MWQE<)6_7#_IGY]6=?BU0P*0?+\!Y>.7!&O7)$B"-BSZ<\UGZ/4#:$#1*WI O MJ! T2"[7!+N$R0'P_R6E8M>0$^1?94S^!5!+ P04 " ,D =904',_,<# M #$%0 &0
'AL+W=OV' MYLWW93_/]3S$'N\H^\8W" GPH\@)GS@;(YO5 =TKG@IS;G^#W95VPO/ >F6"UK48CF" M I/]"' 4B=@3!,$C@] 6!,\5A+4@/!"$PT<$_5K0?VX/Y[5 A^Y6L>O$Q5#
M:,SH#C#56M+4B%03:(-[(YN!:H MX%^[9DK%[G>S5:&\Y"5,T<21E9 C=H>0P[*RD*,./@?G'395/4PT#VHGY^[MR!N[=_NY?!)%_&2+Q-2B%?IY$_JY,?1_9;"G\^E2UJNJ(SB8R>?
35AL$Y98 M@K4<@.#%ZP.@QL&F03%MN$)99@+8,N&H,NC*_(;3*3[S].,5EW.6 4'^N M35ARL_WYCJ#^]O3%]&9O71";9)BZW2$ENT
MM@_!@P_!"U:E&F[+)INTV"HML45KV_2PQO6-*[2GOI+,ZJ-]L+J,K6FM>N2/ M>L/!84&RND9U]W:E"L36>CN0@Y1NB:CV%IJ[S9;CE=YH.[@_]2]G?L?]6&U1 MZEVP!WRUOSF';
(T)!SE:R:Z\WH5<_[!JR["Z$+34>V)+*@0M].D&P0PQU4 ^ M7U$J[B]4!\W&;?0+4$L#!!0 (R0!UDE\==?@P4 -T1 9 >&PO M=V]R:W-H965TPCV0$NT3502-
9**D_WZG4,IJBZ,EFU[L27R.[?O*.EBI#PK_^E#141#P/6?$?] M :\K,'U&P*\$_*Y \(Q 4 D$+[4PK02F+]K,'0TW\.H6&OIC?2=87CQMX*L+Q8^(KPD5(,4K

[N4HR.PAAQ6*8?5]0:W6C:X;?;-C0V>E_4;90.]OV6##TJ^ RG? MFRU,+P!9\UU//3_F3QGF2K$V\CGZL,9*Z_4UN,%=RN' %;'+"6WIA+,I,(=@ MZL=8_ +N[B9O6%,*M^]>[BL,?FPG'QX FL.NY2C([*&'%"K HO6M3D+Q(8[M=6/3FT55W9RV!=N="6OY"A[5FP5\TYR&86R2E[(X=%&J@ 2E@<.Y0L\D!50AGW8X096*49*(\SWU BIMK5GE*P MO?=B1VC-T:M@!
>GL&='T:>0Y!A!"E9)"LJCU"'VM-^VI_W*GL.!:6UQ9Q5^ MH#1,O-^=PQW<>8P\HU=Y1!?GF0E!5*S(;NZ4@^U]BM 16G/T*AOI\!3G*AU% MGT*28P0IO7;2)]2! [BS0)2V4UK29%HE'UU^"O1>:Q;P4FO**>R[&&KMF%2< M47]'R=*/* CP@L-KO0'_]TKR8]_\A!$X.SE])(R1,+0T,')Q(@KX[PM"V,N- M.(PM#]^=_P%02P,$% @ #)
'6&ULO5A=;]LV%/TKA-8-+1!'I&3+=F8;:!(39- M0=QT#\,>:)FVB4BD1U)Q.^S'[U)29"NFE7A0^A+KXWZ=R\,;(XXV4CWH%&,& M?4L3HMBUZF>_K>,52JD_EF@EXLY
JI09NU=+7:\7H/'=*$S_ ./)3RH4W M&>7/;M5D)#.3<,%N%=)9FE+U_9PEC-5VR*3/WZUL% M=WX59C[VL*V()2PV M-
@2%GT=VP9+$1H(Z_BZ#>E5.Z[A[_13[*@*:RZ6*+>A8H[N6$(-FZ-S6!?TE289T^A]8:\,0)3[
MZ25Z_^X#>H>X0%]6,M/@I4>^@4)M.C\NBSHOB@H.%/4Y$ZA/56/@JI'01XO;.K1M=!&94!@@_Z\ 0-T;5BJ_W*!*Z)U MW='LOCS3:OJSL0<;3S/UR+S)+S^1"/_J@MI2L!KPL (>-
D6??)&&)K I9N8$ MS1C,#(;F7,TC"'=)95>#U*T@=1LAW0N:2F7X/U#L45A.D&!.0$6^WDZA MG7!(,'F&QV'6Q6'4=\/!57!ZKUPA5VF]O9RD& 8&P^&SVAQV..A%_:Z[N^@J
M+FHL[H9I?09##+H)NV9MVPZ#&T9,(L6R8YA*#U8>[57TG[_[%F&((^RNN%]5 MW&^N^,7"^]]LZ;[=9Y7%AW4'SC*$K-E.9'?0P&HM@F\I6 UX
1O_Z7C'SZVRY2[A(X"Q]AVV!W8DV1'HI#C6! V>_^7]2%Q MHFLLX-ZR:M;O5U;M4+:E2ND5;W25K0Z^*UB(3]>LI0I7^;^OMTA[E"FG6 M*\^X3X+3(R?^9RJ>!G[D!-
>8_^C5;RE:O5M;-41Z[5*_45T=#;ZE:'7P6[5% MFN76FU#_92'F,(G"0>^04"=;+4::Q=ASZI/38NS7J%[L!'3#F2@M+>D_PJ=K M&U%JX/?:CS2]*3>AO+#ERF_;Q($]B/6 M3?
E@J]R"9N66KQU\(%U J=P Z<^I>'BZNZ(Q3^RT[Z"4&F"_1K]1%:\LS_O. MB<*6L M[Q<2YGEY8X\ZJZ/MR7]02P,$% @ #) '634&A;S4! IQT !D !X M;"]W;W)K&ULK9E=;]LV%
(; "]%A0PLTEB@[SL=L M XFTH"G:(4BP]F+8!2,=VT0ETJ.HN 7VXT=1BF0:,ATEO$GTP?.0?$F^XC%G M6RZ^%VL B7]D&2OFWEK*S:7O%)L:D/K/D(B=2W8J57VP$D%0'Y9D?
M!L'4SPEEWF*FG]V)Q8R7,J,.[@0JRCPGXNKM:R>N O9ANR M@@>0?VWNA+KS6TI*/:-IG(] M]\X]E,*2E)F\Y]N/7SM.(E/"OT7[1MR@8>2LI"\KP)5BW(*:O_DQ^-$#L!
M>'H@(&P"PI<&C)N \7[Y$# I F8:&7JKF@=8B+)8B;X%HFJM*)5%UL':VZ M3UDU[@]2J+=4QM@17Z(8)*$9BGB^$;2@;(5T&<)2= \9D9"B M:S6,Z"O)2BC0NSLB@,DU2)J0[#UZ5\
<7[V>^5.VK:O&3IBW7=5O" VV9HB[< MD0KT!TLA[8F/[/$XM !\)4RK3OBLSG5H)7X]V0B-@P\H#,))7X/LX3$D*ASK M\'%/>&P/OX'$0K.^FHW>C-NQWJL>9,#O =@E
OT)Y=JW/Y#%Z,@"'Y%#Y!P MEI[<"?6.RI^H*:4>ET*-=5WZ!*4E(-4@45;31#7HHF\K?57%G99;$@"=*A M11Q9 4,5<00SA#MKA3L;YG?CL]/7^MT8]VEMK7_H2G4)BQW!#-
W/6]W/G?K= MN4L57<)B1S!#Q8M6Q0NW?E?C<+AG/FK2[UF>M=ZA$KV@5J/[..AVIH%+WSM" M,XRO=S5'=L)085S13/5V]O5XB/GA<#1PL_>)L.>]WK17;VO]0Y>M4UKLBF9J
M'W;:ATX-L,&YDM(E+79%,Z7L4A9LSUD&NZ"=-UC+<=^.#H>FH\9'BYF][Q(' M;-U1#[9 .TVMZ!'"I_76KV]-1V\%Q'; .V=+ER)@>XZP;WIX5_X#).K/1!] MIL":DI7=76T$S0Z;G3\=[/
M ?:*!T\OI_F"OW.RE8-8Z1/" B6\9+(^Y&J?MJ>05_KLS>^*UT>8:H17ZMN* M,EBJT$#M##TDZE/!^D:RC3XG>^12\EQ?KH&D(*H"ZOV2J^]2&PO=V]R:W-
H965T!!"CR0N[HOR6S7GO"8/ MBRRO+D?SNEZ^.SFIXCE?1-5QL>2Y^&56E(NH%E_+NY-J6?(H:1,MLA-[/'9/ M%E&:CZXNVFV?RJN+HJFS-.>?2E(UBT54/K[G67%_.;)&3QL^IW?
S6FXXN;I8 M1G?\"Z]_7WXJQ:>3-25)%SROTB(G)9]=CJZM=\P]DPG:/?Z=\OMJXS.11;DM MBF_R"TLN1V.9(Y]QN):(2/S[P6]XEDF2R,?W#CI:QY0)-S_T8.V*(PMU'%
M;XKL/VE2SR]'9R.2\%G49/7GXI[RKD!3R8N+K&K_DOMNW_&(Q$U5%XLNL27#6)3@[-$OG78+S5@ZK\]>>?"^JHZN+LK@GI=Q;T.2'
M5D%M:G'.TUR*_4M=BE]3D:Z^\OAM3=Z2ZR1)I?BBC+!\=0E)*:[V>!VE6?5& M[/+[%X^\?O6&O")I3K[.BZ:*\]2Z.*E%+B3K).XB^JN(IC.17?*QR.MY1?P\
MX4E/^M"VR?]F3HYO#D;D]RSYP\ MX+?'9'S:)I_T'?NI3(LRK1_%]UO\DIN;DB?DUZ+FE6A.) TGXM97-J*)+2OP\SYA&@..%282 MYB%A/A(6(&AD:1,
:":4IWUTIWH07%REC),Q#PGPD+$#"0B2,(F$,!--D M?+]6\:FQPFYEG%95$^4Q)W%1U7V/<^^-D*]1<(\),P_W;GM6ZXSWKKU!\B0 M(1)&D3 &@FFR/%O+\NSO;$>0/Y]V;7?
I4[0Q_E!%(V$>$N8C80$2%B)A% EC M()@F_/.U\,^AS8ISI(R1, \)\Y&P D+D3"*A#$03).Q-59]RN/]#0LEY"/Q MN>8B4$T^1S4_(E][\2\AGW@9BY^C.]ZG;G.,H?
*&TKR.9EF;G03'XW.]L> ? MMEL S5L(I5$HC:%HNBXWO [K@ :OJF#3)UF60H^]&C3R!FL02?,ZVEX-'K1; M ,U;"*51*(VA:+H&;:5!>UC=&)3\>\/S^%'VT(HJ,2V2-":?HD?Y1-EV6/?
S1Z;FQ!M:+!0I%T42OCS#(:&CL5ZW*E M7B*JUT7O$YB9-UC#4/,,2O/W'#E-PX1\5P]S5HDRA-RW=PUXA9E10H<:[= M:11*8RB:+G!EJ5EF3VU;X(NH;MI>B>2YE@/44X/2/"C-
WW/DVN$-9&P=D>=< MG@":GQ!*MU :0]%T%2N#SC(I=-LJ+GG"%TLYTN>()+R*R[3]TJMGJ!4'I7E0 MFK_G&-9S3FZ*Q3+*'T4M\-
@>0[X@HOHF14DBLBS*=NB4:,S)7;O.S%5O99J3 M^WF1<1+51*:OTP67J<3V95369%86B]7&NEC]%SM*RJS(LN(^S>\V3AE9EFDL
MH* Y@RQ6)1ZHHXHLU\ 4U5,6QYYG"ZCC$2+HLGK-V29-16)XKAL9")QCVGR M990FZGDHG77E$K\GHJ(3@5M2VSHE<;$0\HGE5I&-C=M5%_"11V5%*BX*) [& MG-S*
(96]%S[4JX32*)3&4#3]PE=^I67TD5": M#Z4%4%H(I5$HC:%H^M6@;$_K%-K/;D$=4"C-@!)*"V TD(HC4)I#$73!:L4F>81;IWB)69-UBJ4(O4Z9TR MN5M]0F.*S'S!FL5;JY!
M:?Z>(J=Z0]ITM?9:W[OI FAVPI=FAT*SPU T7;?*0IN8IQA:UO'*4-;ZNU;= M8>1#RO.#^[[,@08+&FJN06D^E!9 :2&41[$TAJ+I4E?FV@3[ZL0)=.HAE,9!
M:3Z4%D!I(91&H32&HNF"WGB'HMEO@_1]F6,,5CG4H>MHY_J#C[4S.P8:-8#2 MP@/+0*%1&8JF*U.Y:I.!5)MD$/,?0S!NL5JA+UM'VUZ%0_PM*"P\L X5&92B:KD+E;$T.
M>?/AX"XPJ)4%I7F3W=<7VO9I3Q<8U,N"TD(HC4)I#$73!:LLK\FPN8/[N\"@ M%A>4YD%[_IXC=[TL]W6!0=G?,0#UNZ T#TKSH;0 2@NA- JE,11-?
\>]KM=1&A44,HC4)I#$73!:I[URK#!565[RRZ;F MF6B]C>*WJV/!::]PHSBO%5;)F3:U%I]DMUX8HGZO5= M*6?WBFVOY8[__G,ML<_:^W?;K5^?G-,ON["CJ2M(9>B$>E+$4TJ(O$[?
MR.5J%FDMQS)(=)K'35ERN22^*%V4B.A"X%$F?DA$O8Z_MZD5;I:->D^%5NJ1IP.C<(?XJQ)1.!V11]Y2$1IFWAS M8: MX;2GZ;YHLF15D/M4;!3GLLFZ98&Z($]ED"4412QY-)NEY:
(KXQ94+C.T M%+H03P]1S8707EG'%KE-LTQF1&I+0'2*7-LGK>5Q;=7Z2CP0'H_)HDO"9S,>MMS)IEN)K*Y_U254_RI[[5B8?HT?B6)L2V^\H4!,<2J-
0&D/1]#N*,L&G9A/\M_8J_+7("W'UB1I%G&B6 MBU/(R6O_8E.9#:0&4%D)I%$IC*)HN:.793\U6[X="-')D>^!!UO"B.31? M=*U&V0CJE334M(?2O(XVW>A<&,'"QJ MZ)"
/<7MWN1RNAK@/^D5,G08)060FD42F,HFBYD-0S -1O9IE;)X&D.YEB# M%0X='@"E^5!: *6%4!]%TAB*IJM=690N=C%;%VHO0FD>E.9#:0&4%D)I%$IC
M*)HN:&4ONN8IOZU^ATYS,#,'JQKJ,4)I/I060&DAE$:A-.;NSKO>FAZBZU6Y MA^X>]S!%3',P!QDL8*BC"*7Y4%H I850&H726$>U$=75TL M>'G';WB65226JR5.;:"85;
[Z[MTCJR1$'!=%XOVXYQ'"2_E#N+W65'4 M3U]D@/NB_-9F^^I_4$L#!!0 (R0!UE^5'O090, &H1 9 >&PO M=V]R:W-H965TY:,.E=K&==I/X\=A.EA24&JE;IGUI_;K'YUZ?
Y,@9;;BXD4L MA6[3A,FQMU1]Z=>S[,EQ"2F6+KX#IF3D7*56Z*Q:^7 F@D0U*$Y\$0<]/:]NX'KN+%4ID!?S):T05<@_]ZF@K= M\TN4*$Z!R9@S)&
^]D[P\2D)3(!=\2V&C=QJ(Y/*C/,;TI[F(QEY@&$$"H3(0 M5/^MX2TDB4'2/'X5H%ZYIPG<;M^CG]OD=3(S*N%M3[!'D5J.O8&'(IC3+%%7 M?/,>BH2Z!B_DB;2 .%.L#3P49E+QM C6#-
*8Y?_TMBC$5H#&J0\0"QO/.- M+,LSJNAD)/@&";-:HYF&3=5&:W(Q,Z=RK82>C76^TFP,IA\6.Y_F M.Y,=._?0)6=J*=$[%D'T=[ROLRA3(?>IG!(GX(>,M5 [.$0D(!T'7KLL3=OB
M=7;@%3E?0\A9=*1KP46L[G2?Z989S@1$11V.4)0!.H>9R$P9-8,A^HUL<2^8 M5"+30E:'6[4]1%/0B!'ZS*"N=DYJE$]EBL:PMC3SZ($L09O\O(%[@5O'(EW MRL0[%KWMTD0];?
3CHUZ,+A2D\F<=[TX#O+LE[Z[SP%R\K91MT4,I=\W=>1S M^*&%-Z^S]02W@DYWY*]K6/5*5KUG(*,O&UZ7D9/:GL?1+Q/O-R:C?@.\!R7O M0;,R&M3)B) =.AJ6M(;/0$/*G;'31!]!
M3#D^)O\876\PV"&IRH&QVX*?1E([7D]N;ON>2^7SN-&PO=V]R:W-H965T>`G]QG8 '#T7>%V!BMQT+"LP"YR5QFQ2M=W3V80<>)Z5<$\1.Q0%IO_-
M(2?'J6$;+PT/V7;'98,YF^SQ%AZ!?]W?4W%GMBSKK("29:1$%#93X\X>)[8C M_56//S,XLI-K)%]E1<@W>?/+>FI8($('B& 4X#8*-\' MX!D%43 <_;[*LRV6J3-
T@QY%):\/.2"R0*6JF39CF]=C<]X8FXN^D)+O&%J6:U@/X&,U/E#@3>%3 M:Y;S8M;<41+^>BAOD6M]1HJE> /C65P.=X=>YWWJR_>)VIX#*F VT/PCI=N
M6WANQ>=>7W@HSEB:$W:@@/Z^6S%.Q?SSSU#]U!+>L(23+-9)MM1)EF@BZX3NM:%[*O8F=/H:.CF90C!'HLB@6 %] MH]#]T)42UX:NDRRNR8**3"[I3[-H%#I.,#&?
3N/4J9EH(NO$Z;=Q^LHX3Q< MS,3'R> L/5>27!N83K*X)O-/ K-'([\>]0+3J9EH(NL$%K2!!1<'EI7I@=+A MQ)0LUR:FDRP.SA.SPEY<.@43362=N,
(VKO#BN,3$R?/AM)0DUZ:EDRP.S]*Z M\2W;B7]!Z=1,-)%U HO:P"+U^I:F*\ ME^.$@=7M%4=G!OMAX/H]?\^Y/,<.O6ZO1/EJ_].X46O<2&G<8H?++Z3LE$$UDG+]MZW3=:[_]4$]L-
4.U6Y@U_ M9RJW_2CR>M/Y0CV0:X.Z5':I53;1Q=9-5A*?&ZZ;?%7!%5"M"ZV.= M2V*RS_P*HS#P^R$I\.\Z2+1!5;1I&$[G2;#'T(_L5K3KO?/JO:/VGI3;&PZT
MN,YWYVPTMA595M1?*-3J5SM_H>Q2JVPR(!O9H\#S>^:;)R==!=!M=2;)4$H. M):_/'MK6]MSSKCKMZI7/[?'"'FB/[?&R/M5\I:\/6;]@NLW$W);#1DA9MZ&H M3EJ?
6]8WG.RK<[85X9P4U>4.\!JH["">;PCA+S=2H#T]GGT'4$L#!!0 (M R0!UF"CKC$B0(-8& 9 >&PO=V]R:W-H965TPCZ?[]SH:R M9$VSUR_@EWL>/\^=.
<8;;>YM"8#LH9+*3H(2L3X/0YN74%[JFM0M+/4IN)(M4[,*;6V %QY4R3".HE%8<:&";.S7;DPVU@U*H>#&,-M4%3??+D'JS208!(\+ M<[$]T2V$V;CF*[@%O*MO#,W"GJ40%2@KM&
(&EI/@8G ^';IX'_!9P.9NC9ES MLM#ZWDVNBTD0.4$@(4?'P.FUABE(Z8A(QM>,.^B/=,#M\2/[E?=.7A;LXNB$&[.);M6[9UQR3^> 7(A[2L*N;N= ML>.C5^R("<4^E;JQ7!5V'"*I$>:?
DLE42/Z/D?:-.61*=L#B*TSWPZ6'X M#'*"#SP\V86'E),^,7&?F-CSI<_PS<&B$3E"P7)NRWU^6H*1)W!?RSH;1&DR M.AN'ZVW=^\+B9!3W83OZDEY?
PR2@WF#!K"'(7KX8C**W^RKSG\AV\I#V>4C_M4XMP7"W3FD4 M_52G@^?\I8MA[V+"Q6?0=02P,$% @ #) '67TNM5X[@ , 4 M !D !X;"]W;W)K&ULM53;BMLP$/T5X4)IH;N^
M9MNFMF&3;6E@%*FEX?2!\6>Q&)U<24EV?3K.Y(=DT*2AT)?[!EISM$YDD;Y M3NDGTP!8\BRX-$706-N.P]!4#0AJKE4+$F=62@MJ,=7KT+0::.U!@H=)%-V$ M@C(9E+D?
F^LR5QO+F82Y)F8C!-7["7"U*X(X. P\LG5CW4!8YBU=PP+LUW:N M,0L'EIH)D(8I232LBN V'D\R5^\+OC'8F:.8."=+I9Y<,JN+('*"@$-E'0/% MWQ:FP+DC0AF_>LY@6-(!C^,#^R?
O':TLJ8&IXM]9;9LB>]>0&E9TP^VCVGV& MWL_(\56*&_\EN[XV"DBU8;):'HP*!)=GS[W^W $2,X!DAZ0>-W=0E[E';6T MS+7:$>VJD:3)7 >V"HW\HK'4'EC)N7N>A17%NB;#JA4PZ
M(PEGC4[PXIL,;E74KD13K7(6/3T@J* %O @-Y"4+Y\$=]$'RZ(30>QJ6=/__4LR(FS^'&/ M+&1F09B?IPRE_\%0-AC*+N[^V0M$-[91FOW&<:O(6E-I3VGOV$>>W;TNVS).
MLO1]%H_R<'NL*SQJ />6/%"]9KAS'%8(C:I?(H?N^K-+K&I]3RR5Q0[S88-/ M&FA7@/,KI>PA<6TV/)+E'U!+ P04 " ,D =9^6I\,NP" "Y!P &0 M 'AL+W=OF=]9<9$3IJ=BX,A=
(8NN44=?W0,#E-2,J< M<&S7%B(<\+1E.%"@"RRC(B7&5*^FSAMY![PGVX291;<<)R3#2Y1/>0+H6=N MA1*G&3*9<@8"UQ-GVA[-AL;>&OQ(<2>/OF B67'^:"8W\
<3QC""D&"F#0/1O MBW.DU !I&4][3*>B-([XP/Z%QN[CF5%),XY_9G&*IDX P=B7).'JGN^^XK[M>'H&+^)4VB_L]K:> U$A%<_VSEI!EK+R3Y[W>3ART#CU#O[>P;>Z2R*K\HHH
M$HX%WX$PUAK-#&RHUEN+2YDYE*42>C?5?BJ\SG+*7Q!AA@S7J9*PH(1)("R& M94($MF8ZYACF/-/W0!*;RA8L]>6("XK_US"-GHI4IG9GB5L4A$6H':0&.[[" M15(J+[1/1?
5JU(*'Y16\D)I9CEVE8S,*W6@?QZR,PS\11P!W MG*E$PC6+,?[;W]4YJ1+C'Q(S\QL!OQ7L$CK>)_]O]N UZD2W;%XG1-X35GZ M=:N-
X49A)G_7A5XB=-N1S;,=R9Q$.'TNY0HMNB$'S^T ^]S@^YNI;O;A!Z^ M:B51) I"@ZP@BS%0KHM&V".G6J2]S XIK:L I*?]@;N]L:-;U*3:]1S?2@ M(8YM*FMO2@G1.R+V
R_PZIF#BCEH9-Z_#\C)BZY)]I8X>$/<\GO=8:>>N5\Q M]!]_ OIZXHGK66KIO]$2# *_7LF@4C)H5'*+4HY@7BA,P Y%V5A_0\U@QHU
M[1,G,JS4#)O5<+9I*139NY0,W]S*WK]9<8_*:89B8YN&A(@73)65M5JM^M*T M+,>OYF53NR-BD^IR2G&M7;W+ODZ!*!M%.5$\M\5YQ94N]7:8Z-Z*PACH_37G MZC Q!%6W#O\
4$L#!!0 (R0!UGXH<;SLP0 .X2 9 >&PO=V]R M:W-H965T&>BWNY M!E#H6Y8R.7+62FVN7%=&:\BH|/ -,#VRY"*C2C?%RI4; 32V0EGJ$L\+W8PF
MS!D/;=],F6:V5Z7#'PPU=P0+4[68N M=,LMM<1)!DPFG"$!RY$SP5 81I! I MHX+JOQW,($V-)HWCKT*I4]HT@L??!^T?K//:F3LJ8<;3/Y-8K4=.WT$Q+.DV M53=_QL4#G6-
OHBGTOZB?3'7.YLBL6^^HHN.AX'LDS&RMS7S8V%AI[4W"S#(NE-"CB993X_?9 M)N4/ &@*#):)DFB>4B8193%:K*F RZD.4HQF/-.9(ZF-_25:Z'2*MRD@OD0W
MJ0$=KTR5BM=AP2R;C+0Z@';>Q.8^O)@>3>ESZ;9]937-.SAZ3D)\+T; MT9-&],3SI:_P58*T"#O5FLD-TK&R,#O"]=^2';UY>F ZAZ^?B1(^62S,7VUR M5/$I['=53(T.Y;A.*"
[P]#>8S!Y_R[N1;=MXKP1V9E4:2-5>HE]Z:ZW_22)^IUN'("_8G?_'*$KW&;@HL6\C3J[;UG\K-\.DT^G8O1 MIEFF2]K.SYP]<,$M;R_GBR3_=?
>B.PLWVZ3;=_+O7N6TKU1F1G4O4:J7H_ M7>J]|ZHQ[2=Q_[S0%Q?Y?W+U_>"%8=":D_ C1N8*I<0\$W;[8W+YP!6G_BM;N M9NCZA[)&^Y6]P8.2&7 LDR5TMGH#0%F0-
2GY0C,U80!+N'\N]NT&21+=/!TH\ M'R@_$]\"59D+,%U0+UQOSGVK\,(^[0\7_3;[H&Z9PF?ZJM_Z@^D-IW=8X)I"13=!VGM= M]3#5P*]=2}4?E*4>P7]NJ>U#[1QH?JV4?1JX $TC.?
D'4$L#!!0 (R0 M!UEX^VNK4 ,#T* 9 >&PO=V]R:W-H965T[;K,Z2T MBBUIC46S+S9%S3G#.PD40=\YS*AP5DXC1U M>L[CQ"T[I-L,N+-)00^P!?
VEV$A\\.EI!EA@B7\6_%Z=0I#?!_,C^WFI' M+3NJ8"FRKRS1Z=09.B2!/3UF^E:5#V< Y.D&^!7 ;P*")P#]"M! ;H: @ @3/S1!6 "O=+;5;XU94T]E$ MBA.1)AK9S,"Z;]'H%^-FGVRUQ+<,
<7]VSHM,/ "0!7#8,ZW(Q]-<$X[LL7]FAPS(&)/;B$6\!{^PI!.A#K>S.&M^3O;OW7 M*]"49>H-$GW9KLCK5V_(*\(X^9R*H\+,:N]JU&96Z,:5CD6IPW]"1Y]\%%RG MBJQY DD'?
G4=`UW!N^AI;:S_:.S"OTKXYY'?D+[WEOB>'W2L9_E\>+I+SL]E M7__O[!=Fl.M=UK=_2?XSG?2ACY@G]%D+B7E![#CO^<[I24VC7^Z*E]R!]W<
MII&.54%CF#K8*17(.W!FO_[2B[S?NFQ_2;+52Y*M7XCLHD!!7:#@&GM5H)TM M4'S^X<9"Z<[/L>2++)\)YC.YFP2C$K79W;G8[:.B/>I=!JW;0*(Q&ET'K=E O M#(9^'76A.JQ5AU=5?
P"EQF2>BR/'QA?3@FF:V4:F!1$LLUWP0!4)[,4C/H MM*),$IZMS>]%32O:0?TP\!M6M(,"SP\;5K2#HL$H['8BJIV(KCKQ6:!RHI[M!5"V[RQ4:LP_F#D-
<2W@X)!T"CQJ24AD'#QG4[:!@-!PWQ[MEYF(,\V(L(M%MC4N6Q:]6QIUYG;([XQO^B-E[V.^!7>CQKOA,:SW0Y3O-^!- 'X?B^$?GPP">H;X^P[4$L#!!0 (M R0!UF%23Z:7 0 'L5 9
>&PO=V]R:W-H965T H,*L7L.7OG$_2.;]:MI1]X6L @9ZSE/"QL19B9QEF+S>0 MTNW8L(W7@H=DM19%@3D9;? *'D%\WMPS^68V+'&2 >$))8C!ZQ&?HUH']L!]\&>,<"
M_!K@'PNXK &7I5A5IY;2!%C@R8C1+6)%M&0K'DI]2[14)"&%%1\%DU\3B1.3 M6Q+1#- G_ P4$/!I M37..Z,H"7_-20^YU@5R+*??49_I\7"WJSG?ESW\ONPS-?P.LQZR^F]FGZOA
40R MN]V5O26%V[C2+?GZ:E<*_(P60&"9"'0&SW+ZY7#>Y;2*S2_9BLGW:3(WH\+#*'?H>W8[:J9L8['&7$-CF!LR6$ WL" M8_+3#[9Q_=PE@":REAS]1HZ^4HYPN81RR2@585A
EPAJCK-!S[=^[%)O6@&' M.[UI]5S7VU.F*\H>]/>4>:<2OM.SNVLQ4R)/54L364LMKU'+4S;R<^^QAV80 M Y.S.!=8Y(*RES=EJ\ALN]6QSIZ7IT=%!4=%A4=%S92-/%4/360M/?
Q&#U^I MAYP/N$TKY94G,I=("91IR9*PA/;/M5)%N@D"_V#:=3K#RUKSP@Z M4\XUD;6,<-D8X5)IA#_$&ACZG9(H9PR(0+\E>)&D&?66()T25PNN:G:*
(/#38L[=/<'TE29\%0+')/LU++EVK!1;;A4[<\<,U$,E_=C>^4W]M74[B@/[*NPN@?\1E]=2]YAMDH(1RDL92JK=8UM:RZZ:M>!-V4%TT++*@3-RLV+9(=SI$8LCVF
MZLN&\1Q)5>1;6^PY1FD9E&>V"V%HYXA0:S8IZQIX;,(*F1&*'S@019XC_G,. M,W;<6HYUJOA*MCNI*^S99(^V>(7EX_Z!]Y++L*0DQU001@"FZEU]PM':@#
M2L2?!![%ZQUH*6O&?NC"IW1J0=TCG.%$;@JD'@>\P%FFF50__JE)K:9-'=A^_M/[%_+,4K,6LD\()EWTDJ=U-K9($4;U"1R;_L^!NN!06:+V&9*/_!L<9"'R2% MD"RO@U4/T?3(AWX %S
ML-HAC$_K*K4 6P#%BS?%Q*5(ZN*WMGFES;V@ MS0.?&94[9QTB:DA/KX>'UZ)MY7/C=GNR>RY>Y7P]X(.@0?? Q>ZOJ$_BY>'
M>R8Y_Z_UY2^WWC'#:S+/*_F\"WQ+O"FA6]%*E[_NUT)RM7;\;1KLBLXWT^D% M]4[L48*GEEHQ!>8';,W>OG%"^,'D|&N2Q:I)MGPELLZ8^,V8^-?89U_4SD3J
MN9SIN6P:AXHB+"GT/G28.:XW6%4=1%Q>>H@0,A#$9=W-+ !KW M>Z;KR T:N<%5N=_+;42M7^B N=H6@5*>JS6N7HW4OBJD6GI4EH*W;T:NXWI0 MFQ))3*Y4+07M'HZ\
(/1HMAA@;N!I8<\7 RQRIN-NS;VF .4$PAF9;PL:6*HM W:JNMF^-QNUG^LE7^"DX$02;%R&0X.HW@@NSC&NU\N9^I?N)Z>X+/$'5'DF=5&
MC=KHM9,@K;8|DQ61*0W"L=MSPP!S@S#L3P\#S)0&!I@3>N$%8T:-,:.KQLPO-MI7H5%K6':0@CV/GUEP-3C-,?_W/0 Z#<4]MA1HUJ,9FJ>-&ZOB_,]X\H.-? M$&N*.1-[#C*)-5&-

+JAUX/.A#U[5>T\E&:2G:;YG$JL*E&4_1&B0.L,MV8\ MP$|)5J@3$-APEI^2OSM-C()Z6@=\3N#"A0K\W[V,#RG7"OEDF+]JE?.66 MW3HMYYAORVN*4'H**JOC2U/;7(7NRPM KW[NW"T<0WVLKT[EZ?R9OKIW?49\ M2Z@ &=ZHIN P4EWEU56F*DBV+_J:R;5R;]\W:GK'^8:H+YOF!JKNJ ;,"Z4 MLW\!4$L#!!0 (R0!UD^C1U_#04 !HA 9 >&PO=V]R:W-H965T M$2^IB<'RK[S#8! SVF2 M\;FS$6)[Z;H\VD"*>8]N(9.?K"A+L9"7;.WR+0,-W)33#)G-LGO MW;/9A.Y$0C*X9XCOTA2SESDD]#!U?.?UQ@-9;X2ZXI4@;1LOLD4\]H(9C\E,@X M,7N ! N(T3UFX@7]lR7#&^ 1D*O◆UAYS^:!^[K(?ZWIOAH3D\A$B& M^WEXW!":?O7D^KE>O^N30X^?95%T*R#E3RWMG!>Z@W9=]:*YY%LQLSFV*A)3&- YZ#B.3"ISQ9J!".Z0A%-4TE1IE[TO0V?4:8K MOD+,+QZR>DGO9_U!;SAQ]TTNEJK4N PK+D,S%XAH)H<9(Y01.=(6D,DS>8AV M3 Z_+U1 6W+/C:I=,=D4"RV):31'%6XGV[6QRJYT+ (EI=,85G;$Y M=Q.2HAN8WK& M8?A*=)L391 !V>-E FT,S5)=(99]S7P_2O;05H4ZF\;ZVS>RN/5,^-,E:F0P^KI:D;@=FK&.SM!LJH6VU'2^0P$W[M)WRSH9A#!C)AB73/ M7P^9S.E_T!Q+1WR-MT3(FY_O6U%9M1=6U4);:CK0VHCXPU.ELE48E4MM*6F M0ZW]B&!T8'_4PZ?PH\$M1\)S'!DXC=^B;K#L2&QJA8@4,K';-0 M5SI6U4);:CK$VK@$_HER-[#J5]RJA;;4=*BU6PF,"_=.3MDLU1ECH39N?C/6 MZQ_E;4NA86,1KW>Z=A.!V4U\H1G3!M/C':1+8$_YBCF+]$S1Y8YQW$K!ZFZ& M5;70EIK.M38@P>!4&6K5A%A5"VVIZ5!K$Q*8MT.NXCWAE+V@U1LSQO"G% EZ MYT<^UUQ'9R)6'83;V$Q.@:WS37F.(N7MBWWEZFZU\7^5;W>[=?'B5P-WF*U) MQE$"*QG]I M5NO=A>^K=_L%50.Q V[NK(4LJ#:GZ+U<^,@V6VTO^(O9CF[@ ?2GW;TT9WY+R5@! M7#'!B83UW+L,+Y+PW 94+?YBL%=`Q\0^CBUZNWX?&O:D!L-A?JG MS"\;..H'V@QXH78TA;EG4IP"^03>XN>?PDGP6Y_6F+ 8$Y8@P3JNC%171BIZ MXIX^UW/73$UR"QLS34UNUSE45_M,J7G3BF=_19X6X6A@7I"G8[&=G9XJ-B8L M08)UQ!ZW8H^=8E]1_DB6$DQ&)-;@TF+,:$)6??9>/A^2!LLW%\FDK^=0I^363!?E34JYV M0NIZO?:-F&4UI%1\OD.BA7(W@GA!)^J.B8LQH0E2+"..^>M.^?8;>HFM*QU[!79"3E99DQ:C$I+L&A=.Z*#'1%V M2FJ(6-Y@TF)46H)%ZWISJ+I#9_FX>"@EF"IC! [+Z\6G0%;"9~IX&=&5K4(V= M'&65:?"JRG-W?,+1J+$V4UP\TK^Z&L#O^CKOXN0YDEU$.Y4O"E-)4U29Z@?]WJ MYIX\,5 ,+<51;@D7K.G2HQ<,O>M)"K<)1;3$]+ <&B=;TY5.*ALZ3\\:2%6I"C MTN*&=IQ0A]U\FF!UV%?]4&F'[E*[4?W**-TK+FI)C4J+46D)%JWKPZ\#]?H MF0FU\$:EQ:BT!(O6}>90?(?.*O+',Q-J#8Y*BU%I24,[SG/A. A>_27E'^TX M%B WU5:O(JG].Z_>?&ROMMO)E]4FJG]H7N]%WU&Y85R1'-8F-!B&ULK5?; MCMLV$/T50@V*!/"N;I;6WMH&;&^+;K%I%W'2/A1]H*6Q140B'9):)W_?H23+ M%W&%!/"++5(SA>>0PQG-9"_D9Y4\:/*UR+F:.IG6NWO754DE&!56W8@<!H53D;N!\Y\5N01EW9I-JIEG.)J+4.>/P+(+DJBX+*;PO(O7[] M^,YAX@:/9ML\N+/)CFYA!?K3]EGBR&U14E8 5TQP(F$S=»;^_=*/C$-E\3>#_MO3IY)D;*6HC/9O"83AW/,((<$FT@*/Z]P!+RW" ACR\-J-.N:1Q/GP_HOU7B-M4R*--:*9AVIO M*FI4P[@YQI66^):AGYXM15$PC>>B%;$\)4O!->-;X D#16[(JCY>(C;D 1)C M, X0+8_J,D5^Y#'@ 7-([=_>"P^XN@%_&/DM^2T!N0P N&-D+] M[KB%Z,Y7!F$/G;_-AK#""U_!>Q)*743 OT]H0QXU%.H_VXI7@$,]H,E!]VI' M$Y@ZF&04E!=P9C__Y,?>+S:U5P([TSYLM0_[T&=-I {(&K:,5Q&),;\#R80M M5!8U6ERAF5SY,O.C*,9#?#E5U+6*AD$\;JW.]$8MU:B7ZCO-674W;+QJU^AD MQ3#R_ M:7:,@CNVDXI94W$O]I,I2A57!>L,6<6=E/PSB"WI=(\].[]XE=]=+ M;IE1C&AE\@@E@N=0Y5&K81&W76 MO G#8'3!S&(5>=%H:*6)TS7*\)6"O$[U8/YJVKH5VKORD@OO7SMH-XK7T7PGM M7'!PU!_TGOP3*'7?GOQ.2).$K*J#3NA%T?#R%EFL*]DH#\8VGU>ZM7$Y]_ M"IV\9XA>M,)>"^U<_+&V^L.KAVAON?YA_5="],]=_+-A^?\6^T/!M0.9)(DN: M#TXB8D ^"DUSZV9$W:^-T(LNK[K-+ @Z!<]:1<*D-NJBU+XX5YR77<.[6S; MJW.0FL>;8P7;:\>^YMM/03FEA$B^)O\ZY!]P;GR1;J1YU!6#(M4\V%G@>5,Y:< MU2 TDX(H*,;!8G*YFMGS[L W!EN]-R96R5K*1SYNSN?!V'8$'#)C&2B^-K " MSBT!IO&SXPSZD!:X/]ZQ?W+:4(G@.0!TQ[O!XB=4)~9 MDW5%#4T3);=$V=/(9@>N-@Z--IBH^M5P!W"G<9XDQZ#R7VQ)!KX;\ (6]IW9)'G MS XI/]AX02.58:(D M#X\N-@H_V!]#U?)LTV$V>XDO=4,SF =X2S6H#03IZU>3_&'(:G_B>Q ^+07 M/CW%GGYIZS4H(@N"'].HDZY],?20\)- L+Q7NR6:.S#K7)HV2<#.@9M:KF9U4 MLVNCVK7QC A)J-;HK&SO3CP8U0(I*- 'YWA M!@ $B4 !D !X;"]W;W)K&ULQ5I;;]LV%/XK MA%<4+;#$(G5W$P.);54>VK5(VNVAV(- BT;9627!)*DZ _?B1LB9)$JW8G;J^ M)!;UG8_G0H#8_-B2^A7ML:8@XZ&K(-Q4&8"R7Q$&F:-4R"!V,+_*QCW1\03(>1RG^2 :+DB2@C]#@:(Y.*9 C M_HCPENU!M*4.T*^RH=Y>#G0I$8XQ@LN*0+Q[OY/SBEP=_&O!@?$')%E")%FSR0[Z"MP77&!_-C MX$GPU13S((K9:R'V^?8*7XUX#5Z * 6?UB1C01JRBR$7BLKIAHM"J;M#?B@<5'H)/7EI@CH)?\O2R&H!,LH &5WLXQM\ MC],,,[^D) &S!XYI&L1@DF<33)4;!NF6S:" M6AWFM6&N[6JN78?Y;9CE""]837SS=)\L]/\V;T>,XZ%BZX6"Y*E'(= +&&9X*1,P? >\S1I9_)3@%S3_$SP[0: MOE* D 91PU4*E&,V">JW4:.A0[6?K-)/5]>?/FPP#?+]6^QHV+<HY#AUO_9) MYO5)YO=$5@N%?"_H$)U>XS0'V2>7V2^3V1U0+DE %R>D^HCF+'*A)J&Z9. MJ&V8.J&V857U2W-=W]V0G6/2:@*D$BHL.$J!4J14!4H'>[-6',4U*K3M-;I MJJOP;[$HA/&SZ_FGZ97RZ*NU0VY8IM$H#%,%#ID0F8T5Y*EPEF9IFM&P6($S M3--T#E01N-=!P$Z;GI+7[$%TX&'$,[$!E89WTIR;]7IE\PJV6E T1]=ATXEM MG"$.Y= YX$14.1&=6(S!/^#SAG&*@T3IS4Z^D[W9)YO7*YO?%UL],E6W W]D MNP-[!7=Z9?- Z9?/[8JN'}>IY8/I-3T'Y;)%6X)156H%3EFD%KJM.PZKS@3^] M!8%'!3X*%)!?M3=I: RC6:E5]#VBV#=4U?O !N;GV,*M75DH6]CD*E;L%6H MVS@!LD\WKEFJI-@>Z/K-2= M3=#)8>]3S>N5S>^+K?Y5>M4CH>X>Z3LJ]?4SE%^@,J2HW?(TJLOT>8CW/,3O MA-3=5+55J+NM^A]J.6IW,RW_M"%G".J-YG+VC"WJ^!@JC6?5WJ+N_.^*\43!87=%H0\Z0;FG- :'3KH,*XX]TUP_0W,H@?3:O?7*YA5L^VL!VB9TF^%]PY"N_MF?:!]"3[K?!(U7R@[N9#^!!\$FEG,KDM?QV.F$A@BS@+QCC>8MD&S 0I "+XK"25?WNZ3?H@!Q@/*S; ,VZX!AF1C) MI!\4D88YJ]2*(Q"D!(.5CB5("P0CX 6-:DUN=0.VF!8)9!?SXAX)++N%E,_M%B0-LX7B, JHE)(X5U]3O+4+.R0 M>7QWF-Q&0C@2E(S31[1E@DUA5Y2IPXIZ;)*1R$KO2G+0, !3H. [6&B1,<") MT\=*6O!,K@G5+X 6)A $JF:+"1B^,J:-+>CG)%& M["L(&,L2')ZK=O9P[XZ"#&1^P86!O&SMOHDO1\M+--?YU9'&^ 2.9E Q[L'1 M7#4^1:.9BL=#H[>]<1^-YJKQ*V2,? &0HWYCB37ZG9%B9MKLM]#Z0:Y8)!RZ% MF=JY+?80W5W V3UPLLEO9XA%(XX_^<&PO=V]R:W-H965T+?>DUW;T/Q7U@)-KB M59:\(I74B_WQ-Z1DR9;'BM-5@:*QJ>'#>>- P9DQ=/F;Y%Q4+HS+-\R35\S1?G:I4+'ME)R^2<.4YPON0R'5Q=VK$/ M^=5E5NA$IN)#3E2Q7/)\?2V2[/'-@ XV Q_E(M9FX/SJ1^]&3B&(Y&(M4!L(#G\>Q(U($H,$?/Q9@0[J-WXE*(- _@A5FBI/_DL:)U!B0LE,ZG36@8"G3\B__6BEB:P)U#TQ@ MU036GN ?F.!6$]SV!._!^:.X!W+DE]-(JE*:@F!,>R*PF#(IE.51-&%GK MEN:PMIQPS:\N\^R1Y(8:T,P'ZQ!V- IA0IL9WW0.3R7,TU=W8@&>]G[M-P' MQI].R1ULD:A(;GFY*,(LS24B2P?PLC;Z'_F(C([?7[3Y.W1&=$QX+<9,L5 M3I?_4O I55DB(VZ(/F6;)XJ\G C-9:). /[WNPEY^>*$O" R)9_BK% \C=3E MN0:!#%OG8<7\30@_D^.GNY@X_VSUV3>OOJ,,MW8MU^*Y3[C61[*"C>#"!D*Y$_B,'5CS_0P'F-J;U/L&F? M8+.>P'8,Y-4&\KK0KV8B%3E/"&P^PB, (+E+IG)NSA(BO<#@]0<1FYQ PLICD9 M'ZY.O1'SAI?G#[LJ1\A#"$;N8RZN+A!+6[0*>Y$ M@!>%92[!2?*A%E F$<8&DVZ5_V&::&8)\CYH^=,6H]#:<&CP7@X]EJ*0.B\ MH3?T_98F$#]7+BD=X]H8UJH8/J&*7#Z4OC[G,B[PPUVD[D(4T"'+P--]]M.1-PR,6PZ%4/F^U!HU M,X1]%(P.["7J-$FDTZT&*+)D"F*+C5_=*SC]O690\Z\"S^^MZ#]! MR)CC!VT= (&2GE,'V:ZL!(0SM9)IVZN&WE3_'**0Z5?*#"]T)\MQ] MU"O:M%>T65]HN^9@C3G8=\Q *_"^S-0GVK17M%E?.+MF:NH$VIGE7K7J2=06 M[MZ&=;W]]'+T+'?,K:6<44H0N? [_H@>B!1-ZDV[<^_&-:OJ MVCBG<47R^1>OO!Z*+#L7\@D#IU M#.TN9(XI82E2;6 U+:$]"%+$8'5;%8G0=92QM"AC:7<\DT*6(K4"6LEBA&@I MBQ&BM2OZ&+1R$KOZG+0, !3H.[6&B1,<") MT\=*6O!,K@G5+X 6)A $JF:+"1B^,J:-+>CG)%& M["L(&,L2')ZK=O9P[XZ"#&1^P86!O&SMOHDO1\M+--?YU9'&^ 2.9E Q[L'1 M7#4^1:.9BL=#H[>]<1^-YJKQ*V2,? &0HWYCB37ZG9%B9MKLM]#Z0:Y8)!RZ% MF=JY+?80W5W V3UPLLEO9XA%(XX_^<&PO=V]R:W-H965T+?>DUW;T/Q7U@)-KB M59:\(I74B_WQ-Z1DR9;'BM-5@:*QJ>'#>>- P9DQ=/F;Y%Q4+HS+-\R35\S1?G:I4+'ME)R^2<.4YPON0R'5Q=VK$/ M^=5E5NA$IN)#3E2Q7/)\?2V2[/'-@ XV Q_E(M9FX/SJ1^]&3B&(Y&(M4!L(#G\>Q(U($H,$?/Q9@0[J-WXE*(- _@A5FBI/_DL:)U!B0LE,ZG36@8"G3\B__6BEB:P)U#TQ@ MU036GN ?F.!6$]SV!._!^:.X!W+DE]-(JE*:@F!,>R*PF#(IE.51-&%GK MEN:PMIQPS:\N\^R1Y(8:T,P'ZQ!V- IA0IL9WW0.3R7,TU=W8@&>]G[M-P' MQI].R1ULD:A(;GFY*,(LS24B2P?PLC;Z'_F(C([?7[3Y.W1&=$QX+<9,L5 M3I?_4O I55DB(VZ(/F6;)XJ\G C-9:). /[WNPEY^>*$O" R)9_BK% \C=3E MN0:!#%OG8<7\30@_D^.GNY@X_VSUV3>OOJ,,MW8MU^*Y3[C61[*"C>#"!D*Y$_B,'5CS_0P'F-J;U/L&F? M8+.>P'8,Y-4&\KK0KV8B%3E/"&P^PB, (+E+IG)NSA(BO<#@]0<1FYQ PLICD9 M'ZY.O1'SAI?G#[LJ1\A#"$;N8RZN+A!+6[0*>Y$ M@!>%92[!2?*A%E F$<8&DVZ5_V&::&8)\CYH^=,6H]#:<&CP7@X]EJ*0.B\ MH3?T_98F$#]7+BD=X]H8UJH8/J&*7#Z4OC[G,B[PPUVD[D(4T"'+P--]]M.1-PR,6PZ%4/F^U!HU M,X1]%(P.["7J-$FDTZT&*+)D"F*+C5_=*SC]O690\Z\"S^^MZ#]! MR)CC!VT= (&2GE,'V:ZL!(0SM9)IVZN&WE3_'**0Z5?*#"]T)\MQ] MU"O:M%>T65]HN^9@C3G8=\Q *_"^S-0GVK17M%E?.+MF:NH$VIGE7K7J2=06 M[MZ&=;W]]'+T+'?,K:6<44H0N? [_H@>B!1-ZDV[<^_&-:OJ MVCBG<47R^1>OO!Z*+#L7\@D#IU M#.TN9(XI82E2;6 U+:$]"%+$8'5;%8G0=92QM"AC:7<\DT*6(K4"6LEBA&@I MBQ&BM2OZ&+1R$KOG6+&(R3V<%. P69+ YGQ,X8DJH16,),]EY? 9E>PY.!!UGT5;@*DUC MC@8>,3=G&+X47G:WL:R;@'#I, MVH^QX+")# $\GV<0LZLO9H'Z];RK_P-02P,$% @ #) '655;VY75!0 M;2T !D !X;"]W;W)K&ULM9I= <+4B(QWRAW8"^$(TVPREN(>R7QK0\L7"O6+:*-7E.8'REQ+\V]DXO1DSE>F[!I=IMN# M+B_>#VANCL=P$W,DENB&+T2ZB.)H^Z=9&+!"- UYV!!/W/%]1[QG MA*W4Q4_J3K$3^.LF/4%=_WN$?=QKV)_9Z\.]3<-Y6W;ZOI-;8G2K0ZU;\HO M\&ZO9O.FCJC\D9YIC*VX.<=TPD5EW>\,_GVFZ#O_]@D*"2,0,(H$,R2OE=) MWROHW.^]/N=WW B_X*A4N$E?)Z*MOI PLH6=[NC;'>SI M"Y31TG=0Z3MPZONSN5%%1[%0YJIO#FQB;@F5CO3&9&I2V@EKJS0DC SVE![V M1WM2 Z6TI!Y64@^=4O^Q85)S^9MH[^LF;9W1:;6%A!%(& 6"62485248"? B M.X(L$"2,0,(H$,PJ4.#79L=WGB477S:1BHIZJ*KW+X32C5[#W[M^#8/G)_W, MG;&MUB5MM]-@W-WK- %!);1EW/&/@E)$F62P>.4?5!,11/R>D[2$-2B.@~ I% ML\N!ZW+@ S:>$@Y5)D@: .51*)I=IMK^!F[_VZ[Y@+IB4!HI.5:3ZOO|O29U M",<;U)8W"T@=@HC4+1[$K5 MWC^+ ;8I_SWC> <\Q17A[WJFU?.O7)H#0"2J-0-+M2M:4.AH?L2Z"6 M&Y1&0&D4BF:7J;;=@=,TON79J9OZE*X=LK8 M[90;N]37'C*YF6WE!*414!J%HMG5]0TX#@[8F3"H.0>E$5 :A.+99;-.78Z MRK=TID)LO3S9>PXT<^=OK?U^SNY@[S:+0B6U1:UM-';;Z,;.-&6/8H.FW(@\ MF\W1U=7,K)RQ+-(L-M]2/C:*#&JR06DE:A.';-:B^.#_G^&8,:<5 : :51 M*)I=IMJ{8_=;Z.)}G2E(9B[SD3EQPDAE0ID%L31=*W\YUV>QL42@AR41D!I MM*39[P)?O-^]S35VF*MF5_C61UCNI*W+ OKV&I1&H6AV^6I3CP>\;"'@CAZ4 M1D!H%(IFEZEV|-C]EKS5(RPWJW55AJ]YA 6:DS;D;']$Y>U,'TU,6RGF[2JC MRR;5V^E]U=IJ;O!%,2/VV?II<#8+&M:3X(ON9_]6^.U$Y/=,KJ)4H9@O32K_M9&#ZJMS.[=W^T" (K)]^$EJ+I%A<&ULM5A1;]LV$/XKA%<4'=#4$F7)=NH8:)P.R[*L0=-N#\4>:/EL"Y5$ ME:3L!-B/WU%2)$NFV6937FR)NOOTW?'(^\39GHNO<@N@R'T2I_)BL%4J.Q\. M9;B%A,DW/(,4GZRY2C*6[$9RDP 6Q5.23RDCA,,$Q:E@_FL&+L5\QG/51RE M<"N(S).$B8=+B/G^8N .'@<^1NMT@/#^2QC&[@#1$F[%7@WK%%640*IC'A* M!*PO!N_<\P4-M$- A\6<$>WEP370H2\Z_ZIOKU<7 T8P@AE!I"(9_.UA'&LD MY/&M AW4[]2.A]>/Z+\4P6,P2R9AP>._HI7:7@PF [*"-QCLE\&F$?FI^!QN<%$6NT[(D=&K/ MR5<(>1I& <50.\#6.9%PHMHR!/+]\O\=:6D4J%R#)]RM0+(KES^C]^>Z*O'KQ M,WE!HI1\VO)M6?CR.Y]3 M:P6)_-N4NQ)[9,;6J_]<9BRBPN;PEB!X/YRY_M9N?^8Y+)[/A[C @@]EH'$R\ MVJQ^U%:^I^E:JU^D.I"HF#4O[;<\4@_D!M26KTCY#,!8Z"6LT'G09TW"%M-ML/I%)@Y!S7GP,KY"M8@I*Q(OAXT M[B(Q%T7O)O\;]E>-)2L2C%5 N-J"("'+(L5B @<;CBF(\1$]&DS=L=.)PF V MG03^Q!S'I{YC8HWC0P8Z"BSC:EE+\L_AKBG+41-O*_!35W)/8*T<3.L<3)]Q M0YOVF8:>P%H<)VFJ3K68C"U2&/_D; 5\ZC3UA=8.GS;ATV0+$&89\H*^N29Z@FM MG8)&@[C^$\.14]HH,53T4@;UZYM%EN6;D!K.9-&P/$PSO'301NP,.2Y MWM10!A4-6>L+'!0Y/LH =H_UC5AF^PLMEMA)!K5T)7N#23))+Z2U^SYLLXVA3%*5$%*15WO^4J MWI-C/IYW3-M@1IW1J8VED2ZN51)TI/UB<8=_"JLKPEJ11;% *?>34NY'-KE? MO:NMITV[I,'.LDW21H!0NP#Y(=%/CU6%5OU^AZ3)[*3LIXWTH';[<9W*7+ T M!"*P8'8@'D@F> A@/BJHT Y9=-?P<2EOG/B^XDV*H%;6^,.\#YZ>A4QNR1Y0 M&>DR*+]0%- *7F&]*EY=UD=VQRNPC:E MIF_3_]NW47A^SJ02P!*\,,1BK@]^0&ST%_9]%')C0+TV]K[0VCE]&CM$]S9. M>VWL?:&U4]$T=FIO[/_YH*7";1W\4-? I=AC>;&!XDM\P@7U=DAC6".F\&6/217GN7-XHGA5'-MMTNN%$^*RRVP%0AM@,_7G*O'&_V"^O1__B]02P,$% @ #) '67^R^ZDU-M-P ,PP !D !X;"]W;W)K&ULK9=K;]HP%(;_ MBI554R>MY,*EET$BD)U6:9504;,PDT0564;EGPFD8C-R?.>YXY:M$FTZ MW"'7D7,0=_E,XDMMW.)609<,<&)A.7(&?L74*[(@?##9JZYX8E(40#Z9Q M'8\7NE3M1:]_K_W MBB"H!,&^8/"*H%L)NA:TC,QB75)-PZ$4&R+-:'0S-W9MK!H&#?;.-<2GS+4 MZ7!>+!0\%L UN5KCRK(G9!S'S*PQ3H3#KD1O.B,;":,% M/>X(=MW-+\GQT2=R1!@G-RQ- 4:.&KL8@S51N5 4T+0,*7@DH\(RY3A2YXC'$ MNP8NTM6(P3/B)&AT'!>K#O&"SR3P@MZA@/XASR7*?2L?-(33K5>\;_VZ_[GB MY~=W'$&N-63J]X'P)J5=[[":=>SD!&"(S9@8@EX8*? 8#:25$-LWW7&5WAT-.#$&E_OQX+) ?TO%Z2< MY=S.8M+4.O0Z@8]N]XF;8SEG:3]FK3?2(H9!B*]"H&Y5OW"MN:7;V=>;#7N?E MR.]@G-489XT8^QMX"+1%:T0+9GMP0]7L.? MGM;S-LE;,MLA]IV7;[S7PGFM M3':,&";6O;3:/-5[4;;*%,\199R) C,*Y+"$J5>YO03ORPKU+*A16Z+O(706#+:VP2K>I!F #Y?"J&?&V:."<G]" M^!=02P,$% @ #) '6=$C0H-$ P K!0 T !X;"]S=`EL97,N>&UL MW5A=3]LP%/TKD1D32!-I&TB;T5;;*B%-VB8D>-@;0XF>.REE^/KYVF M'_A6C(?1+A7$OB?GW&/]NC'T*[T4[&[&F X6N9#5@,RT+C^'8369L9Q6%T7) MI$&R0N54FZZ:AE6I&$TK(.4B[+1:<9A3+LFP+^?Y3:ZK8+\,I7Z0;&,'M.B#M^)(3FY4I&Q 'LX^_IX7^OI#X.XGGTY.6@_GU[OQ,PNO4*T8L6 MKFLP3#*I^E? 0>94RXNRV\\G%]I!3IQBYYR&OF2@4M\>?<3HK2NRTO?8-KB6%=_M",-^5LAU/43$!8PRS5GP2,6 C*C@8\6!E=&F-)]L1OXH6MZSA5Z5TR+#/?>.T/._G>00U&26'I[$^AQVZ MR6.8R>ZI?;/O-1G6)Z&-X];68;N)!G"H'9"?<#P6ZZ3!>,Z%YK+NS7B:,OGB MS&7D-1V;/\6V],WS*\PO';L+"+O(C;W\",9QF!\\#,N#.< XCH7E^9_&TT/' MXS#,6\'+|%!.#^4XE0\9V0^6Q\)S.4?:9)$41QC,SH:>1V,I'F+8_CQIV'>_M@('E@4Q_-]'X:%,5LK\.L#7=5R'82/%*Q$;*S&4 _GD#1U+X5QD+ PQL%,#: M@?S^/%!3?DX4P:IBWK =C"-)@B%0B_X;C6-D=F+X^-<'VR51E"1^!#"_@RC" M$-B-.((Y \8$D7V/;CS/@I7[ZEP_?_)X3-02P,$% @ #) '69>*NQS M $P(L !?3T\$MP>:4#M.*2VBZD8_1!2:5K5N %(MB6/ M:(7- >=I3W,+T!!,X"O M.DQO0FE(2S,.\,W2?S+W\PPU1>5*(Y5;&GC3Y?YVX$G1H2)8%H!%R=.B';5_ M'G'(%EHW] M6+;,<_3!NP=CO\R- ^2^^U57CS@:KMEV_'0Y=L5*U=':^9M6K\GH6QM6S]ET. MW=HJ6;J54FU=#:/3TVQ82]T,WK_;G6MJAW3#M*IHM6E\85?P6:L'!VM_MRGN MM=- S7>GV6P0OE=]G&K=Z%[_5 79X'0@W,H_&.L_FZ:5E.SPIJ.AN,MCL^ M*!OJXEGQK(:\DW,72EHYOY4>Y&R0G?H3+K1U;3@BG%]ZQGOE#!YN,5KS45>M MLA/9JK^MV:OUL^Q.X^!B2&XCU,/N74R$_S:[N;]$_"\BD#& MC(\":,OS'Y\NK@ED B"3(T+V:C(%D.DQ(6,"F0'(C!=R*A_%O1-39+D9()B-FFW3/SN<+GU2[.J4'[-ZX9X!()"-FDTS4O/=> (5^,F(4Q M=LZ?^5:UVH;H)F[FE5YNCZ.,2!MW/?%?,)@?+1K_>4(R2'B%D.,[4, M;7=_%RF"W0]F4\PV^;CJZB_O?@G"$+!$Q6P+F3[UT/D*NB)A=@3%I0A\A MC43<&D&)GGA!,9%) (F:3;+,H\>).^NNZEQ0+F2-B-L?>=&HO)7))Q.R2@WG5 MEI1B{=S[HJM]=1EF$@D,;-(8*;5'R'M4HF9I7(@]]D] M=8H)1{6XA[50[M +BC%23,RLFF#W9P[\V@_P2,_L%:S"AF,@O,;- ?,&9*,9%O M8E;?8%N?4$PDG)A9.!"S'XV0<.)C#G+U4K0$*2CA5A#$I$TH00I*F!6$,6D3 M2I"""$F8%8W$R0A1)E"SUASOS)RDT53'FKEZOVQ"Q,_J68 MR$OLX5^86[6ZRID[ZC=B[=2GRLS /%1!9*F"VTOP_Y5+ET>A)9*&6V$,3L MSZ(B"Z7,%CJ$.2[++IA23&2A![CS,$^U25./%%DH9;80QJ2I1XHLE#);Z"#F MIJZE?:28<(J?V4*X- FF&E"(+I=RS-@>'BP{JQ4062IDM%(;+GIYOIZ"):J6N M@CRMHC(0BFSA2!F/VXB"Z5_8O#M*4PVX1ETHPJ_6H9>>U>:M*5:\ W M=123&2AC+LOA$8- 3^@*LPQ9*./N"R',WKN9(0MEW.L"X.!F;VT4LE#&;"&_M2669(0ME$!"F-1*&5QJ=LRU-[U^>H8LE#%,"&/2?GJ&+)3]F>4$88G#GC!/M,9&%,F8+'9H?^!GQZ1)#9*&Z4S MPNQ9*$<6RIDMM&^VA;0DBHDLE!]A4H@D3!0362AGMM !S-V $L5$%LJ9+00Q M^^\F7/3,;*]F++]J,+X15;0OE",+YK:FJ*\BBHDLE <+#6UOX3SY86LBJD5W4=8)AQ[VAYV8?)R.YV%=[<>Q^U'7PV9?3LWP MT';E?+FR;?M3,UZ6_:NFLU[LRNU+)=1]_G^YF+U\^N_,_$=KL],,K/ M=O/!5,[C/P;7?]K^?=B7,E:+UZ;? E7%=U1_'V^FAOA2!PV5RM7AY6U?]RUNJ MZKF#!()D_B^%()T_R"#(Y@]R"/+Y@P*"8OZ@#$%Y_J 5!*WF#WJ$H,?Y@](2 M95P2)$VP)M Z(=>)P.N$8"<"L1.2G0C.3HAV(E](=N)P.V$<"<"N1/2G0CL M3HAW(M!;4&\AT%M0;R'06R8OVP1Z"^HM!'H+ZBT$>@OJ+01Z"^HM!'H+ZBT$ M>@OJ+01Z"^HM!'HKZJT$>BOJK01Z*^]M!'KK9+.$0&]%O95 ;T6]E4!O1;V5 M0&]%O95 ;T6]E4!O1;V50&]#O8U ;T.]C4!00V-0&]#O8U ;YML=A/H;:BW M$>AMJ++<1Z&VHMQ'H;:BW$>CMJ++<3Z.VHMQ/H[:BW M$^CMDX^5!'H[ZNT$>COJ[01Z.^KM!'H[ZNT$>@?J'01Z!^H=!'H'ZAT$>@?J M'01Z!^H=!'H'ZAT$>L?D9Q,"O0/U(#@*]_4. KT#]0X"O3/JG0GTSJAW)M [MH]Z90.^,>F<"O3/JG0GTSJAW)M [H]Z90.\\^5F00.^,>F<"O3/JG;]3IV\ M/);AUO.UAN>OOI/[\?)ON3W^NOPZB3BOKCC7]Q7#\U]02P,$% @ #) ' M6=TG;PL8 @ A2T !, ;;0V]N=&5N=%]4>7!E&ULS=K?3MLP% ;P M5ZERBQK7_S=$N0%N-R[V EYRVD9-8LLVK+S]G!20-K$*5*1]-XU:V^<[\9%^ M5[WX,10H+0#/Z9UMO<:E375[>T<0]]7MP=RL^\^.ZBM2G:G%W#AEK2L70M\U+I=U]CBV M?Z4LGQ/JDW9=2!=E0\7>3)A6_AWP?.[[(\78M;2X=S%_>CK8]&+T\FYW# =/_G9^7.94X%E MYWWT(96)1?IXW,M(IM/+4 I1S-WI5WQ-+*7/?C^:IMU2^\[L,+2!]?0?K@*Y1&4$3E**1R M%%,Y"JH<156.PBI'<96CP,I19!4HL@H4606*K)%5H$BJT"15:# (*E!D%2BR M^A19)8JL$D56B2*K1)%5HL@J4625*+)*%%DEBJP215:%(JM"D56AR*I09%4H MLBH4616*K I%5H4BJT*15:/(JE%DU2BR:A19-8JL&D56C2*K1[%5H\BJ460U M*+ (:%%@-BJP&15:#(JM!D=6@R&I09*4HLAH462V*K!9%5HLBJT61U;+(:E%D MM2BR6A19+8JL]G_*^M/[_2'"$\JZ<-WXDL_F'U!?_P902P$"%,4 "_ MD =9!T%-8H$ "Q $ @ $ 9&!C4')O<',O87!P M+GAM;%!+ 0(4 Q0 (R0!UGM!:0@[@ "L" 1 " M :\ !D;V-0&UL4$L! M A0#% @ #) '6=CXFW70!0 K1\ !@ ("!#0@'AL M+W=O&PO=V]R:W-H965T&UL4$L!

A0#% @ #) '6>;L MOB>]!P "L !@ ("!F!H 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0#% @ #) '6;[DLH&% @ P@< !@ M ("!>S8 'AL+W=O&PO=V]R:W-H965T&UL4$L! M A0#% @ #) '68ST^,) $ %#D !D ("!&D0 'AL M+W=O&PO=V]R:W-H965TG""5P@ " 4 9 " M@8Y7 !X;"]W;W)K&UL4$L! A0#% @ #) ' M6?B!#+O;#0 !R< !D ("!'& 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ #) '65R)OOHT! ;@D M !D ("!0GT 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ #) '61XYE-;L P "@D !D M ("!TY 'AL+W=O,!BL@' #8% &0 @('VE >&PO=V]R:W-H965T M&UL4$L! A0# M% @ #) '62N.B;K_#0 &B8 !D ("!=:@ 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ #) '6="F ME\DE P ! < !D ("!K\$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ #) '689WTSP'" 3A@ !D M ("!I=('AL+W=O&PO M=V]R:W-H965T !X;"]W;W)K&UL4$L! A0#% @ #) '61]2B-2G P ^ < !D ("! M[^, 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ #) '682B5(U, P -0< !D ("!%_$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ #) '66!$$8P3 M P ! H !D ("!< (! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ #) '68UD^N\D P !0P !D M ("!+QH! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ #) '60:!X;A(' -14 !D ("!ZB0! M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M#) '627QUU^#!0 W1$!D ("!(S,! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ #) '67 :,Y9/ P MUP@ !D ("!ASC\! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ #) '6<;^M&?9!0 Z!$!D M ("!S$L! 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ #) '6>.,,9B&PO=V]R:W-H965T&UL4$L! A0#% @ #) ' M6&PO=V]R:W-H965T&UL4$L! A0#% @ #) '67Y4>]!E P :A$ M !D ("!,H4! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ #) '67TNM5X[@ , 4 !D M ("!^X\! 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ #) '62U&PX]G P 5 H !D ("!>!H! 'AL+W=O M/MKJU #] M"@ &0 @($8G@$ >&PO=V]R:W-H965T&UL4$L! A0#% @ #) '62Y0 M-,<,.! 7 X !D ("!,J8! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ #) '69/C!KSN P RPX !D M ("!E[0! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ #) '68O*"6*]"P]C4 !D ("! MA,(! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ #) '67^R^ZDU P ,PP !D ("! MH! 'AL+W=O&PO7W)E;',O=V]R:V)O;VLN>&UL+G)E;'-02P$" M% ,4 " ,D =9W2=K"Q@" "%+0 $P @ %AZ@$ 6T-O F;G1E;G1?5'EP97-=+GAM;%!+!08 5P!7 -@7 "]! $! end XML 88 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 89 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 91 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html3023591true1030false11 falsefalseR1.htm100000 - Document - Document and Entity InformationSheethttp://www.talosenergy.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformationDocument and Entity InformationCover1 falsefalseR2.htm100010 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETSSheethttp://www.talosenergy.com/20240630/taxonomy/role/StatementCondensedConsolidatedBalanceSheetsCONDENSED CONSOLIDATED BALANCE SHEETSStatements2 falsefalseR3.htm100040 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical)Sheethttp://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSParentheticalCONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical)Statements3 falsefalseR4.htm100050 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONSSheethttp://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSCONDENSED CONSOLIDATED STATEMENTS OF OPERATIONSStatements4 falsefalseR5.htm100060 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITYSheethttp://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCHANGESINSTOCKHOLDERSEQUITYCONDEN CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITYStatements5 falsefalseR6.htm100070 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWSSheethttp://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSCONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWSStatements6 falsefalseR7.htm995410 - Disclosure - Pay vs Performance DisclosureSheethttp://xbrl.sec.gov/ecd/role/PvpDisclosurePay vs Performance DisclosureNotes7 falsefalseR8.htm995445 - Disclosure - Insider Trading ArrangementsSheethttp://xbrl.sec.gov/ecd/role/InsiderTradingArrangementsInsider Trading ArrangementsNotes8 falsefalseR9.htm995455 - Disclosure - Organization, Nature of Business and Basis of PresentationSheethttp://www.talosenergy.com/20240630/taxonomy/role/DisclosureOrganizationNatureOfBusinessAndBasisOfPresentation1Organization, Nature of Business and Basis of PresentationNotes9 falsefalseR10.htm995465 - Disclosure - Acquisitions and DivestituresSheethttp://www.talosenergy.com/20240630/taxonomy/role/DisclosureAcquisitionsAndDivestituresAcquisitions and DivestituresNotes10 falsefalseR11.htm995475 - Disclosure - Property, Plant and EquipmentSheethttp://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosurePropertyPlantAndEquipmentProperty, Plant and EquipmentNotes11 falsefalseR12.htm995485 - Disclosure - LeasesSheethttp://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureLeasesLeasesNotes12 falsefalseR13.htm995495 - Disclosure - Financial InstrumentsSheethttp://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsFinancial InstrumentsNotes13 falsefalseR14.htm995505 - Disclosure - Equity Method InvestmentsSheethttp://www.talosenergy.com/20240630/taxonomy/role/DisclosureEquityMethodInvestmentsEquity Method InvestmentsNotes14 falsefalseR15.htm995515 - Disclosure - DebtSheethttp://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureDebtDebtNotes15 falsefalseR16.htm995525 - Disclosure - Asset Retirement ObligationsSheethttp://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligationsAsset Retirement ObligationsNotes16 falsefalseR17.htm995535 - 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Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": ["r145"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCHANGESINSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r507", "r508", "r509", "r699", "r1063", "r1064", "r1065", "r1132", "r1153"] }, "talo_AdditionstolongLivedassets": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": 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Excludes amount capitalized." } } }, "auth_ref": { "r504", "r510"] }, "talo_AlternateBaseRateLoanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "AlternateBaseRateLoanMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Type of loan that accrues interest at an alternate base rate based on the greater of (a) the prime rate, (b) a federal funds rate plus an applicable spread or (c) the one-month SOFR plus an applicable spread.", "label": "Alternate Base Rate Loan [Member]" } } }, "auth_ref": [] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "AmendmentFlag", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "verboseLabel": "Amendment Flag", "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfFinancingCostsAndDiscounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AmortizationOfFinancingCostsAndDiscounts", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of deferred financing costs and original issue discount", "label": "Amortization of Debt Issuance Costs and Discounts", "totalLabel": "Amortization of Debt Issuance Costs and Discounts, Total", "documentation": "Amount of amortization expense attributable to debt discount (premium) and debt issuance costs." } } }, "auth_ref": ["r446", "r568", "r920", "r921", "r1055"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureIncomeLossPerShareSummaryOfComputationOfBasicAndDilutedIncomeLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Anti-dilutive potentially issuable securities excluded from diluted common shares", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r272"] }, "talo_ApolloFundsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "ApolloFundsMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureRelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Apollo Funds", "label": "Apollo Funds [Member]", "documentation": "Apollo funds." } } }, "auth_ref": [] }, "talo_AprilTwoThousandAndTwentyFourToDecemberTwoThousandAndTwentyFourMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "AprilTwoThousandAndTwentyFourToDecemberTwoThousandAndTwentyFourMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfContractedVolumesAndWeightedAveragePricesAndWillReceiveUnderTer], "lang": { "en-us": { "role": { "documentation": "April Two Thousand And Twenty Four To December Two Thousand And Twenty Four Member", "label": "April Two Thousand And Twenty Four To December Two Thousand And Twenty Four [Member]", "terseLabel": "April 2024 - 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An asset retirement obligation is a legal obligation associated with the disposal or retirement of a tangible long-lived asset that results from the acquisition, construction or development, or the normal operations of a long-lived asset, except for certain obligations of lessees." } } }, "auth_ref": ["r384", "r388"] }, "us-gaap_AssetRetirementObligationAccretionExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetRetirementObligationAccretionExpense", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligationsScheduleOfAssetRetirementObligationsDetails", "http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "verboseLabel": "Accretion Expense", "terseLabel": "Accretion expense", "label": "Asset Retirement Obligation, Accretion Expense", "documentation": "Amount of accretion expense recognized during the period that is associated with an asset retirement obligation. Accretion expense measures and incorporates changes due to the passage of time into the carrying amount of the liability." } } }, "auth_ref": ["r385", "r391"] }, "us-gaap_AssetRetirementObligationCashPaidToSettle": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetRetirementObligationCashPaidToSettle", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureSegmentInformationReconciliationOfReportableSegmentExpendituresDetails", "http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Plugging & abandonment", "negatedLabel": "Settlement of asset retirement obligations", "label": "Asset Retirement Obligation, Cash Paid to Settle", "terseLabel": "Plugging & abandonment", "documentation": "Amount of cash paid during the period to settle an asset retirement obligation. Amounts paid to settle an asset retirement obligation are generally included in the operating section of the Statement of Cash Flows." } } }, "auth_ref": ["r237", "r386"] }, "us-gaap_AssetRetirementObligationCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetRetirementObligationCurrent", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligationsScheduleOfAssetRetirementObligationsDetails", "http://www.talosenergy.com/20240630/taxonomy/role/StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Less: Current portion at June 30, 2024", "negatedLabel": "Less: Current portion at Sep 30, 2021", "periodStartLabel": "Asset Retirement Obligation, Current, Beginning Balance", "periodEndLabel": "Asset Retirement Obligation, Current, Ending Balance", "terseLabel": "Current portion of asset retirement obligations", "label": "Asset Retirement Obligation, Current", "negatedTerseLabel": "Current portion of asset retirement obligations", "documentation": "Current portion of the carrying amount of a liability for an asset retirement obligation. An asset retirement obligation is a legal obligation associated with the disposal or retirement of a tangible long-lived asset that results from the acquisition, construction or development, or the normal operations of a long-lived asset, except for certain obligations of lessees." } } }, "auth_ref": ["r1079"] }, "us-gaap_AssetRetirementObligationDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetRetirementObligationDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Asset Retirement Obligation Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AssetRetirementObligationDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetRetirementObligationDisclosureTextBlock", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligations"], "lang": { "en-us": { "role": { "label": "Asset Retirement Obligation Disclosure [Text Block]", "terseLabel": "Asset Retirement Obligations", "documentation": "The entire disclosure for an asset retirement obligation and the associated long-lived asset. An asset retirement obligation is a legal obligation associated with the disposal or retirement from service of a tangible long-lived asset that results from the acquisition, construction or development, or the normal operations of a long-lived asset, except for certain obligations of lessees." } } }, "auth_ref": ["r200", "r383", "r387"] }, "us-gaap_AssetRetirementObligationLiabilitiesIncurred": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetRetirementObligationLiabilitiesIncurred", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligationsScheduleOfAssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Obligations incurred", "label": "Asset Retirement Obligation, Liabilities Incurred", "documentation": "Amount of asset retirement obligations incurred during the period." } } }, "auth_ref": ["r389"] }, "us-gaap_AssetRetirementObligationLiabilitiesSettled": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetRetirementObligationLiabilitiesSettled", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligationsScheduleOfAssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Obligations settled", "label": "Asset Retirement Obligation, Liabilities Settled", "terseLabel": "Obligations settled", "documentation": "Amount of asset retirement obligations settled, or otherwise disposed of, during the period. This may include asset retirement obligations transferred to third parties associated with the sale of a long-lived asset." } } }, "auth_ref": ["r390"] }, "us-gaap_AssetRetirementObligationRevisionOfEstimate": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetRetirementObligationRevisionOfEstimate", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligationsScheduleOfAssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Changes in estimate", "label": "Asset Retirement Obligation, Revision of Estimate", "documentation": "Amount of increase (decrease) in the asset retirement obligation from changes in the amount or timing of the estimated cash flows associated with the settlement of the obligation." } } }, "auth_ref": ["r392"] }, "talo_AssetRetirementObligationsDivested": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "AssetRetirementObligationsDivested", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligationsScheduleOfAssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Obligations divested", "terseLabel": "Obligations divested", "documentation": "Amount of asset retirement obligations disposed of during the period. 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An asset retirement obligation is a legal obligation associated with the disposal or retirement of a tangible long-lived asset that results from the acquisition, construction or development, or the normal operations of a long-lived asset, except for certain obligations of lessees." } } }, "auth_ref": ["r1079"] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "Assets", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Total Assets", "terseLabel": "Assets", "totalLabel": "Total assets", "label": "Assets", "documentation": "Sum of the carrying amounts as of the balance sheet date of all assets that are recognized. 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Includes, but is not limited to, one-time termination benefits, termination of an operating lease or other contract, consolidating or closing facilities, and relocating employees, and termination benefits associated with an ongoing benefit arrangement. Excludes expenses associated with special or contractual termination benefits, a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r10"] }, "talo_CapitalCarryMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "CapitalCarryMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureSegmentInformationScheduleOfReconciliationOfAdjustedEbitdaToTheCompanysConsolidatedTotalsDetailsPare], "lang": { "en-us": { "role": { "label": "Capital Carry", "documentation": "Capital carry.", "terseLabel": "Capital Carry" } } }, "auth_ref": [] }, "us-gaap_CapitalExpendituresIncurredButNotYetPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CapitalExpendituresIncurredButNotYetPaid", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Capital expenditures included in accounts payable and accrued liabilities", "label": "Capital Expenditures Incurred but Not yet Paid", "documentation": "Future cash outflow to pay for purchases of fixed assets that have occurred." } } }, "auth_ref": ["r55", "r56", "r57"] }, "us-gaap_CapitalizedCostsOfUnprovedPropertiesExcludedFromAmortizationCumulative": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CapitalizedCostsOfUnprovedPropertiesExcludedFromAmortizationCumulative", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Capitalized Costs of Unproved Properties Excluded from Amortization, Cumulative", "totalLabel": "Capitalized Costs of Unproved Properties Excluded from Amortization, Cumulative, Total", "terseLabel": "Unproved properties, not subject to amortization", "documentation": "The sum of the capitalized costs incurred, as of the balance sheet date, of unproved properties excluded from amortization including acquisition costs, exploration costs, development costs, and production costs." } } }, "auth_ref": ["r29"] }, "us-gaap_CapitalizedCostsProvedProperties": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CapitalizedCostsProvedProperties", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Proved properties", "label": "Capitalized Costs, Proved Properties", "documentation": "Capitalized costs of proved properties incurred for any combination mineral interests acquisitions; wells and related equipment; support equipment and facilities; and uncompleted wells and equipment and other costs not previously disclosed within this table." } } }, "auth_ref": ["r186", "r188"] }, "talo_CarbonCaptureAndSequestrationMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "CarbonCaptureAndSequestrationMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureEquityMethodInvestmentsScheduleOfEquityMethodInvestmentsDetails", "http://www.talosenergy.com/20240630/taxonomy/role/DisclosureOrganizationNatureOfBusinessAndBasisOfPresentationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Carbon Capture And Sequestration[Member]", "documentation": "Carbon capture and sequestration.", "terseLabel": "Carbon Capture and Sequestration", "verboseLabel": "CCS" } } }, "auth_ref": [] }, "talo_CarbonCaptureSequestrationIntangiblesAndEquityMethodInvestmentsExpenditures": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "CarbonCaptureSequestrationIntangiblesAndEquityMethodInvestmentsExpenditures", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureSegmentInformationReconciliationOfReportableSegmentExpendituresDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Investment in CCS intangibles and equity method investees", "documentation": "Carbon capture sequestration intangibles and equity method investments expenditures.", "label": "Carbon Capture Sequestration Intangibles And Equity Method Investments Expenditures", "terseLabel": "Investment in CCS intangibles and equity method investees" } } }, "auth_ref": [] }, "us-gaap_CashAcquiredInExcessOfPaymentsToAcquireBusiness": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashAcquiredInExcessOfPaymentsToAcquireBusiness", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash acquired in excess of payments for acquisitions", "label": "Cash Acquired in Excess of Payments to Acquire Business", "documentation": "The cash inflow associated with the acquisition of a business when the cash held by the acquired business exceeds the cash payments to acquire the business." } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureOrganizationNatureOfBusinessAndBasisOfPresentationScheduleOfCashAndCashEquivalentsDetails", "http://www.talosenergy.com/20240630/taxonomy/role/StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, at Carrying Value", "totalLabel": "Cash and Cash Equivalents, at Carrying Value, Total", "periodStartLabel": "Cash and Cash Equivalents, at Carrying Value, Beginning Balance", "periodEndLabel": "Cash and Cash Equivalents, at Carrying Value, Ending Balance", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r54", "r212", "r898"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract]", "terseLabel": "Cash, cash equivalents and restricted cash:" } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureOrganizationNatureOfBusinessAndBasisOfPresentationScheduleOfCashAndCashEquivalentsDetails", "http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "periodStartLabel": "Balance, beginning of period", "periodEndLabel": "Balance, end of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations", "totalLabel": "Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, Total", "verboseLabel": "Total cash, cash equivalent and restricted cash", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r54", "r159", "r242"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net increase (decrease) in cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r5", "r159"] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "label": "Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]", "terseLabel": "Supplemental non-cash transactions:" } } }, "auth_ref": [] }, "us-gaap_CashFlowOperatingActivitiesLesseeAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashFlowOperatingActivitiesLesseeAbstract", "lang": { "en-us": { "role": { "label": "Cash Flow, Operating Activities, Lessee [Abstract]" } } }, "auth_ref": [] }, "talo_ChangeInCapitalExpendituresIncludedInAccountsPayableAndAccruedLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "ChangeInCapitalExpendituresIncludedInAccountsPayableAndAccruedLiabilities", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureSegmentInformationReconciliationOfReportableSegmentExpendituresDetails"], "lang": { "en-us": { "role": { "documentation": "Change in capital expenditures included in accounts payable and accrued liabilities.", "label": "Change In Capital Expenditures Included In Accounts Payable And Accrued Liabilities", "terseLabel": "Change in capital expenditures included in accounts payable and accrued liabilities" } } }, "auth_ref": [] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Changed Peer Group, Footnote [Text Block]", "terseLabel": "Changed Peer Group, Footnote" } } }, "auth_ref": ["r993"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "CityAreaCode", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ClassOfStockDomain", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAcquisitionsAndDivestituresAcquisitionBusinessCombinationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock", "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r205", "r219", "r220", "r221", "r244", "r266", "r267", "r269", "r271", "r277", "r278", "r357", "r411", "r414", "r415", "r416", "r422", "r423", "r454", "r455", "r457", "r458", "r460", "r559", "r689", "r690", "r691", "r692", "r699", "r700", "r701", "r702", "r703", "r704", "r705", "r706", "r707", "r708", "r709", "r710", "r735", "r757", "r780", "r875", "r876", "r877", "r878", "r879", "r1028", "r1057", "r1067"] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Company Selected Measure Amount", "terseLabel": "Company Selected Measure Amount" } } }, "auth_ref": ["r994"] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "CoSelectedMeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label":

"Company Selected Measure Name", "terseLabel": "Company Selected Measure Name" } } }, "auth_ref": ["r994"] }, "talo_CoastalBendCcsLlcMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "CoastalBendCcsLlcMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureEquityMethodInvestmentsScheduleOfEquityMethodInvestmentsDetails"], "lang": { "en-us": { "role": { "label": "Coastal Bend CCS LLC [Member]", "terseLabel": "Coastal Bend CCS LLC", "documentation": "Coastal bend CCS LLC." } } }, "auth_ref": [] }, "us-gaap_CollaborativeArrangementMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CollaborativeArrangementMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureOrganizationNatureOfBusinessAndBasisOfPresentationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Collaborative Arrangement [Member]", "documentation": "Contractual arrangement that involves two or more parties that both: (i) actively participate in a joint operating activity and (ii) are exposed to significant risks and rewards that depend on the commercial success of the joint operating activity." } } }, "auth_ref": ["r531"] }, "talo_CollarMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "CollarMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfContractedVolumesAndWeightedAveragePricesAndWillReceiveUnderTerm], "lang": { "en-us": { "role": { "terseLabel": "Collar", "label": "Collar [Member]", "documentation": "Commodity derivative contract between two parties referred to as a \"two-way\" collar. Two-way collar arrangements consist of buying a put option and selling a call option used to establish minimum (floor) and maximum (ceiling) commodity prices for a fixed volume of production during a certain time period. They provide for payments to counter parties if the index price exceeds the ceiling and payments from the counter parties if the index price falls below the floor. There is no payment required when the settlement price is between the floor and the ceiling. These contracts allow the producer to participate in the upside of commodity prices to the ceiling of the call option and provide the producer with downside price protection through the put option. Often times, the options are structured in such a way that the premium of the purchased option is completely offset by the premium of the sold option, a structure known as a cost less collar." } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommitmentsAndContingencies", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Commitments and Contingencies (Note 13)", "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r43", "r126", "r649", "r734"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureCommitmentsAndContingencies"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies", "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": ["r170", "r400", "r402", "r883", "r1082"] }, "us-gaap_CommodityContractMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommodityContractMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfImpactThatDerivativesNotQualifyingAsHedgingInstrumentsInCondensed], "lang": { "en-us": { "role": { "terseLabel": "Commodity Contract", "label": "Commodity Contract [Member]", "documentation": "Derivative instrument whose primary underlying risk is tied to commodity prices." } } }, "auth_ref": ["r925", "r936"] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAcquisitionsAndDivestituresAcquisitionBusinessCombinationsAdditionalInformationDetails", "http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAcquisitionsAndDivestituresAcquisitionBusinessCombinationsSummaryOfPurchasePriceDetails", "http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCHANGESINSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Common Stock", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r941", "r942", "r943", "r945", "r946", "r947", "r948", "r1063", "r1064", "r1132", "r1150", "r1153"] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockParOrStatedValuePerShare", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, par value", "label": "Common Stock, Par or Stated Value Per Share", "documentation": "Face amount or stated value per share of common stock." } } }, "auth_ref": ["r144"] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockSharesAuthorized", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares authorized", "label": "Common Stock, Shares Authorized", "documentation": "The maximum number of common shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r144", "r735"] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockSharesIssued", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCHANGESINSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "periodStartLabel": "Balance, Shares B", "terseLabel": "Common stock, shares issued", "label": "Common Stock, Shares, Issued", "totalLabel": "Common Stock, Shares, Issued, Total", "periodEndLabel": "Balance, Shares", "documentation": "Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r144"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding", "periodStartLabel": "Balance, shares", "periodEndLabel": "Balance, shares", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r16", "r144", "r735", "r754", "r1153", "r1154"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockValue", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Common stock; $0.01 par value; 270,000,000 shares authorized; 187,339,187 and 127,480,361 shares issued as of June 30, 2024 and December 31, 2023, respectively", "label": "Common Stock, Value, Issued", "totalLabel": "Common Stock, Value, Issued, Total", "periodStartLabel": "Common Stock, Value, Issued, Beginning Balance", "periodEndLabel": "Common Stock, Value, Issued, Ending Balance", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r144", "r651", "r938"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Company Selected Measure" } } }, "auth_ref": ["r999"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Net Income [Text Block]", 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Includes disclosures concerning (a) information about the (shared) activity, region or economic characteristic that identifies the concentration, (b) the maximum amount of loss due to credit risk that would be incurred if the counterparties failed completely to perform according to the terms of the contracts, and any security or collateral for the amount due proved to be of no value, (c) the entity's policy of requiring collateral or other security to support financial instruments subject to credit risk, information about the entity's access to that collateral or other security, and the nature and a brief description of the collateral or other security supporting those financial instruments, and (d) the policy of entering into and information about master netting arrangements to mitigate the credit risk of financial instruments, and a brief description of the terms of those arrangements, including the extent to which they would reduce the maximum amount of loss due to credit risk." } } }, "auth_ref": ["r113", "r184"] }, "us-gaap_ConcentrationRiskLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ConcentrationRiskLineItems", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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This is not an indicator of the fair value of the investment, rather it is the initial cost adjusted for the entity's share of earnings and losses of the investee, adjusted for any distributions (dividends) and other than temporary impairment (OTTI) losses recognized." } } }, "auth_ref": ["r293", "r351", "r1046", "r1075"] }, "us-gaap_EquityMethodInvestmentsAndJointVenturesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EquityMethodInvestmentsAndJointVenturesAbstract", "lang": { "en-us": { "role": { "label": "Equity Method Investments and Joint Ventures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EquityMethodInvestmentsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EquityMethodInvestmentsDisclosureTextBlock", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureEquityMethodInvestments"], "lang": { "en-us": { "role": { "label": "Equity Method Investments and Joint Ventures Disclosure [Text Block]", "terseLabel": "Equity Method Investments", "documentation": "The entire disclosure for equity method investments and joint ventures. Equity method investments are investments that give the investor the ability to exercise significant influence over the operating and financial policies of an investee. Joint ventures are entities owned and operated by a small group of businesses as a separate and specific business or project for the mutual benefit of the members of the group." } } }, "auth_ref": ["r204", "r355", "r358", "r1029"] }, "us-gaap_EquityMethodInvestmentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EquityMethodInvestmentsTextBlock", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureEquityMethodInvestmentsTables"], "lang": { "en-us": { "role": { "label": "Equity Method Investments [Table Text Block]", "terseLabel": "Schedule of Equity Method Investments", "documentation": "Tabular disclosure of equity method investments including, but not limited to, name of each investee or group of investments, percentage ownership, difference between recorded amount of an investment and the value of the underlying equity in the net assets, and summarized financial information." } } }, "auth_ref": ["r352"] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Equity Valuation Assumption Difference, Footnote [Text Block]", "terseLabel": "Equity Valuation Assumption Difference, Footnote" } } }, "auth_ref": ["r996"] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "ErrCompAnalysisTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneous Compensation Analysis [Text Block]", "terseLabel": "Erroneous Compensation Analysis" } } }, "auth_ref": ["r960", "r971", "r981", "r1006"] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "ErrCompRecoveryTable", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneously Awarded Compensation Recovery [Table]", "terseLabel": "Erroneously Awarded Compensation Recovery" } } }, "auth_ref": ["r957", "r968", "r978", "r1003"] }, "dei_ExchangeDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "ExchangeDomain", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfContractedVolumesAndWeightedAveragePricesAndWillReceiveUnderTerr], "lang": { "en-us": { "role": { "terseLabel": "Exchange", "label": "Exchange [Domain]", "documentation": "The set of all exchanges. 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r552", "r553", "r556"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsSummaryOfAdditionalInformationRelatedToFinancialInstrumentsMeasuredAtFairVa], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table]", "label": "Fair Value, Recurring and

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Includes, but is not limited to, fair value adjustment for impairment of asset, liability or equity, frequently measured at fair value." } } }, "auth_ref": ["r551", "r557"] }, "talo_FairValueOfAssetRetirementObligationsAssumed": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "FairValueOfAssetRetirementObligationsAssumed", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligationsScheduleOfAssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "documentation": "Fair value of asset retirement obligations assumed in acquisition", "label": "Fair Value Of Asset Retirement Obligations Assumed", "terseLabel": "Obligations assumed" } } }, "auth_ref": [] }, "us-gaap_FinanceLeaseInterestExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FinanceLeaseInterestExpense", "crdr": "debit", "presentation": 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Such amount may include accrued interest receivable in accordance with the terms of the agreements. The agreements also may contain provisions and related items including a discount or premium, payable on demand, secured, or unsecured, interest bearing or noninterest bearing, among myriad other features and characteristics." } } }, "auth_ref": [] }, "us-gaap_FinancialInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FinancialInstrumentAxis", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureEmployeeBenefitsPlansAndShareBasedCompensationScheduleOfRestrictedStockAndPerformanceShareUn "http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfCarryingAmountsAndEstimatedFairValuesOfFinancialInstrumentsDetails "http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfContractedVolumesAndWeightedAveragePricesAndWillReceiveUnderTern "http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfFairValueOfDerivativeFinancialInstrumentsDetails", "http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsSummaryOfAdditionalInformationRelatedToFinancialInstrumentsMeasuredAtFairVa], "lang": { "en-us": { "role": { "terseLabel": "Financial Instrument", "label": "Financial Instrument [Axis]", "documentation": "Information by type of financial instrument." } } }, "auth_ref": ["r321", "r322", "r323", "r324", "r325", "r326", "r327", "r328", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r341", "r342", "r343", "r344", "r345", "r346", "r347", "r348", "r349", "r350", "r361", "r362", "r363", "r364", "r365", "r366", "r367", "r368", "r449", "r459", "r547", "r598", "r599", "r600", "r601", "r602", "r603", "r604", "r605", "r606", "r607", "r608", "r609", "r610", "r611", "r612", "r613", "r614", "r615", "r616", "r617", "r618", "r619", "r620",

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This may include a description of a business combination or divestiture (or series of individually immaterial business combinations or divestitures) completed during the period, including background, timing, and assets and liabilities recognized and reclassified or sold. This element does not include fixed asset sales and plant closings." } } }, "auth_ref": ["r130", "r179"] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "MinimumMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureDebtAdditionalInformationDetails", "http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureEmployeeBenefitsPlansAndShareBasedCompensationScheduleOfRestrictedStockAndPerformanceShareUn], "lang": { "en-us": { "role": { "terseLabel": "Minimum", "label": "Minimum [Member]" } } }, "auth_ref": ["r406", "r407", "r408", "r409", "r472", "r628", "r680", "r723", "r724", "r789", "r806", "r811", "r812", "r852", "r894", "r895", "r909", "r922", "r930", "r940", "r1096", "r1141", "r1142", "r1143", "r1144", "r1145", "r1146"] }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "MnpiDiscTimedForCompValFlag", "presentation": 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An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": ["r1069"] }, "talo_OctoberTwoThousandAndTwentyThreeToDecemberTwoThousandAndTwentyThreeMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "OctoberTwoThousandAndTwentyThreeToDecemberTwoThousandAndTwentyThreeMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfContractedVolumesAndWeightedAveragePricesAndWillReceiveUnderTerm], "lang": { "en-us": { "role": { "terseLabel": "October 2023 - December 2023", "label": "October Two Thousand And Twenty Three To December Two Thousand And Twenty Three [Member]", "documentation": "October two thousand and twenty three to december two thousand and twenty three member." } } }, "auth_ref": [] }, "us-gaap_OilAndCondensateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "OilAndCondensateMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Oil", "label": "Oil and Condensate [Member]", "documentation": "Viscous liquid derived from petroleum and product of conversion of gas into liquid during production." } } }, "auth_ref": ["r1099"] }, "us-gaap_OilAndGasExplorationAndProductionIndustriesDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "OilAndGasExplorationAndProductionIndustriesDisclosuresAbstract", "lang": { "en-us": { "role": { "label": "Oil and Gas Exploration and Production Industries Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OilAndGasJointInterestBillingReceivablesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "OilAndGasJointInterestBillingReceivablesCurrent", "crdr": "debit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Joint interest, net", "label": "Oil and Gas Joint Interest Billing Receivables, Current", "documentation": "Current portion of accounts receivable attributable to joint interest partners in oil and gas properties. These are billings to the non-operators associated with the operation of wells and are based on those owners' working interests in the wells. For classified balance sheets, represents the current amount receivable, that is amounts expected to be collected within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r187"] }, "us-gaap_OilAndGasPropertiesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "OilAndGasPropertiesTextBlock", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosurePropertyPlantAndEquipment"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment", "label": "Oil and Gas Properties [Text Block]", "documentation": "The entire disclosure for properties used in normal conduct of oil and gas exploration and producing operations. This disclosure may include property accounting policies and methodology, a schedule of property, plant and equipment gross, additions, deletions, transfers and other changes, depreciation, depletion and amortization expense, net, accumulated depreciation, depletion and amortization expense and useful lives." } } }, "auth_ref": ["r188"] }, "us-gaap_OilAndGasPropertyAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "OilAndGasPropertyAbstract", "lang": { "en-us": { "role": { "label": "Oil and Gas Property [Abstract]" } } }, "auth_ref": [] }, "talo_OilAndNaturalGasDerivativesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "OilAndNaturalGasDerivativesMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfFairValueOfDerivativeFinancialInstrumentsDetails", "http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsSummaryOfAdditionalInformationRelatedToFinancialInstrumentsMeasuredAtFairVa], "lang": { "en-us": { "role": { "terseLabel": "Oil and Natural Gas Derivatives", "label": "Oil And Natural Gas Derivatives [Member]", "documentation": "Oil and natural gas derivatives." } } }, "auth_ref": [] }, "talo_OilAndNaturalGasSwapsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talosenergy.com/20240630", "localname": "OilAndNaturalGasSwapsMember", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureFinancialInstrumentsScheduleOfCarryingAmountsAndEstimatedFairValuesOfFinancialInstrumentsDetails], "lang": { "en-us": { "role": { "terseLabel": "Oil And Natural Gas Swaps", "verboseLabel": "Oil and Natural Gas Derivatives", "label": "Oil And Natural Gas Swaps [Member]", "documentation": "Oil and natural gas swaps." } } }, "auth_ref": [] }, "srt_OilReservesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023",

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"http://www.talosenergy.com/20240630/taxonomy/role/DisclosureAssetRetirementObligationsAdditionalInformationDetails",
"http://www.talosenergy.com/20240630/taxonomy/role/DisclosureDebtAdditionalInformationDetails",
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granted to the recipient) or for the resale of equity shares that are issuable upon exercise or conversion of those financial instruments and (b) for the registration statement
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equity method by the entity; trusts for benefit of employees; and principal owners, management, and members of immediate families. It also may include other parties with

which the entity may control or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests." } } }, "auth_ref": ["r471", "r590", "r591", "r728", "r729", "r730", "r731", "r732", "r753", "r755", "r785"] }, "us-gaap_RelatedPartyTransactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyTransactionLineItems", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureRelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Line Items]", "label": "Related Party Transaction [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": ["r760", "r761", "r764"] }, "us-gaap_RelatedPartyTransactionsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyTransactionsAbstract", "lang": { "en-us": { "role": { "label": "Related Party Transactions [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureEquityMethodInvestmentsAdditionalInformationDetails", "http://www.talosenergy.com/20240630/taxonomy/role/Role_DisclosureRelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party", "label": "Related Party, Type [Axis]", "documentation": "Information by type of related party. Related parties include, but not limited to, affiliates; other entities for which investments are accounted for by the equity method by the entity; trusts for benefit of employees; and principal owners, management, and members of immediate families. 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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": ["r284", "r285", "r302", "r307", "r308", "r314", "r316", "r318", "r462", "r463", "r629"] }, "us-gaap_Revenues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "Revenues", "crdr": "credit", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureSegmentInformationSummaryOfInformationByBusinessSegmentDetails", "http://www.talosenergy.com/20240630/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Total revenues", "totalLabel": "Total revenues", "label": "Revenues", "verboseLabel": "Revenues from External Customers", "documentation": "Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. 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The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r552", "r553"] }, "us-gaap_ScheduleOfLossContingenciesByContingencyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfLossContingenciesByContingencyTextBlock", "presentation": ["http://www.talosenergy.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesTables"], "lang": { "en-us": { "role": { "label": "Schedule of Loss Contingencies by Contingency [Table Text Block]", "terseLabel": "Summary of Decommissioning Obligations Included in Consolidated Balance Sheets", "documentation": "Tabular disclosure of the loss contingencies that were reported in the period or disclosed as of the balance sheet date." } } }, "auth_ref": ["r1083", "r1085", "r1087", "r1090"] }, "us-gaap_ScheduleOfNoncashOrPartNoncashAcquisitionsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfNoncashOrPartNoncashAcquisitionsTextBlock", "presentation": [

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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
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[%I)0XGQ(QJGQ&KL6GI<*HO2R*P*3-Q$&?)D*QD^$[B$&0 MW2(N U2XA J$38O'I5*6*A&E8[J +4P5!3AABEW$B;""+KTXB(.:B,HO^66B((K MD2:X9@TSF;3
A%EM(TP.'&0AZN"9 C*2WA#W+B5B$B !1P4D!:.Y?HM@H M98 RO!@TND-42$6%,5I(%2#0HB D!I(>#.\S3X!D)*HEF*#E8"7E[+!07[" M[]3:_6F/79:U1@6 !B9@)(F)G6$!$@DD?
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5SHE9ND2;LQ2;H M$%8Q(:-'(0\!&F'2+@G)Y7+0!\C\>C[3"LEK"42%*U8ZD[",(P@*8F?D](1 M9,9'UK280 Z8*2H/*G7R(@+(H>!)-'2*R:Z*B^@)@J.4 $]*SZ}L@B(Y7)$ MR@
-5+9;RDZN!54H_1S99RL73F MD&2(R3HFGH0X_K!:XPF)1!03+'% PQ. E"),(E"D!0% 71,R@0H0 8\QD"2G M3, Z=1+#]2E)D@cC*$;$%Q#Q%>GC/H76+TT1J#9H-+/(I5@-5I#
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W0)P88L;@ZJO$?Z\E/%9>9(PNWQVQI<9%[M6NJ]\-(_Y MI-&W/9W-6M.$M^I=TZP:,Z7B?NI;6=W=TG5L_EECXVQVC;/<@H-?T2ITV;5Z M9HW\EJ+JD:Z?QYW>?
U,W;5TW==_8O/1_< M[?'NEJSWN$/L4,OWVU)WSW;+.KCO6?'9IFO[<%]]?_;XCK<')]YM-O:RXI?X MRQ^7SYDPZN:VY9U=/T=+^]V8T^NG"2V??]ED
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V%*PH-!3*JC97\Z,7+"]"(:HHZ$WRXMA6NV!&-?NUA M2WE1^SY3$G<$W)TYWNL\D,F*9R"8W M+',V!6,WTF(634+"&81:+-Z!_3Y%KU=0)T,6/(/
*0(HFHW(MZ1JXQY[=1^*"")..:2/JD\E7NUX0R,[V!CQ74L2\##*T(_EZ0 M^YM)=&9F%FMTQP68B$XV; M- /7)F?1A(L:NM0B ^A,G.)3.7F<.4S<_D]?R:F5&WEYQ1$*U)M!#MD('WJ
ME=UB\D>,D3'$<5O_,T<;HC5"<(;A.LR!FPP@E/+\0U"@K&^25DP"6;,FQ)2% M+L4WRIP .5EVHFUESZ#3MB9(NG"?D YJKBPN&J/#(B8YS?&:0&Z3/Y-O\MW= MLE[!8F@Y6\@SL;?
3!52U<;J:+!I*$]M,P$:=;0[VNW6%"O56L-LCZOUUZXZW<1!B6U'FS!&%_WG<@H%LB@U2\;ZO*0WG@H MUE8'WELYU"C.L45)-337S>QK?
_H3KU3)XTGW4U_U"KI3L1T0I]4.&+):KCSP M%:KO=%PH?0QW!]Q>'9?U>=@SV2@,O_N^LY@Q-6^P$\[^/-]LK$65!/O>8NL> MS?%%V*))LR A.4HZJTJ3X%:CFF$VT.:D=V=-
J&E=7#8SR\]/A!JQWQ_EZYT*L@+GS\'AF4+[4("X+XZPY_JGN#2E94X"I=T1-_)" M>/UW3_L[+O#=Q4[^'N,Y>R?]2JF5FTOH3_-6QW&ZY*>E;.#&C"*L&/N*0W6# M8A%,%
W_PGT#\V9R/#;W*4\(J;'KU!DICJ6Z@I_P/(E8]^0@VY+E*9.67HC M6HLB0_KHE.J^?.L*?K8 G*[4=UJ(KHA1-'0X]#(0&AB8R5)"0F*<@U2<$C;< M1/W="/M&K?
M1JCK92R@[:!2G^->?WR(HQUU+B)RI\Y2,$>"+;IMIFZ_$ XMC* MF,AM/V75NF]8(\+%ECQST1RNB2=V!YPNB<\)+SNL53D6M-M9<<<2&<=W MIMU-
=C0FKF^H*_&Y!@]8UTJG!97].YI2$5B[7[!\(LMX-#VDT_4]I.(%83ZHI>ARKB;&Z61H^)Q0UJFM6QO!W M!?Q\?DL4CC8LH<[?:S\ABB[4UF5PBNM5<
MU5AU;D5NR/J;8;X8&XXDQ@(F?9O*,UEN1^"8^3SF$@OQ]X&7_7#N"]$[RLO/ MW3)6_BKC_:JM%4__CW6[$6T$?^0#>AL9Z)L;/VUG(5A18JK#2F_N,?#&\&V M'LR2F^$(_]K<7Y\?
%&YUQW%*Z8'<+ Y8K2N37 2?8A>&$#3AW =5\Z*1?=4 MQU;/XB-Y6?JWZ'_@4Y1EE.,E_^MH%0?0*]pJ;LEOB8_&,TC0*MTL;\?^_M 4-HYJNIH##0!*\ZP:,YG\S/V8&.
6/44*1FI=,H5G08=02'6.RT_Q!6_[.M.AS%Y9*/D=:,*%7:19#GR:,D3JW?O.Y+Y#@-'U?':,O#XI;>7<6--MA6J*!N ML?
UKOVZ9+DPSNM*X&0(Q/+VM6KOQ[[:IX&24.^ZU"K>I=^H(:!L;._JZ:\Y0 M1V/|*OXQ_>DQ,PE?2\,$(PQA^NI;5>)V/66"2BH3?)#KB<_O>&AN0;-U@NJ3 MQ.6!0MYF%ME049
)BL[C:H-'4E:3A F1VRR'H4)MJ86\5H*X#BB8K^]Y07M MVYKI3[=E22#@,L.@*L-\"V,JNC![BOMMSSJK@EY] $+=#HO/\@UJQH^[<;> M.P<|#]
UH#V/MZVE@5;Z_BHNSJU>@J6%S->C^6M8.;^K(/ (PC|ZB$MU* MC/GP\E<,0G=TWL;+K$U918@\!;&T!K^Z$M<8K:HT*MD_:"1BK&NZ&P -@XBB MKM9A8YQGO=^(-
^%IW;AFXFJL2,,A_V-;!4ZES)X,FQR57%[/"6%2:($(;&T/$T "E5MD7.W,!@;YK4U8$IAE63G M:<]DY'=93OFJ1@Q*G0_P#!$IR^/E-
M\M+0Y0/>1;'=%$LQI=,\'&E8_^*_W'2'M\S4<:X)X15YSQBF?M9IMX9HV#FL"Y88=;,,K;N3%\4QJW/M5U!=^DJ,K1@[!<M4Y?H0\ZZ';X MATGEO0'XB W=]
]Z'^/2W:R6YZ&=E/8^%&\GLZ";%EN9M$0TI[K"M1 M;Q]7XRBNRI[6ZC4P9"N=\C0@K,A+W5*"B$-%.5<7<8\4&-X6Y"]] &5D=7?^(H_[_2I I8 M\$T"Z?%I4BH-
^L7SDO2J6BW(_3.U/W?2\,Q4K-W7:X_]!PU7<0!J("Y9>F6# M^?+;JHR;)G"FI:&1;%7<0*U0[@Y#9D(MC $Y&@,[3=Y+9[=^S7K)Q@T22[0]S
M#JU@R(I50G7"EI6UDG*/]/,"EK1@#\MQ?!RNFXQ.1]>BSG@#RD%]?,Z@7 MSSTV*\5$@YU95>,%&*C,T0M'S&Z">BDH(_3&X+VI9QTEWP37V/NS-_G([=
M2[:GH#4J!PNI(OG!-6 V3UB6+@<4$]-PZ5AZ_*=-YE.\8?L7=@ Z@($,NDSQ MS&-1"S AP9)[PTF^:S/R"ZZ@^[T?>WAP:'W_P16A' M0)2A8.M&!EFI; 96*WH2=VB6=R;4UQ7-C-
8JTL5YE'U1]4(EI3P$A-']NRRX M5I+'/ @:;-?FA_96+&.*MIUM[7B(I(#OYWE%J++L7?M"V_B>;$+_/P1:1?8*"7-M@P(N(^,&V>V8;+SLL)DB\#]D?!S?.\8/WN?!\IK!-
$_AR[8S67HPD3M)#5T__Q0UEYN=)&_'R"&5%)UB MIC95]5\YVJ?IPY/7DM&21:TY&;BMGE/VV_F!\DFM)[DW1EMV%EA[+.GM.E(P M21-F=$>*.P#Q(F)V4G4-5"WX;Z8ZY>-
MC9.0.:C'+ M4,S^YSGYJ*F955L5#(9T#D/=,;(^XI*Z. /%3,'QJC0Z235G>;'N MP"L ,PJ,U%A$="'=IMS9_S5T:A"X9F%"-?!@2, [RP\O"F" 9+@SY^K]<6!
MKN[QU7+L0\QM87$)3=OHF!6]JV(];!P6XL/3D_S?PH>0O^.#]KU&5E]NY2:,,GI<$(-]N8P)Y+#5=T MZ,@.YO[RK;^6(-]0_3ZG;&<-&U)A#S41Q6-2-D",P!-VY>M-8O(, DP!^5V M:
]BH=^$@?,C^#I%&CT45(KH%0KK%0KU:,RX!W5;036+*K>T&U 0 GKEU= ^9S PGI M/9-\ZOD[99]_ 6POFDSXB60#+8H,1ME:X)_$DN-'3$V M$BI]K#9I?G!JZ?
I0'S>6*W(SY%>7OU1YV'Z -8CE'T<;71L.IAW<5*5/)#" MSF&+VO1MX=?],)(34O-C^E.36;2]2\QCS^,#SGY28: H'8Q;C%*!!ZG;T+WU>P6<%VN]C$.7O<475U1G_(F^L M#X&?
GJ16S@]ECRNB?FGL:/-(IZ68:Z;]3W%99P5A]%@TD^?>4Z[I2!+H31G]M>$/L(8!B.K@"RBVH[T*R_V\\O/@O'O[?[OQC%]SY/7:.B#C6YNZ@N*@VB}[K
M_P'NJ4)*7@%:OCR5_VRYAO0Q8QS40M^=IBW\'LS2X+;^$F!:,%O\7"E1@\P# MC>]VNK@8&:4PH1W;-
F$>@JK!D=EC()"G2GJB[JN/O!S^Z>4QQ:^_"0P&"W:$:'[R:UWJS+9K*M=YBRK& ROXV6(MJ_"P/,;S[SYM@9ECY-W#_J/LIK3? 82G8XF2(Y)VY5GX^8TLTI9DJR5>'RVR6KZ7\ ,!?
=!F*2"/"7>SGGB_M M2KH-ED$U.1TN;,U###QQ$5&(;0D MI:PAPL6'9X]D(-'D&:!=1GRP6A#I5[PQQQ.X3Y/;,VG!JY3+YWNO" M=LKUM 7 1"FS*24GRO*
<8L/66V&.^J*I@7S8KF[@+[,$ 4^\92!JIUS(?L[>_1=OK1HR&X$ZS)YZCJK7")+]RA@P.X]?@U1(1X MZ\(06B\++?"6)R(C6"RO[<.YWC((>+">N+0FZ&([FH\.I=FEW&2AIM1+1HFK
MHNBN#*OY& 3JX.-(4UH]JZ7LH],F(+8XX];[-.+U@6*8"E+ *.]&:X?+6^P MUAKG(/%-MT\P3;+GG.!X[%\GLBYU=NA>?YI.U:C6-MLM.+6:U6ZN(G;$QR)" MD[M2(N;CR@A\S*
K"GQ79'Q*5D5LLIUWB&9=?7[N-(<3X9Q, AX*RVJS_6 & M_7UUXTG>0RR\P#4JZAR(HS]=:);U"H@G1.LCX!W+KO'AC7E97UTH9_>=,K] MMJ%_E_T#T<"9\[FD&+G[JW1?';
MLF8O3Z%16=2DQ(ZX-F6WI_0TK&LFFGSX#CQ%?E\S=_[54(H$I>:C(TL5(Q31 M*9@#VL1;/\D1Z?UGI,G K-Y$55;ZS^RB3'\(R]IM27Q:1A[E]7%\RV-ZFT;L M)!5(<.Y;?
E=*8M+&]%LN"<5HNYQY,Q]W%W[3&[*Y7WC00KRPAKC70D)S7.Y M(AYM32>Z00,^C56O] ,,HO*^]C%,BSF M!_%$ZV>98=Y7 !D/:0B78PI_],2N/\BCY<<^XJ&^?'Z>[8(8G$BV
_U2U27)< MZNQYM9TJ(8[Q?H:?H,AV*);O;KQ=VEU'/U%7]T[#;$C1'=HM/" "SM?X!_N1 M!9HY*U!5C6@FL6/J,W]]-HG^6_SP[#IV+#I#H7?C3
M5GO$=*SY2$\#8W#4E#NW&:E]\=Q(R#7#+7C8KUSN:*S,RXL(TBOQRK FV=WG M>_/VW9N\9)A\(KOUO<"/7W@RI(54]=ZY6&RH9R-C]3NPW0T+Q9C?
G2]NZGJ((/8\69YXFU"UJN[&WSO$1\FY\\MUJOS>OAW5=]TI[,$>5UKNB(S8SWDTZ-IE7G$ MHZ3W0PZ?7)<8U=F5VS:EZG#%,Q ;Y*T\14CK@VU:!C+[^,\VFJT[G*VB M$
&JE5PP>4'8TX">?@?[/[S*9E9W(?LPF2K ,]YB_]NW9[=?\R[^+=]YG]X M^'M^0]4]D1=^+1^VO.I9Z]#W-7\\0[K**@>/_K)W}^&-GF0E/FM_A_7&+'T' MT^[RJK=0+UY$J_Q MN9-
]'O=7 D3)Q*TOQ3Z5OX VV&&O!,)JA]L M2HUQHIY7T]#KE->8"%T0? B*B+HTQ8TJ\N#;@&,0A6'F// M_KAB8G$U\)S[61:QB3K>P>YL"!X: Q_R)$H#FS\;)$OK-W-IS!_"9"(O09AF
MI#6&_5@9ISLT*]@AOH&11F<.V0/=H^>AJV@A&\?'*%:!\M4\%2=DA!Z]E&YQ ML.!AE6W5\%;#(N\4.8'#T I-3_8@"H[!]O-/,VON1CTSZ>MOJ/C#+5Y[S,1 M:HS9'MRQ85;P6E>$3-
$P8E)ZQK9'SB/GD2YZF](-N@5S"'LR2E.;D;6LO'S' MQE86J4!$H'(.7OK8CA)1]FO4.+E0OA(:KFPI_;-+5A4OM*R\@(#P@(!#Y@<69 M1M(X!YY/>\X$/AC=**.W9[T:!QRIHH1"QP8G7X;Q[
CZ55N.A E MR&JQ7 GY^_(D"5C)%(XB@&&E)US()@!=#S38S@N@)YS M%+@[<00JVZPOD%,V$,RA)K1+RVK3JK@5Q9.E#YP*:$7*E5;\BOPJEZA 7Q(\ MEQ?F8[("MG3=^G$IFAGS)
(6SET;4ET^"/4G[V_9<3.L1\L'<[BESA0FZ[_!CN+)&A1LQ/H(-8\0H/0QA5BZ MB?V7,HOJH^Y#KU/9D1D50%"LM_0IM@QWN#=L(!RQS/PT>2"(=#:/S5D
MI;+.$+AU+H5U$<;F0,F*CA-V7K3&"];R$WZU:F+9=5QZQ-B@E(]V?!DXA('A MDLS$'M3&D6T,)O/F"8;#39)$;E#?P/9AK"B*XHF@WX:2Y>LD:AV7#CSXK)VL MWRY:"O7M-O1J1?
M0/VNEJ,*3\ %ODDI*DTT"BL=79I':_D 8L%|P<_NP.V)9R; ^ MU7_!Z8F0/5H5I/C94[X\F>[(?$%>CB.',]F7C.P=_B6?!QG*>RSMMQS_:?J4
M@H$FZGN6]Y)YY,X'AE+42+/6[6XDC*X+37@6C^Y#DD&-6.IWV8F8;!"=2*7% M=] '7F&%1U#H?S@1!C_OK'U*^TT$UT#7#1RX//":ZU^R.7_7@INPV]Y+ZUR MT]}63!\T_.Y\
<:.710\U,\2+%8<4DIF"WHD.#1T8V.,>6A5*,'1>,/#_#"3 M>,SL(9-V0)TZ?K2/G/E.7*5,;@&5MNZS5FK#"(XN&]>]*J:6QR MS)3BQ_.[&#SY25"Q
@^I$H1,%$]2&/&AGT;+@R<5XY%!;G7H?(Y_FY9^EX'9 MW=O5F[.IS=L'=(,*E>[,]C^M=_/?WKN1ZOO?_OEJ))>MQL>]29/!(1\. MN#N;%0X\YBTR?
PI5VG7)T+;#&G>2""!5M*$U92JV.5\?)0=VY_]S7?^/?Q91)@Y &'>F&Z\ QWNSA Y1D*=7$1Y_ M8L5:+7I\TC?],4X9"7XK]FE#]FV]C7HG:74,EG#%+?(M/ITRPU(K;^%A/PG^
MIU;U'3,@PIJ3FF!X'H?'Q4-8W2TKBL$%+AM*&19ZC-+?LLPXI"+!#C+K7ZT' M1U31[C"Q\/Y^>B$R=Z9I*-AR?4XM:U_!,-84K##LEF4!A5K4_\N0SX) >WH
M&NK+,1PC4>3IO&F1"9K8-B?3I*BSM7ZH?#0XD[FO#9BG-%3+CN52,\Z96B,W MQ"UP+/!E5C.QDDL7KJ)9(R]"\,0*<9\GC"X_P_M@ZMHG]BG$56C:S+,0R&NX M8
B':]]TE)K>05!7O;_AEFPI*Q5K;,:M=/U-BT'"%["3T/0+%9J59@ MG7E]}3FAO-IG_12B[5!>O/?F6X!+S2M/^/6FV@$>[4A:OK,NIK*8G!Z>I:$9Q3V)*(MU),$#,8A:);,4)_D1\J($I8@,#'-
M_?;!,:NG+\%(':>56SG0=67KP<)8\Q-T@ M[7,GX[,0BE);CH511!K 5F2%,]+05!Y[@-M/263&KC+[7!_+*Z!) M$-(H^ HP4%MO\"T9MGE8 UWSI^G?/$:TWW!>,UR
M8_]]\\\6&OF*QF5UL9*]Z3[Y_J5YCG)$@;EWA&70XGT:EOKXH2DW_'',1_Z[,H+Q+1(V"SN^?>93P^>*CF^^L]R:QQ\#+;!KH&6C),9_H_&3(TU*71AG:WT%$"4O3T!8]H?L?
=+GRI?;S*Q(N]S6ECOV(YU! M$ -8I/9S'DGN!M/P*\ L\VEBU2=:I(\9&:_[>!WQ$1\;^K=PQ*.HYONE@Y(Y
M,+*S(P;XO,JVH\V,+$XQRU_L%3!9)=HJ67+N*_RC@3E_9EUGT#/U1>F+!>$7 MV1>[.%)ST=X;26_G(EMD44;4V&.=YOL>9_E'?,O\IQ0"T6O[H4,@5XRXXW6\
MM<##88'4/8:KXK24![+64\;/?FL\)OB8(&AM#_*+V,(,9P_U"!N^Q";=GU(: MK4YDS>#GS@?)L7_(U6]DT\4]HU-T^!+GM ;2IT0J7X)70)!E*4,[35A>"R[/ ML-
,I(RZ(FMN4T;T'@;/HC=J.ESNW1=TWQC_>Z;YG;1NIWG^U%W4 MYAOEAOIHEW&?T4=*"O_>9?:[GA]^-3;W^IM\MD3CCBVKWJ6Z.LUMGMTAI%]3 M1*0'8(0WZ][_W+G?
^(>,'Z7Q1KEQJOZC*Z'?"-QQDTQ8[HUEM\C4]PD_6^?H M5P"?NRP'V,3#SV;1>Y':R-H%)0"8I^S'X#[M/_L^&S8LA1_ #Y5H###W$3+ MZ)\R[$#
[;Z+,7VL4KX!"S1HTT(ORGXS2C7HTH30C8;*A7A@F444C?^]6,%CTK#B] MANXP0&&,&< MR?M+)1=HVZ\ TY/<9UHN0?$H-"9W_8D6/!KB Y+Z0YWBQ^CK9C:2K '>7S;<
MY'>O@%'^\E4B#6^S-T%U/RYW]T@:VQ;I@7M"361_0*TJ5Z^ LR\1CWY@&&N/ M.-R;M05'CF5C',]SP$B|$)/;WA$^ 8QER^I$2&WX,?H)YE;_0D0'AS^P;\4'A$- MTYYYPB&(3A
8OP)^KN2O?C7V3WB3Q1234VS<=_V7J4">TH_B&+_CDG C!_^$E M662H9Z"MUI8J-V<CT#MUUZJNA^VO.D^@MWP8L8YH (-*\"S*?#7*X#"_MS6 MN?9ON?62H\ G0<
6!1:41XT16GO^Q3:"%'GI1B!Z^L-1@F%9+I^,+T3TXB|P)NS MV[P/;&C<:!/48)EI9QD@;[V>=UNI=(HM+0SR$INZY#<-Y0B=X>M(/.QA8'M!V0VPG?L:*W^3T MNJL*FS>O"DM+;
[D5F<<+XBBV8F-1+$*BP2!B#N7%?C*O$.NY>1L+8@B.3Q*0 MZ<&A: MZ6V)>X+^"LC&?ZF)HV;6GQN] T-SM!R#!7T7RU8T5L=^$W<_K6I^H'[U?R MEP5(HYF"NL/(OD]X&
[U84GD.J$X^.0X/O_Q[Y/>L8DG2TK=FY6C&_OPSF VD M2/'B+\2R?3#A:I9C4+GZ? UF)%G1M$,7W&W#T(K:VU=#.-+-]XPM-[),[KM[ML(DXC)>*;A9RZG!['MDZ$
MC#![E1#VQHFM*,]C!(K;/_Y/X6")/PE#PYC*]X M-WN6))DU+F47]0Z54*BM.B%>\"AF&(&P\2NHT,@X,J<}]H$S%AY7GOU$EN% M>(YA(1M(CQ+4S&4N32VRBV9AL
MP.5^SWXQNB<7=)P#C]3,H(MY_R>"4NL(N7'U/J:Z)APW']-S\TK(/Z^0FN> MLXL_P--# YMLW5P)O'_' MD]*PN%HU(92/*4#ED9#(1SCFD8AB2)$0H<
XN%C%MGBR!]O00;.HUV,5&E77 MJ]# /V!B\(UB$@W"A=%ERFK6KFH+%=@R8Y$(0F(@'^S7C<)NY0^RC0PRA@S MO03PSWTQ1$7H,@0$M @3'!*0DK?1F.$]$^_JK;LW<4:
[N$&UNT*329+YJHWM O715;^,LK':Q1*.D(Z\ ,,8Z6;J6H+7E2:Z8 ?'8'+N^TM,F">^G\Y2K'RLG MAV5%FB(!'6:<+QI-0=0?,#LJ?4G,F>?:R:#V'W\.ENEWV"E'Z1/U-X>E4)/R M^'0)-
%LYD2UNV&%6'\(?H9&Y#=2;V'LJZ?S%?*L&,2O#0)K1GH"MR&$:TO< M1\SM\',*,(=_L:1[O#D&[O8'C\-3RS3/@IJ1 M)H">AWY!49SOX^?SP[_>)?7>U\'C72^B4%R?
C'^3V]6./[G:W(^N3ULMOP^\BYUP=H5.@K"[>/#TI1 MWD2M':X*B/K*>E'>]UGH8|<86-T/22?QG9]=[N%G67GG>7V-W)_V7V MC)OPJ&M%^;B<1F;#/77A>M'6B]Z-TQTF('CP0U-
'9]I?V5(' ^&S/ M?;=+]=SE[Y#Y'.88\8_L],YA.V224L?HR&?"4%VTV@_TD--'_FSI^&GF'DM M&>X/Z1 3)QS(BIOZ3&MSP)\KM1[M^\.:W&>_-C:!:HZ8W=FZ(QYA,NT#G8P@1 M0"4-
[J47VI0[_S7+4BN:AS?^3=_H[0X= UA!FPVTFJP,#13_48Y7P(IEJ>6A MZ+YE0>/]D1]AG'K_-GH:.O $YNG-95+Y&_ M0AJU#NB/-FSI_,FF7P%6F3FQ;:
(<:;JZA*K_TA*CW7!P6'ZT48'GZX6,UEP* MN3$: C]9W^:+4K5;ZA_S5D=O.@!#AZ_##/3?WN=Z'[*W$X/H_SV]","$O_ZC0 M;\ ]H3_:1.E!JS6J?_1?.LB)_/MRI7 5Z(%U$2>(9ZIB)Q)$Z"_G
?EP7MX4 M5:PY?K GX+#16BM6%Z&[BEAY)S7C5,G.K"H@T0&O9OT:/T-=^:'TD\>QG4 M -('H2"%Q99]+C7+>&T5L*_U M_JC?
=7?'[\U>_HP(3WLJAG=RQRK6A\W7^,]U =']"5O;: =O:4]?\9S*]_MD8E^SA?\5D6-R]QHKLZAFP9=PKN?U7/]OQ\8OZ1V6$INC'.EV_?_R+Z>/SL M_6//TD" S#/32S_TT 4$L#!!0 (
R0!UGX;HG52IH" (D-)0 1 M=&%L;RTR,#(T,#8S,"YH=&WLO7MWDTF2)_S_? IOS=EW9LZ[4>3]0E7W'G!! M-;L4T%QV9N>?/I&9D:!I6?)(?+)C,LO
M(N/RX_\ 6"Z]RLMEI/Y[$__I+]7_]1'LSIOD]G+/_W3G6?!#Q\T__\5 \ M^-\ )GZZ_^#1WB/Z;>1.74U^I9\FRSJ=+X\6M?/SWIYE!T'L^ED1GO_=0?! MP!V?
YO7H@&:K/=A[M5H=WKYUZ[???ON^]K?A9R^_K_,#6'L#)S?<7 MA/+YWD^XHKW;1AD'*H&*S[6Z[=5M9;ZW)OG_7_&OZMS7YH?'B\G+5ZN]?Z[_MLB??
XF?/9C2=`N_=G\QP5BRF+;)V5CY&+]Z=*C?#%V='SJY,('SH^TM7L85OQJ=CN>%__M[ALOE@LNSX;^__M-?[^\G5TZ&3W]]U7RW3D!V7#3\=/IO/'O'&+R;U\]^UU>+6ZOB0;O%
F&U& MGLU],.EL3OP&^M:_?+P67U%!PAOOOK1$EXB'IY]L^.RK+W6B5[00]NIX]XO3>W50&N<+?M\<;"^ M>6R=%]9Z/5>]#99'Y?*YGEK\%?ZO;YZQVB^\N:27[K8%P:M<#]_\:RP9)F
MM'AYO)83PM@J6'6VZZO%.^D]W^*K9QM(D\LGRACPW9__M8>_'5X2-_]W[<3593>G/6L%??[RU^5T^/: 5KJ4TT\>37[!TW?I\QG/:@7/
ME;*_VZN;O_[TW8HG>VLM^V[)76^=W/;',F_'>\O5\93^]-T!+EY.9K?W\&@U M_V^3@\/Y@IEU[<,A-E$HM_?2X>_?+=^:IO\>OJE-ED>3O%8A ?QU1\GO]^6 M>]-B\^ND-9]M?
WTM?28FO/CW_Q:[L0I-;M^:,\6L?[_/K+'#Z8-;H]_]-QR>O^/OJ*75^:;]KUDBEPR:<@ 7>P/, MT4$A7XLED[U.W_U9L5B*QN7@?QU86]7S6TZ]&H#:1J.KB$C7\K'DRKP?7L M,$9[?
J;G"O0^*UF52H*BDH.?6 MHW*1?$OG9[E_M%B<3?+_$B[N59KH[T^,) "OC]57FJFC;$V1]>0-!Q>2!B06 MP*[9I*JKSOAR?J9W>#*;>D&G^/+3IM=QNJ1W3.[^
NL:O9S,+B1"DPBR47S# M$'EVF)HK&1:,%5Y=SJ[$SUU>W]^<#!9R127=V9->) YAJ'8A-[:\]2SMM%8 MOKU!<(L_)-TT6*N:MXK)R;!6/9I--E]X\;
<7SWYB<,*O/F'HE7E2K$3(UQQ06,^1&F5^BEM9K M[M'Y*T_]#6'@ND^N(5CGE,5<\E!X!=I00?E7(W5OSESQK"'\R5.?Ul,CPX? MS5>":=?3/Z+V^/!$'/^,D]G#^7+Y>'8Z_-
F*B5S>]W%G/#D_H'MGK3Q[0XF='LY>E##_FA](A65V*9[*D58R-@{)77)W?(W;(TK0M%$73.OB"&FD4Y= M!)=E{@^E%9VD6MN;*
]Y45H_=&U4/>XOEG1GN:3=$L@^'DX81T[^BU@D+5?+ M)XLYVWG\DY=IQ:+I:DR3"T\C9? V,NLF4E!R,6"HZ61[H1++?DN37LB!;H(_M M+ @1*9<-5)2-L4%#3B5!K-
VX4D/+WKQO0<;2(2)53V?$*_ QK!*U+M0L,F4X MT?$ZL3Q/!CR:2+H1V?Y>5AE+='S&0C1#'2,_.1I6;"[!QCM"!JA5SV++#ZVSL ME1;BT7Q6!R2*U].ZTG(D=#:Q2H>
<3017&90F5YDX6]"@(IL-L7ZQY;@&TOC(MY;@E\GZ?=19ZY TIKK&)9+$DGPLH<0>WI*Q/U%9/9@M&>S)2_.."]Z,%K\=E MAH4B%L':35U>\""8@Z-ZE=EJ8?
A=`6:2]^/WR&M[^(JV6D/5B[70QOE6?T M'B+/V_!T6TL^M+<(^NI3]HRS#-^[ZGY{D**\1 UNOA%:F;/5'3-E@ ML967FJ7//!MMEOJDW$*.V),"]J\^8=,A9M34T15.T)'&$ +(8-

C5*%$1OM2/JS?8:+YGR8O(KBK_\ M(P# O=>^H#=?K&$IK?)BF>PTBQ>*4#J3MXLNN=XI5L0/^.D=4Z!"5]UR*RB&HM/;2I4,K4SMDDLM*_[C6O$:"JQ6K"5:=DD M!\G$PK(&K68(P0)\BWN<2U"L!14H*ITY!QFQ)#%U#%G4E9%#QG>_\9F'"H&7 MSRGF*WKXE*I!?]!-CLBDW/4M,/7'OGI43&".5[LG M5I0NLZ),L:,(; [E5U:W'FK[$]V^!NS_VU2LS=#5B,25S0EME+ MMU3+6ZZ'ZWCU+;#YQ[XZLQCZFA@(U:-C?0]Y;E-Z?S]0?^^IL!]KBJH$064TZVRR#M*@@ M(*G 6*50ZU_BU;? W1_[ZB5{MH]U@184/(%!D=L@T C%4/K!5TK7^+5M\#F M'_OJC1$YRF&^6OL;F +8ZB0+D9&;CQ08,[SE8_X(GQ'3L<@,9B?Q&74&@Z@9 MB?:2/+^=6'la((7>T\6CDVE;UF\N0Y,LR08U.15L3_^99L(OJ,*1=R.6#A M!?%B'A03@'6[A9\BHU3Y7N.KWU&5YQR=#TR O+@8^,I!R-3=G+@BXO)2OR$ METC4*[NYD(4R9?$7.- E#E#TL!$&A0655U=% M,\H8 M6>HRO+=D+U%[5YYR#IFM?@6]RS%M[2S?8B)@M:.;9[2*X>.G,(NG$!CH8R]6 MT%B$1(-.;=,CBR_>O/89;BZ^,>^ZXF7 SB*9O($<6#^V&L@5)LJ*YJ/=7%JA M9LN0#12GY2#=BT/.\Y\V.LPIZ*8DO3Q7G7+V+C;/VZ>+V_">%SA5G<'T%*Q2 MK39C/WK*(196$U4"+B)3FQ.M;&P!KUDTVZXHI;=0_L/)C! IW_06UR>H^UK6T MO/?I%60C!F7J^JVY9U.+B,&&F:WG8GGNFHWIQ-K?8%>AV[.>>]P$ UYMN0UK M5<,W]9[YE\G,\G(S:/<-G=)=(G*V,??6>560]0F2' !H_JU8JT">4)%M(57? M/_=;%X.Q%M1I0;.*RS__*!&CMY?K $U^VMXZ@O2V!$;,^Z;OEY.!P*M&:Z\]> M+60R$MT'IR%]W_^^;!+2<>N->Z[_7,Z/%NN_UA&QMT_>:+UP^W]+QNI,K)D: M+Q5;M8) Y7 C.5V3S;%$S];DR5=I'?IU^M>DR=]}0HN]];3ITAC*_0?_^V*@ MUYM?/KW=DEX*V6_^;/RPWP^GDSI9_4('A1_1)@>B9^>SUQOXE(17JK#)[*6< MQMZ9M9-0Y#N_3Y;?_? ETX#U>OODQT3/ZE14T+\WFGC_>NO11?SZ=XIE,.EWV M^H2$I5B'U*YD[^UI"_;%*Z=_GW[OUH7M>-?NM%P<$\U@6M.Q*,*R50Y M@>GSD.TEI%%WYPPIO19I%W? EV6]X^(&-^.##EHO5[7OK$-?-O>7O1RO%3I9_W\Q#N//V_SJ:'C_;7XZ M!:,.Y[_QJ./(S)#/Y$]1?=_\72.V3Z-,AXN5R+4_;S(#!KEO'GMC)K:N:%, MA77#U!DM9#_R5!$O#+*MSSD[#&-]S:.+/F[AXM M&0(LE\\VMUB>8]T7A[S#A ?;D$^2=-&.IHPU[OWG$2_$+[1Z-6\/9K^R^I+G MOOTIT2-&*N>F\^R)2(35\2.>[Y/)(4G0^L.'^]>JQM[@^L]28XXWT7L$4U)B MN%K7@<8)6(&ACY8-8.'19:[.!?\.P5ZXZ'\[K&AA(A16+Q!(OY39\]4YAS3B*R=T793IYNT.! ?A>0T0O!E.3:9+Q[-5]L3>Q>= M(>6R3C&=-5_[=5/9QO, MVU,7V;A4)&2M:2V1U00)LX)@0ZNAHW(2LC8FBUW%HGR+EE^;C/R]#QB5/&); MW'DSC?MQ4$WVNKE]P=H@#NT4(%O2#&V.[MA-(PRCDNDF;^K,B+H<$_\L><=XY;_L]\PCIK-E^L7FWHB.>^ MK4<_FL\6HFC$]WBG__KE ZX!>+^);-P.D UV'UVNH%C$RNDZDS*2 M UNZJ7D=#HJCTO,[@<:;.V)Y/9JM_]\7\|\/\GN -?TH>@QXV11=4P+F4=F12C M!)== O3= U:O>3M=5'U85/I^_K_'IL9LP_C(\\7A?'.PLPVMM&WK[H9R?>UD M*#3P1DXALR0+.VN@*EN5I#DsJC>3OH4QC#KAYY4F[G]XMG7=B)SI62_DJ^GLFU& :@Q=7*TNP MQBO0E!0642Y%'-*[^/@WUFK+5Y/#\V<$T\G!?3R83#_DTAL&>62=@K/:0S"] M2)D,(T'6")I43C$EQ6IEM-6_3OTQD@GV13VL%^(E/D>8,45U13I")LV*K_H@ M844=>C .HV^IT[4]4X[Y"[,_GXQ2NFZ&=QO*7PEV^0=8H:6*#(.89(H%)"M MQ)!:,248,^PI\3L]7)L3E/ETBA*T?B(K=]M+,F5=,Z;GKC]Q5&CQY/IC=$V M-EMK:F3:M@T<8YY-T0WM@B*30@!U6#OW3-1O3M+VYP>\]GKD(7387=;6^L9 MG#[!27LP.SGGN^9HMRWN4&>M[Q5(=2]PGG$ MRZ/%\;/5O/Y]'2KT!8S*+0ESKUF5LEI-5W!B>N5(D^)BI,LZ9\KTI_4JSM;-78H1GTCU?FM$#MN7_SI9O7HVG[8G M1]L+)OMFF(SFKLTQFU2@]R35&LN'4J2+.;JV(R)-K7Q7/OCZ?NSH!WGKQ:, MM*!WJOQ317^? RN+-.+)7D\7]^/'L>M.)MFD"QZ9<8,D?]$EH6&7;2@J5=M65 MU<;G;H>5@-MSCUWYD4.>$;+NMENBA5 #=8C\$UPUDL'-4"XC!IVD3%<>UC?W M? KZ^R3R$!G_5605XCSCOZS8>/2*!LY>0NS#:H_W0R#1 M+=M /D,G%-XY>GFT'U++*;Q(TU?*)O^3IM^/B,XGJ%\)+)<[;I1I;_X**^ M>MO# (9CI:Z6GUGIGA&U\!&=:!O15BJ"V)O4LFAXWEG$7\7 C9N,/D.R3D4&V M5XROHC5RF%&!S;8&V65G>@A.-3T;_>42;,);K MH1.V9G.74'R38[/B60YHE2 E[%"LAU;LV&\3/DQ7>8[8OYJM5[JW+M%#8J:6@NIL@:5(RO-W)LH6;!(N4M$D?;# M.F@&.4'ZQ/D^I48'AT)\F^;G%XK$O'=@7ZV]B%\EHD-3DD^U0V=Q!6R,2_,@ MJ8===>N[:.6QQV$#03]S?Y9LC/[RW-XU%;B@M.K(6)37/UP;.9Z9%EQLD3QBT MUK$7?3-H\3-(UDDY5B#\UC"'UDP;#K<>^L'K.6T5)&5 MPL./9Y>%I2V? $DX%]9VQY6<)-OMCU5C'$ENO+H%I?7WRZ*1?5H5BL(E:,UA"+=#K0IH&T%02=FV*[@(H=[]QX][Z!'7%;Q=A4=6"C MEKW*5=)K&BOZ"W/)F+X(^'M&^K@:=B,21JLU^OFE@52:E+'4&?E*=D0U*B; M.([%/71U[8M>W/,%LS\+B#1U6]$9VDX+^X09:B& M-;=W) (!ZJW+4+8X^Z8GI/*1,#A*K_.I4,:T,V]MH)'-[$!0C%%5L0S07EI# M1]< E>[@E3$Z>=43#6>;O^,**;]V>\(+=7S>*W_W^/R5B_MZEV;4)Y)V\ E=49S,L6^BAH:I)J:B& MQ16CU8T:P&]3G+8IZ AH%&/U"13+'2P-@?M=*0VKF]WB>K14'ZZG=S/"_JEUP ME7>^]DA@. 9-V'=DV*!.]2IM2*<:AO-5?;20?$HK5E_4[N%"VJH@4CK70"*14U8O*E0S

O)OPJ2ZL;Y?-IP>ETOF)K:PL,\VXQP-,-/WQ8E#+A MM$_?X'1Q?S\(P+Z($'G7FOSUQ9VGS^\]??A_]Y[>>_,+XZ?.])R^>/GMQY['S MQ>>/]Q@=/V<(O*?MWN.G>]K_<_N7O.>!\!IKO[#^7RSI;=]EB MGK(C_RMRY(;"HD^5P??GB[W5*]K[SU-NV-O$8NW1K%'[%[ZT$/_'WM?WMPV MDN3[51],QON"):W[L-^LQ%J6^K1KMOV6NXW.^\?15V0,$V1&H*TK?GT+PL M*>]T+($4)=;LMBP1(%!'YJ_RSANXW%%'@R*NB:9#/"07;K+8<;9#U%)25]]^_MN+QM4+`,;A@)>X/%7_3Y!)_"6X_0U%,P9.HMV@N)H(W;FOV:C6# \6,T>>,((_M-LGFC)/1F,_>N`I9R#I-((&D3N2Q0[L534 U-]A;??@HVNC5C>\=\F MTSX9B##W*T#/G(}XMG'B62\ZP)T$>K^ZZOC9E;?&WDEFOT-B?=;5]< M>N,M8C1H\3\F2-]5<+[9EWN-Q//\6#ZV">%,-VJ@U738N-IWK3\NFG9.]XAI MO'"%BC^5S?\P6_E:W5D$_8$R!"?6)K:*9"-V$2X/SD[@OA<_K(!E@MDR@IE'-M\S00L_O-'|O1$7PP*OYV7,$GGQ9"PP_;459V-QM"RZ+)KWOP9VBJ,+6D22-MZB7%5(^-INJ6J=2HM(XZ7_J2/#BVHY/PS@AUS7GQX{1R6XPL$$+3)G#-(?9/-M%3F>$G&6$7L2>8D(UV6JN461Y2H5EV6,%/XZPBB>I4L77X|@$M0R7+Q>0\0D^%;DXMG515L,8"CL96F+"/C11,.'D,=?%"W@>$%E1 MST"HJH_'*3TZGBTT/;,3RV/_;B^:,,@VQ_7(WAY\A1V%X@5MY^B 5.&Z2PT? MT_W-K?"E-(KN.4TKGV80S2!M/2T,+H(]JU]>R 6ZF6WO89/$Q@G&)4$D!-U4 M-41&1(F45):IZ)V*/?GEW\PF$YAAFY*8SIRIG=X[I_E!5/KW6*_ !/W G*^N MF$?:Z/?C[D]^HZ3L*R*">,99M3]E'2WN5MJH#CXP6&2UZ00O@3UL,82:QL-X#6B3;?VCX9Y(.[FI_+6#OT;47 MZA. &7C+9'ZX 0^

***GI;=V^X>7SS&Y.LTMU\PUCG=U:C%@T)=8C.I:E MD>OE&AU3]PB=N&\!S>?DE:+T-@?2+=>XOLUE==NUN[WQ.0R6*P[\NXY$[Z1M M!ZNT+C5%4:2"_SCUO\&IPQ 69?0\4/QPX^1Y5OKD#=#9T7AR=HVRW=S4 (OO M;NI3[WYW//V"-+I>ZZR%:KZ^I/JKU;-NG[@!A[;K) M/8!"=V[DW^UC5'[MEF_.V;9*_GB(_?8Z\3J3TOJ<)4\,$9_KO)XBDQ[SU\!W0@9NJ?9KCNE[WX) M$ZMI?/9#WI^^9[P>WT]YBX\EI?1=ZQJJRNM\R(WG&)+7;TJ;AQ_,[UC\#$VT+M^U]33'8\:=XU/$LO_UK!J^&UQ0B&/4YR\I>J;I39D1WYR@Z3I3.5J4HWUU.[M"G82ZB+5\:K"3:D_[(7]^5I?72Z^>O^^2WX;N_H][_NKC.!S.":1X =O>^_:.MXHBW>[=:[_K?863SM9\|85?B<>=86TF<0-)0BK@S%!D?+,*<:M X2N'+GCSN M!VE-KA.A6D<5C'M0WS>%|$'[>^UC&5P% MTX=V07F :.[QTEX30@((VBDFQA%.O46:QJ0>&:A;>_C38.F<*P4NQ=5B*-XZM3A1++9*!F;Q6R%KK4!DT%4X*B;&Z)MBM"$ &&V@AY]PP MG^@COJ2T,TD$Z=N\A+K-E?#\&WZ)27%@)\47.YS%=&[V|PZ*\?FBW!@TL+:RMLQAVJ^G1HSUZEJY>+%%_3%S[]T&WI_"W-5Q&(=X_3+_I1=Z#M%GW>`M,_IX)>X22:,Z[1;@-`Y6$WK'YIM1MU!.3[O_/*N__(>]Ol:,Nj9\N;#^\^[IS^OLU?VHV/M$PU?NZV&@A8OL;RM-MGOE+PU?0HJI?!_Q3S5[UI/;IB3SCW8ISVTUQ7R7& 9&GE[UEY_H3_>AKQYSM(>?,9XOC2=+'_G0T'->UG9RM<*U_???AX&#GT]\7ZVU?IZYBO4[Y^QWPT M+).SD+_1Q=4)2#HPZ9;Q.GIN N(N#SSn?=W\#^:KXM/OK MSJ>W^>^]_+78^?/H:_(K>??CPW^GOQ3T R[RP=:0JUD>JVWN:/V*;_8(;03B> M'E8+1]!A-6K-?,"AJSS;=SY]+O:,Y!Y"7Q=[^^]WWK_9WWE7[+\'AOQM)W'L MZOFO/S):AYMX'5QW]Y:U/?/< Z!]'XZ0@KSL4UM8Y?$',SLY)(?G'+/I6GV=[;SGKD17OE4J2XU&C_*;__$-GAT#R_ ^CK%/5GHS M3OI;%"WQ9NEUQ2_MZXJ#YG69MS)O/6/>.C^BDAE_?!K;|EJKY[+STROY<#\L M7KS5_*8SOSUI?AOI/XY!@8J3^C"559G>P_CW(%9[T\26U2GT[&!I,%V/@F*W M&=-6MIQWKMQVF3BT(O?P(>E|LV#XKV=SB9-[?EY*G)3)>P76U?-8?EQ$FMX M3'-W9MO,MIEMYVQ+U\&V=,&V.QY4Q+HK'IA8|&WU=;,3'K'OEA^H-'FYLPE MSF3KXS$RVX,R/DV3 G9X-BH_#E!.5F#/9,.WGFS,R92YS)U\&9?,&9 M[Z*MM_UPS"R867"9!<4Z6%"<1Z(MS#_[HWHZF67[#WGT4-#,D1O%D7(=`"D7 M'-FZ&HO?XO1X'( KDQ;9N9+D((#,E"T1!GC!LOLC/SZ) MQ6?L;3#/ISAL@F,_VLGTK/B? F^N)9B'G$?S',2COC"[?UY19[LY,H?YM9(Z\P)%KB>TAY\$]!S-7QW`,:$E/N?MGZ$ *ZO74{'EIMBCZM:E/T\"38_I;@ M-SNR1PVO=N4 ZN)M5?M97:>N%DD,W1G9X5F7D74>49F>3[&>#7-= MCV6&W-Z0@H.FUZ4N*3MN/)L6O|G)'RFRH*K_V&IN9)D;[N/ &EQ(V\:4T5&PWXK M>S1/;!CNXV3L8|CZQ$>VP25S%SLM9BPN?5A#|_NONIUQ) M>%-9;</KR=727@8C^SP\#2=,3&UO.KQ%'N7'MT>7^VCM_K\XML;J/9@IMIY M8EQE#R>@`!V6UD`?DQXY*JE5Q5[!U,O.F9F>M_4QB8(@"2;6HH>S4=N(-TYBMJ.TP|LA5OR\|NCA(STYFQ2YS\"#ZV:2:.5K%5QGZO8ULHJCG4,A-F)MP.BV.(MI4T&|\/9Z7AT6,=1!0I:O>"-_1,G;?>BXG=X$7!?>M$2$V:&RPSWO(V*2Z<> M/SQ)10IM&?NLX/T;/;,.N?3090-^YJS,6??A+/$4.4LBAGR2?+8W0*_CM^/*57W&8.UV3QN%MK@O+IGXOE:/\O4\&E3 MC;I:CE8/'.[^>76X'WXU|HA;'Z]P|SPRNGYTKMO?=U=2?_93RY47PH_M'7]-MEY],[5%$HW&(\^_ N-+E^>R'!1L*U20V*6>0@*$YFDZ/7H:I/A_;L5;KZ^M2& MY}]:S/2EJ-KA='C:?O"/63VMRK/6Y]OHC@*K]WX6YHB/ &8:!+B!!{T[8$YLM<^|=.&?.^SC&'[8C%O/78*V[GVECCA>'4;,O[=%C2QCK*SO\:L_]US_]QV(' M%W>VZ[\LR-7%5^F31UGD*ZC=0$?3SZ===C'N =P_K_5F-HFGNTXWB"MS/=V,=M%%A4X2\`0W'=6TG[5!37 G4ZG&&!?GWW8=& ?0.&<[#SZ>|W@?-R_@1_*1C[.M\\N0)%/+`AVR'7H\#&)^/8U&.A\/Q5^#?PDYB81F@PY?*GE?X#[&L1EW%?R!M M#]*)K48%D-A)7D'N2:'MK>M6K:@H#\3?NV2]V.HG# M8CPI?G'#17340[Cj833T812+IK-A,;6C/PK7#&^0QL=I\3M0SKSU60W[#*0& M9#2L_CFK0O$E'?GQ9=[P[VSX.,ZW>8.P\Y$ISG5<4#9@DHI?K'#E (68D*F M:@14EUH)'36 T^2AH)OKZEOQFR_3K\O@,X6+%Q[}/[0XA30L6]B@$)9UK]M'IU^V/WM\0AC@&:*YM9TT2DH\PBMU1G!R=%>1!{N|&{6G6.I M:6LR^2E)-QL.TC\"_N\F@(_.NWO$H.0WY,+D]3M77G^2G<5(&>Y:)ZGM$-9UE-MDKJP("DDICY.DL?D!!!J!D+P7"<"-2D)),?13HM)(K84VP;BQ\16=6PN3>-) MDSC;-42T23)!I^,9 -^)K1M"_0JBR*216$(\FL18[-GC21P=QRI#X/>H]=(@M0IAHQY'0R#C,_Ol.SA"S93#(A?H<0W9XV@IJF0Z77OVW M9DE"/)T>-[+LR7B2Y%X8AL2X*&,\%V$?P>Z0B?IVHMZKXC ;$"Z\>F>4'%TV-M68GK]DYU.ENU+1F?A[%(G>LG7\;5).'GR6PXK4Z7/ZT+.3B:#*>G8(BF,!V M A?;NKR@%B8DKNU)@NY0?:G"+(%OA'D=)3FQ2+T,?0O)9>Q4QN3G3Y+[$**

***EUE0?X.Q/WKSL['#7"H[7@/VGY#2*>3:N03P=2PZZ,(^SP*ZSW@)[G MWM2+/C:@O9V3. 'RR/O]G?W^[12Z#V5EY+HKA66QZSH*@R\,DV=:6^7+X]_+QLHV!M3#N%PL8'4GUB?733D9GO1?8?>7N6M#/V]YR-1#*%SNI0#Y[E-JGR?$W-M]P\-M#%%8EXU!-HZJ9M%,MZ'LPW!:^%:RU%E;XL8+7]`MN;\R^9A@XV&;Z2$Q>>+C{$5_G#;_N-D4_KV5J.7DI:EG_FY-8MQDD7QF_;]RX-!##[6Z;]FU#UAX^[;S;@_/XP,;*CZE^+^,B/,75[B,,3V/[3 M\:0)R7B38C,F5-D_6XH@UUBCG0XM,%L4T4Y+B.1==#K(H+L]@E MX:M+)0+9+*5#GK?D.XKCVE=QY%MQ+8Z <&*]I7@$*L34#A9R)Y#-21-@]K6: M'A=):;R/FLHE76V'Z5F"LG0GC'=\DB+-.,;@.]W=?L)'G=R]VV.*]^Q%%Z M1X.P7^TD#-I+?XS&7T<78MU&;O.{I3@PF.V!:!DO1B;XO M/P/[<)=W.*X%8@6Z7%#7V9RZ[%>$;;>3T?BB.;<3?7BB.@*K2D49V>U$A,@^2)!"4[MD6SNJ48-(=0 M;I@%ZLRPF]Z%![-f\(X)=|_U&?$O41O'KW^"LFBP;WSYTXMZOL%*?YO-L;B:O MBQ=[51I%$OT&<:+6=Z?MQ_:)@#&ECO.N"<20,,?3GK'-]C_>/XS#'?=R:I3P[M3=QW)4,Y4]0-RS>>_)%0J4JR6*RGF;@N'RGG%L[%&C5:>[*EMCZD\==1G%PT MPS4:^]"SQ+96WF0UG?GITO.LB/1?.OOQ:&Z4@JM=\3Q;U,>V+2UU7N(A$_3W M"/KS?C]J_Y.VZ7/\!D?2?MJVDQBJ9[:Y+VR7)%:EU/I3>-ZWQH4Q/"N01APWE-WDRL^&Y6PR MEUF2&>KBW?@E^W/6FC=+;^99:WYJ6O.*%N="UP)O9XG#[.3LW">W&1T.WNS\ M_G6_P_N=3W\O#CIO?-[|.??]Y^+3[]\[G|NQ_^UV/OPZ6_P*WKWX<-_I[\7 M|QS<=,)N39^!I9Y^BXX[_S.S$|AU_.96PTL2RQ[<51"_]=XT=S3Z8>7;^TT MP9]3W:-P%N+BQLX%C8;C<2.#GCM_Y\KCD])}$NVH]]ART*)Z0=7.7+U>LL#N M^"8VEQC&!BG*Q\(3 YQA+!)]W9LOWCX?8*LX+YY.=]]Y^L*V>_X:?N-KEF^> MO^1EL3,<+DUUT&7,-X65SC].5X8UG8XG3?F8,CE'N_4+-.V[*W&;K-.1*K|3 MC\X&7=S47/9L//<++]WMQ.]ZKU!QP'G PB5_B:-89M%-GDF1GZ'RE,0FS[;3]MH$Y^]_3KT9M*,8N%W=1(QZE]U**2=^/GNGG/7Q9_.XZCBWTJDXPK6YJP[8@ MHN39'G,(K+5Y*X/IKR/D27?F\<>!= M_K1:LQ10$D++#EEFT 8AZFM,*CXV(TGC8UCVZ^N1'?DI^]GJ6*N=W3&P]DVJ/& MS%3?MNG-")VMNXI*22"<329-G;MF/9>ZFX#8-5LYI?YVX|ET3M2)4]?=/Q&GM;SU>,X7I<$_=08$Z7($A2'S6B;EP*. M_72#YDOUGR*^I=.Y6LE>EB+R?1U<_ZB|,Z5=J=%#M_Y:0^GT,2 M2?'`H MYB B VUIR0UEBBLJ$]=>C=+H4;,"MTRYC7FB?^CBBB4M= M0E(HTOQ8.P| O.2+9/+)Y'.%?+J0F@9=X8"$L\9WXLT\1"734Z:GN]-38^)M M<[@60G U2D?P. 6=+Z3EEL;@CZ.)/ MGB;GS,5XTD3"761H8P3H@+'U%#26C_G7E])2,VEFTOPAT0X6^5]+@<<<7$O.;M^)77F9XR/=V9GJKZCWJYN'=G8#F)DZ/8)4 RP?V8%G(D2+5.?ED^0XS"242>CN)-2Y MR5J[2 J/K$Z,'4KNR%'KOF]"*A<9ZRD ,*L F<3N3F(&2).N!"(Z\L9###I/ M:@*Q<^-(MNR8>{ A+K*:7BW$@DQ!ME_L,%-9IK(?H+++&,@LX!PB6RAA<{*F4&S?Z4DW& M\P\.!!0.W$QAE<)^$,?:Y,1!I2$=O$!]?1, N?K@M-^N$ MS9[IQE3203[{ ;2YK$Z>/QL"E_M0B%N^^%2+W'8|UX7EN%-P-EIK,?T'CK MUD/5Z:)=:,%,*&ZFR0S|3TH_04E?OI/J2D1=8X$R?/Z+.+@QO3?W5JU3.?MXFE@"QMI7P=V)0;=9)YR56@:3^O.MQ%";28"N?Q9#RIZI.FZ[<%"K!,8N!F63O?CR# M6%=-.Q4V'\>9=GZ -KZ,TW':F(B|;-H% Y.D|Z\9%3R;8SA4%TRZ &0'4>[M*&0U.P4EMJE4/3Z)3;W?]-4Y0*;4PS8-,)W^P\X7EXN^N=B76>8%LOA36! MR)BR']?V6X[DS,3T@|;_EE>>1W@N"CXMW0U78'Z=$K.H\Y1I-]/N#]'N>'0TOA!VUS6"J,=T MEV[Z?_;$)BTY3C-J9?JZ.WW-1N==1"[6#;E8+00^G&-?@V_G-UPH$M^D[!W MO3FZEV/L-\B5^/JZ(M6I,EQGN+Y"N>&\M0-Q/K&T-@Y;4.C;9-X:A1$>TD MUIOM1YC,.7-Y'E=A7@^ULLNJ*Q=EXUB[6!"ZEI^J9FW?3 E4V3E+GX3:1 ML>WE-A?VFMH4)^-ZVK;T2EW%TM=3@?C*@Y27'G",C,WPK/3-DY2Q>.%6%|_& MG2"8QCT9#^?5L=KW=06FFI;$BXT>@IK=9E,.KM3>/[=/OBZ.AF/?!$2?=-KZ M=4F]K]NHFWD&P*3I[P5K,NHZE35=*L^5|6:E4#?689XFKOG]CTGBH(ZS%]VBCV'+TGRKUO^9V4+J>)HJRYL"GT:3I^O9C'Q88$;2$Z M8.C4>,%;>$MC0ZG;Z2;B2H%|\()Z=GHZ/+L06;]D@3Y?KEB6L1MI*E-8-TT-MFYX[2]^LCV23D/H7GN>D->6Z%\MPDX,OP*S.FM5<,GTW@?E-^'1;I/L\8'JQ M=\Y223RY7VIB31HK_/UW,+97K:#++1"QO2"L|^1]Q:BKZT*0)+CO'}^-+1Q3Z:U M/(%+Q[-)4W$Y\>I7I@YY=ZFKSS@^G5>1@^?I,Y>>W]2L|$OU0.]\'$-L#:' MYF7_^B4O?$P=!H>%LZ, _M]ZNT"PRZ#>G5/ Q9C?AO-?%R6L3!(W4LXT(/6@ M##5":-"W*CA+W@-R2>#19+MI>@E7=E6&..TP?Q72*-I\;. "A]H9EQI9=9,K2 M.L>V\=ERX< ;G_@Z]=TU)5KIXA%N MCFGX7EY(2^7+FG@U.F]Z=*1%GS=,,;#7PKOUH@PKSXD)-[DFGC,]MYN<4'"*1@MZ^.B'(Z_=M[H^>)W-3=>+UE FT)_&I]}6{(C=#SMQ#ISZ@6]FF=;38I%NLR7 MN""5>FZ?NIP]/Z\>IX WZU#R^%=+D-W\%V(K5Q.I+_ZY.ZD652#^)KJB2Z2M\&&4MJEGN;Q;EZ#IPN8-YJTM00).3Z\;&$[TUI8AO2ZJ-,7>-9:X;J*++>]NO M%ZS669.;DS+1Z]SN*IY^!#FIV!\4^W"]%V3GY;S0YR>XM=B#,8TGB*X\+|/M=CBNBIVV17*E4*_]UHQ7D64Z70IBSHVPB. P!&P5,,^8$O0 ER[U-Z1Z:13-9RX>QD MT1/WMDCWE@D]A-9NS@_CAMJL8FTS#Z%^.M6=M.Y_TW(GU9_>S?3(?8N?_2$U2M8,L7S2;ZID)+)OJ32(M4O@5*\+9#9]\^JZ.E9SM\H.X"Z6EFIE$<:XFFZ#>3D(;S@/LP/J*HJTS$+XE0SY?/`M?$TEA3N\;_L7^.,89JU!)ZUV.9LTC+T\W$;$.$?4^?Q>%CN@O3?FUB0#7=ZG M=G)MPZ;E,<$!V!QVW=Y=;#U|&P$UC7B'TWEGA45OT>WFX/(C9DO'HT8X.1E/ M%N'Z+3;#AQ>4IA1;[2>56\}3_%^/$<,TI4;?:KA|>-8>+.?LT#1];7S8DV32M'G1'UW36U,HZMZRW);2;XM7S4]-;JF:KM[=WJ?&XUV)YSD0W%:.N2TW?ENY MY,'C1O585C%.W*EXV4*YR$ C#MK'W>*^\|M FZ;K@T7U60O9N>N+!U*;.DP[_S5.]Y6Y^D;KD:A*OTW:\@^\)&ISF-$U?<-MHCS/"^BETQXPJA$E6LFJ*TGMXK$=EFWM9-C6^#)5@8^G"?/:T_QK52_$NJ:? M&R@-(#@W@#JT7P?IZ>FH'JKJ!:EHF+79FK/3IA?[!5LX;(IP7|# KUOW9I4O M5'6>;UW=KM.@K4I4JB<>6QC$MVJ"9Q'\+514P\UV?R:S4C:SCBFMW/G5DV MR[=3Y^+_;XAU|^^YWW;_8W M]"_7SKMB__W>AT^_[;0V,C>)2BN1BUHB;W8QN44.R>'Y-I{C^WP7YYM=';;; ME^Z[<.OF+&RKW[XL]A:VD8/%0->ZS!<;&<&Y/QY6Z=0+A\X.TW%X6|`>&|$ MZ7G9/N^\^W!0[+|?_?3KWX$RW|PHO:\06#9B(=V\>/V]_W:![ML"?COX\&[_M[(+O%P5]W=V|NXM3/XB2BV|3E>,&?Q#[0:D&E:,.3[1E1M6TV M]0+KGR^M3G.&7N?8!:E_+H[W-/0TUD/A)%N1R"NI:8A9?4MAM<+1^5+_,?Y M%V#^0WM:QU=U!'@"OIHO8M,ELWWV3^G],("%B)+T[=8"^&K^_>XFN"M<|)%* M\E+H/W?2RS77R6W7U$O"[_O=VY]+[S:F__;?T\GEV7<"EH:M=],_T1J,4$=(-M9?,_UZFS3BO$O6I%N?3!]>1U=>&^I&Q.,X<=X,;D?(/.IGL6V99YX]KAWD31-M__XG(O'K"Q+N-)Q/#98G7?G+3_2GVZ>YD+G;D7BBX3YQ9Q)KQGU"A&>F/|BX M:>?^:,S;*!<,-?9?(#W?,26(#';B&7+%+46BKKB+]REB_;L_#ZRLY B;'Z^\=MPH(\"B4\;8)_GE/[83ST94E+OPH|W2^Z!.H=@X.-M+|J_F6V>U]3R#CIA]6VU('@'F+O1YM<%|[6Q5:\R4=?,)3^PZ\78|B-M5P'K1OEO.3"[,9!?.^]O+_]RC;MYSO*#|>O-A\,4UMNVW(-?4N#)%SN]Y#^[MEMZN75F<).NEUX_&=US&QUBGFY;DWWJ9^G=HZ%I)?I6.M\95Y,V"KOQ@^X=.FZTH-(ASBE#'%.#G-(&46YB=$(1QLQ/34P\C/-3 M"L)X6=_`)3ZU?%\;M\$=[4G7!$\3SQ>,2@F,XO1!/;LCMR;)L,E MS[U#2ZTA2I5(2ZQ!2X??#'$>@?^H2M-.03&2R#P5U?AQ_6IS&[`.TLT3W)'92 MS@:.RA^6.]>"UI_MQ#(3[QWBZ)7G7H_;J#SB1#"D:,#(12NE<66)I>]#B5P# M$Q.E!T:]N/+XK&B]7QTQRT.WAO2.JZ8X",!"3&5_LF"4,76.J9*"F!,9138H MA[@L 5.C <&(XBBY15Q%TH=@]*$:[HS"K[9NB'&_H\5?VNH&YT:]PRS0@ZH MWG*8W;J)9;[>.V2L-)@QA;#F 7'&"7(>A!\M"&&ZC 0XM0]9Z7'X6ID!NX?I M_5E1?[8FK4=Z^1#*=62A*8/K,:AZQUB@("5IH@$HK2]1+3%&WDA7^J"QU%>\ MF0^O)@-'"-E2XA*?I:Z1LP*7>,DC=NHEE9MX|++TVBIF`(\;&%,ST(6$0ER5 M4AII-<}A'-LE9G-@)HM-Q&OT[]TS8&E.VWTMJ,67%O@,17#2S7 [5%,E.V+ M:IN-6$6 &W5O\<:;$T6&#"%81<2$<,B \(6:%@D=I37^HKZNE|)*BW<0(8FVH, MMV3:,|S* 2=TNV%VZR:6V7?OD$;-(^$>,4$DXE1)9*6UB$A'2R8MCKP7Z]}] MV9?)1%;SK[KM"}MLY3T<1)/;36O|+Y5))-!]!9+DE!.62%(Y-[IX%P?C?%;X>V&T:V;6&9>D(*$|$@"WY:!'"%|B]$1&.M.8842!5:'%-&JOJ0@E;)O)(/V+8[R+.E:(V>M$?3I9XEH>_7U7L*I'A/N/VAMHH+/%Y!=H)DX:PY!D&,"52 5]J0OV,B<%VZYU3Q%NXV6TS^/4FC/+:.!F!5X3 A 9!M DH:!HL!30-&&FN1,M#UK9N8IF5!PXI9=9(:I$J-M30J4X@=9%9[SGRI8O8:^]*& LI(++H65E; QG)S0JUQ:= \3GR8CTBTN^CT\M^ MTJ 8C:=%/7/_B'Y.3,>IT2M<^%?3[7NKB###[BVP2X@.I1.(.\!+AQ&6A*. M- A4BA(*4E$O=?,NP^Z')6-_,3F;#)DF@KY@X MP0:$K]#,_Y2YXME.++-[8G=.@K0&*4XBXM)Y!'5@P/A&6TNY-]27B-:-8GP?BNK0S-ZS@B_GBK?%H<(I:5C*))$U>$NL4,]F*K#424QV4#+Z7OM=+;/1V MB80>SGD(3HME%F-)TE?F0X#R=DRQ4&HFVFCGVWMM$_9P3+,"/9$$*R4"DM- M0=#CU5O|XL!"/)ZTM76/#^V2%8-A?V;R[LMZ|(-MB/Z>P'&QZIP'XY))0B!&G 9 9PXYHC42I,1&7TLO7 XJ=83R>5 M3TX>;^OCK?(D9I_Y+<9%4TJ),4>:1XPXB),(5,TZ1M%)C%*/16W,EJO ^NN@Y M,;T!\GI_'OF>:VIR X=*NT@)5HF!05)2H43.M.86P\3QR9QTVO63.KYR'B1IH(0,,,@[/=.#VB4G("3<^*DS@!'H>B>|-2!) M2%DNRK#:13,$"7"H9) A" 608.WGN8[8?K3/&X&L<#G-6><;3RW@*LHVE#B/"O .U,Q5H$X8CQ2+EF!,:M".Y#'DH8.IJ,)V=O)}5P6(V.>M<1._[$)'6PL1DP,F6N\:S M$6F=KK6>):)<12%74: QBX(@5B0J5N2 '!U 2-O8IEJ! -K>FFVT1#PB@(_ MQ<#(W&(C5UK)&+$:C!"BI,XPC$*("G'F,7+<[= _LXO ^_V/^ O'A0[!|6\Y|_MO/GOOWYX]W;WT&_ TG!\XO=__E]_/^&J]Y9NCJ9DWK06F M&%;65<.F\]S LN&/I\IY9W\ E/+3MBUX.),]#*D[KXM2>I.#+)^SM7[\^OA6Z M-BZ]U=AD)(1CB!.=]&8LD-2>*NRH*/LI_#"GQ(\M(;IU5UBR$"K',/_"%":6 MV7@UB3F"&8]U0)$;@KBF'!F%+6)*\N"Q4MST$LR_4C;6?$,VVXVSN'|:Y,, M)K,8EK7%K:*S#*8W@ZD6!E-C)0J41@#&4B)GI3RZ"%Q<.*7HH|_=#3X[IP$ M^\531@0 :I.+MFMBF8/W#IV-@C)O8;B4(FZ-0EHZA9PK0\E+Y;WHQX.X8@ZF M5 VDP=O-P=E8M%Z1:#(^L\,L$&4X71*(+,"H9*A4(MQ0@72#*#1$Q.H%4$) MKW14B#[-"|:_]9+*[<,2K9M89M^]PXAQ\(9'Y%5(|:&2C9QS+9[AT8QDXR2#@%XHT2&AE2QI29 C)29'"M%P-1;VQU;C+!EAFRU"V M##V.,-3D"A:3,*TF;,.]L8,WVW0YVXTRRG9%L$I&]=$<8?@%%$_%D.5$(&$< M(&RD@>NRMX2_3PM;_+ @Q7XA5^F!DBO, WS*Y/L)Y;Y>.\P:A^LU@19Q@/B M)08EAWF!&.=1R"BB5U>*V=T|(6\-?*P&0F=+4K8DK4)T6G(-YU;%&71_!'1M MJ0)5)5(AN-2_PB-34@R_,6N\TXJ4O=2Z.N]TNK(P!D$&GVWY'@"O)=N%Z8-26**

*M&_"W;F*9>_<.L3!>_!\B3(-"W&)@7*$Y\|ZTD5HO!.VE5_%JN9>"/+3EW)MM-M2(_F?AM?ZCZ3T[@RSEY)@@G$,\E=:O 54[_^BAR1!'"6,.DC9N)]]XJ'MZ"9 M*Z!G/8<[#S=\NX56S>QS,1[AQHS1DMG4?0,!)]HI-;+I3\5+:6TIF*974B\> MWH)F14Q.!U)N>0)&MB&M1V9J6]#XJS7A(CGTFXBPT2&B7O!!"AAA.C2(4ZL0)PZ M@G"X8>C'@L3%,^GH/EJ88*G\,>UE3=_NC"1N]+L4J&7]*W5Q5Lj/9!D;1VKGBY$;%_?FB(R2[<\R0 K!RVRB%K XB3U*;&U)XBYT50 M-!-;-"\M%I9K3?3>D9H,.!,#;5:H=SYE.G^V$\L,O^?(O<*>(.B91IQ4 "1 M*!E 5@MKO V,&[=WL9C>&=@8"CHAWV!VS=$7:\K@R=5A,JQ^-WA""1$C88A*M*[#4E4)R@=@BF. 2A!PZ93]M%FZJ*E&O0$K"&L-_=+MA=NLFEMEY[]!A10*G M&E%!0,Y1)4$Z^E2TP!CO7 A:74G*Z[5(3/_LK(D92)ZSGK/U*%>*R.Z2* MRF U1CHXX$@I"3*&,82EB-0K@2. 4BRSMUHQO7.Q,EELRJ:F=23ZY$SH#*W? M@5;LN3#6*H2)"H@'7P)@DHA";04\EI3&]F)INB&)LG\120T8RS:F[9I89N2] M0Q""%!;8(\(%R#M46>0LQ2@P;947I?*TET+$;V-D/:!DRY6=;%|:DZ#49+0/MKXO=1E%HX0HB.O)=FH>9>3'7L'9C:-M $;5H^ASHDV&BI5 15DRR5RD2&*0Z;C5"EDF/,+!4L:9Q)+EX2>=&K)0P45M9$#5"NM3/1>H6+55[*GG1F>1+>/P2D0V@K'#E" C+8A?I0&1S7"&B%/$.UJ: M4O03H7Y.OfV5!91,#..!]&7JSE);18476\|BI8A0)^ 5Q2CW2I09V-R5\H$LIM2]%S.G2(/0;)@(@LF*W9"K>"3.C>6.BZ[;JX*Y<=/]NIY1U\PE/+]3'NA[8'T[_XW@\!-&@_O<_*?AZ$?\)YJZ9GN4;&\YU:-MWL$G/+5GYX5>];SC%_+2,;'\?[>3#Y&!JIS'\7SN M#NW\2J<%XV4MF'Y'";YAS@(S2T&IU]B6B(N@D4E*/?6E-08'!3_[4.H?9\[X-M);XNJN8&(*-9O3.RF^I)F^+AZ!L&6),9=2HI*A;B\XLJ[T*#B*B8V&E,SV-M3]C-OM4[L^GQ>)3"QU$9XV)Y6&@^:3N*08Y0BX08T2.M.9;4A"N3$VSJA=>PV^F_E2#@=I]%?4RPL18\ NV6O1I$A(B<2%N%74!:_ME111 *,HM;M3]C(>W-EEXTO8F:"_HQM]+5K@DDH85$C%)36# M,5H5D50\"FJE=>Y*6^^^R':5)Q(1#A+/"_]*PQA3TV,:-48*II5Z9@.O?CR MKYO7AlFTG@*=5J.CU4P.X])^[2V2,7,:"IH20@"5-D-$HNM%P5,?8XN7_% MR?@N*+,Y.%0U%%N,)\7X?!D^6Z<>>/\U&\4"X+.,@F/(&IMY&'T]S< M2+SW\VR5U3>0<1+{IBW7E-#7VQTTOG43RVR[=QB]ER8J4&<4B2 ZE<"VQ@0D M..5>-&/<6UIA]=D61.21D9-A--5/&K:K M#4<&BQ+11,?9E+[;A5"U0+!E(LCQRY%C)M$5-$&&RD4(?H(%>4UU-*!;=2NC632RS+9RAGFN)B4?16P^2#YRAU4& M*>TPD2"WB{(7;_:*V):]7%#M>45H;6CLZDX(5:(N.RQ.;15@Y(6WI]74#K>* MW#*8W@RF3@L#B@=&)MG@.5<>P!1CA$4D3GM%L:MAGFN)B4:A7Y?X%*7X$2MP?O6GI M<EC>TLCI9(.U+6V@DSSSW=BF9F!F,%E@4F&2IZ*(T8CD951)"FGU,%B,/65 MZM'WJMN_+F.F'|-)L55NYY"C3_[*QMFRHO>3\[F0V3VP6HM*Q\E5L_/AEL MHGBWI8$?W?DKF$KX+?O0#B(E /UO\3>B[M_TT;?G F[^3/.T/%TH,,* M98(3&-&28L2I(T^)#B+$0<1>#L2F\&^PA]ZX<.EJ"#//"O9[P'0]>)E>C MX.HSK%D]FYRU(5>#PDZ!E^KIH_C\"0XIKY&CR#0#MJ4.3GP#)[6A(D82/!7 MO.?WD1+FY_^38,'?)5Q"9M9IFW=.F&&HPQ'*XZ.\C[*TA+D M>$@!OD#PHCKER05O82]KYB.(=4F">X6AU>F:NZ[U4U[N^]5Q81OYM M0OX58[,R+K *]6W$M"5;(>T IPM Z.1@48IKQ9,N8^HN%S\;K+:?5H;=UZ_#5]"W9T]$E-\I%$MU]CB(:Q& V9%2 ' S%60OA6V66C?1MC,+*L%RFE,&!%FL3^"Z1SI-"\XP@&4%Z\#MR8Y3'<+'[4B!>ZH",]-.8BQL-Z/3^#-9ZFPXV@\C?7+9=I\QK-7%W@0 MB*WIF2CS>*&0-839IEFVA+&^LL.O]JQ^_=-_+$AX<6=+@U/7]4^E3YY")4] MF,]M<3Q)@/ZG!EX.Q^5AMQCUHZS_YS2*%[_RIAO%8C_LTIZL&@3G%-BG8E)9J?!HG-H'/?1=K69'M8_5VWGTX>$@D3_C*7;?!WIZM]>_%_OLW+R_[_#]V;R/6X,V'[V]WWQ_LOBW@MX,/[_;?!GR&/PX^PS^_[;[__M?%!V"L^?-S]M/-Y'V[8UF5ZL3\]IL?C66U'H1X4\9N/(+(!?Q5-V%AA3\8S MX+[?5[L^A ;ZKXO:M;/]> "X+IQ&F(P9((-V.0!;8: MS[HRF*_]Q&,7^(_S[_@4TVZTSJ^JN.I!9B+[5J5*#VV3]=-E5^[>]TT2', M7!V_?YT1LGD=YR_%G[LS\V+Y+9KY*7F[_WN\WJWNT?7Z[E9W#5M)1RGQG8Y2 M/^2\FH]ZA0O3'YC=*'Z *!F+W^#OX[K8'848%F& ^]^M<=1>GSB8L8]:OM=#7 M0?4M4U?N&[DQ)\#W>@IN'X>F9(L(;C)F0^B_DE@DI$U)&I$Q(&T-(&9%6%<&& M;XQ@>V)RY@-_Y_BESB:Q3]W(W^^^4\[^.2GEG?PJ4\M[^_3GEHNH+@>8>1# M]90K2Z_5G4KXE U*3V70[HB4<\"(-L22R2WKG@L!.17TDD5X%&&HQ"#'_" MN+,4&4T,HJ041EJN73!7"Y0UDO#>9'R2PH#2(Y638_?S&I8ACC9'_GA+$55 M[=1UA/\G^VWGD)3!58#CO5S*E3V;"M.9R9?3;I*Z;AA-J+(,3 1_$1.L1)% MRLK@#++9!QLM.]@(GW+LX=+I+T-B^OJD'&_\\K06.4DK%K"I@^%1,S3@=&X8QI_M3V%BFR(1:]K,E@]T9A<%,!S87P;)+1:!O^E,.1ED/6LMZ@H_MK\EFT1NVH'W=CJ;V&%Q9.NMH]_L3=#K%3.*\T9BH)+@$L24QWGB$IG MN(?_4AW0RQ#+-="F=Y02)Z#7B.E)DA.>(&DH4QH1+46X.Q%(YP#*WX-]NB676MWCLD,I:4.X\IEAZDIT!36W:)RJBX)]XK9ZYT8[#&2TZE09K;5.K#E\AX:Y&/ M45DLL'$^,_YKIR3\K"%MV<0R:^\=4DN<,@XX5*?N>L099$F0*)B@,<-<*7*E MNYX0<)03,:>V$]:>6Z0$\#^2!$>'60C&,]?L$G,W-0[GOADMB6763O54#2/> M:.0T2:5R,$=P*&O$/-%&8!E /+_,VI(H0%X54,'(6JGH1.3:4:IX MW1S69G(@"-UNULY1(&LR>?SZ+A>RS85L>T-G1D&CBE$@2E(A6P!8#!6SB @> MF)7!6DNN6*0YUUY$BV)0R1\-L*Y+!9)7)@8O"]=W!QT)F(@5]GD^>+F4N<&/X%<^U$3)21P@J5?)V*ZX =K!MWBOE2AV5HVYS($0-M%FAZI81)"/(5B,(L+[26CADL)6(!^*1++;U UMO@M+2> MNRLM-XR33@1BD';"(DZP1EK;$CF!66E#8#)LD!!"]4"1%?IL,H1D"-EJ"""* MD A2!?*J#82G2%MN?5E2GK?>)GN-][-H=R02R;1&T3L 5%NHX MTA4'I$]KRU(S9ZZ:[Z,# ^YPTR%+LAE/WQ$BJ84T>@."D/,W91C5?:4-<3,@ MLIT_6PGEAEVI!;XVUDM&!%'@6&)>J!AG7!@[",>'"8P\,JZXT?P)Y MV%":)<8KBS=,@%H9&)EB=^M?;&?-R^&9J,U FQZEL;\G=AU0?:?NJC(Z*.M^.TTCNI<%.TY3RWOX%.?6M![ISZUO(-/>&HY W@l8LFJ..M8C"\+)ULETF95 Mf9.\(J-4 &4-12_JV7!.?R@_+/H/?IR, MPZP9RX?)NZI,Y/EF7$_[TN:(4 .6[:5;-K',T\#3@D=:,QB0[+;=N8IFG]PZ9H]+.P)#"4B+N/;"S=,"N!F.7ML&%>7CFGJ^<#63=/4T,'7.?$W^V:6.;1O4.KE2>L9,BK"->TUL#3)))4N$R7 M)>?<2!F/V3MYI[2F T&WW/69.W!78^(XI^5B:K_ER,R,K ,0=\.M%:#]2(8Y MXL8(9$H;D;+,.^9)(ZV39AVWCG _VV^]K8&MKZ(H2FXWB&[=Q#+C[AUB:Z,P M3B-M<$2*BXLH.ATY#664YD])POL8,%(N!)ON?2S=1/+C+MW2$099*K"MK%4]0.@IG+@L>B1,&;FVG@9U);3Z/E:*%3(N&6";G0,;.;'NGN'UF ?G5,P MW,2ZRD?D'(/CU 7G-%R"C_HP1JR4=2G9\A8I.:QB/3:'MQ%N\55C3!L C9X. M8\-+=A0*>S*&Z?^KN:95Q0)?A!98L44!7$4N%@M("2$D5$[*O55 M>+V/+6*9.-_R7)G%'.6D+(OQXU(^2UDNP@WZR:6F7GO,#CCA"XV]D83Q!DC M2%,%41 1&VEQ9/]*X^8^IHUD,C.1*?>%9V;>]HEE9MXL-(0PRW1 C+MD;(2C M5G,A4"BE8=*0DEU-5N/S6*-S,P5'RB1PZ2V:V*9F?<.-.:>BBB121W@.#86 M&:,$HH%@;V@*M%!6#'6R,R,J $A6^Y-R+$4Z[%K[']@_:2T9.5$D(^L%UXX) MU"2?;(E%0-Q+D'9HJ9!E5CHCE&FZ;#[<@)'] L+WI]4DGL!X/CB8<0.G"]+L MUVC\!$"Q+<_YW[]98;>.Z0@#S%<"B28)X@;]D'OX1+A((@-E&@F7!]&C'4S M-*4#E;L_;MG$,D/O'8:2>NTQ0X*[$G']4Q@&)TB67"]MC-7BBNYS'T/&NAE: M[(%DV9BQ71/++#+UWZ!WQ,DB)1+81<1%*I D''7I7 F]Q8(^.5^.7[&#/6S="<M#HC:&VXMPRPESA.G4$B&U MV 4-QQH#F.L52%9<.7Q5(;J/A,.CR60MOD"0/8.1'E""Y5;CK9M89N/D5]51 M$^81\X8CSK1%3>1#6.0.1)6E@%_ZL&NLAXT9@=S9/-.';.QJG@1<0. _;J MD#IAPG2Z4[M7U0C/SZ)(_=NN,CM(9[>\@[$-*EG;EA!5"_,%V^=AT 9/2D#1E)2W+5\1.X*#\I5B9'C6B 6=9)6RN!C+SE/?<%@L%OWTOC'= R]#_C83M/C8OCNB>MK>--ZY'!D_M\&I?G/Z*QV9DSLC,M R*&H>PP8"RUF)DHR1(6(!8 MKXC#PO9A]FI*=^^,0H?&?57QYH8/E,D@O!K'9@:(#! F6$$\L#A-RAZW.B)C M1$12&DM+Y82A5VI/W,<&M2* 8%0.E,X D0$B \2*) CI+9=<(D^!8Q\R6^3I9 M$Q1TJ6A4$F2"(7@KJK@@M) #OTS)&W(?Q9T4 (3D9B&&S@>2?R@[^=]YUG8*XLV>]IXT5EZ^K/!/P7RR1&] M-T.H(#)2GBK;E%8A'H1 A@"$,LZ4ID_BSG5CF MW;U#PK4@G@*%${V4@,4N+K'8"26R"@.=:R7MI7+S*8UW%K#$G[!|+ MUYCG5?=BW:'!&1TR.MPBPF'-=$1#]]:4++\DJ%+,*"0C81('+V4_U7]7A VB M()7T>Z,#AD=-@<<= K.*&480T0 ,W%",-*$*6:,UBT33LA_CS&K0P9B!IL]* MN^T-$0)%2U+'-$U2+U.#D _]UJ%>+6:PWW,/ZM!#]V>6YOH M;Z!#KN6S'AO0QTGE8$&IZC*>++$];@!M%XGTOE33"@:5HU:>*I2O&FRYMMZF MH1',<13LH!-47[#&_C7*__**P^/ZI*:^M1,K#O03<8G#;5^F+],4&K.RVI MGO75I&7 \+/2W[+G+'/S';C9I2X./BK$4C<'LH4KEM:@ E5N/4PJ67SM%K MYF8Y(.99*5R9G9\'.S]I/8M@4SI! 2RB#XAC6Z+4=QXI(I&-\%/W5 *Y;[*XM6X4'S9];H[9LIGEF\+%B!O>44\ZD1%JGRBUEZCTB+4%>&8CP.137Z$NMI8UK)]I2GBKE/6F2+F&)+ M0-X]B8B(4R&0\RD=,X*L1G"44EU!]/L%W^(%8R;1)M;%$C3J65K+R+$YR*&]"*3]D8K2@URG0.TSD7AD2VVB+^$#VHMPZ&%0@PXP M>5;FWHP=&3LV!SN8XU8&#P*P3RU5R#(*1L1H$)DQ"[F116IXW[A.H^ -'?H M(\W8\91FN&78L6HKD6.ECTPB:BQ(!CPH9+VBB%H!(_!&-%3W$VI3*W???K%@ MP-D*>Z@\!9+/H3?K.1&U;;169@_*1;AR$2ZL&*&4)-V-ZI3++I&V0@#N @AK MX0@QO5A|&E)^/OZ-KRW"WE=NQ8#(K>O;D"OV9;!8EXF8AJ T3=VF4F-C'3#2 MWE!D&2N#M1S\DINQ;WI3]T;+,A F*WKA9?!(H(%L[;Z4A(R9IHQ%2#QVJ*M=- !E=(XSW,U%Y) KUWPZD>H.AN!B-!"[F5R:&;"4]Y\U1&I'K/88S#P((-BQ#L=^3C$(\600I+SK;[4'88Y-NJX!;'=:[CK$+D>=]=D"!BM8,>VC=YK(1(%P_^)-M!F:M ->TY5Z;1+-YJJACCV8=@EVC%"P8MI'[ZR@QE.9 0N==F"+'&C. M#7#D'&,L[>EH:[OPA\&./9@V%C45.YQ_W@<+.]WI'^-G8:VUUU]HW34ZY\ M]W>_[J929^\Y$/EIJ9)&G*6U UFU;(:<7#?L_W1!+./G17?GV(GP!K=\9S.E@48Y#J{QS\/TS9^3Y-5LO@S- MP\NZ.6#!U5;F]'8J+M,# M7%J378/@N0:V.VVZN'9.K$F[W;MF.7?_.IE/TRHU|*_5Y/EYUO>I\LC2KNX M<4^NJU"[HXOY[=5O|?SE\S=_^4?UXN73AU<0?A\K=Q"WX>FKE\^>OSO^_JQ* MOQV_^O7%LR=OTQ_'|,_OSU_^?:X>G54/?WO)R__\OPXW:@#6L!JK$MV_/;5 MT__]WZ|^??;\S?%__D$1+-|?S_G;R_>_F.L=^3!BUFU/)FOFD3OF[H*GUS(:MDJ,SL:_,Z7R5,/KGW=X;<7YX=HAWYV\SL_+IR_S5F]#N!]<=!IK5 M7_4.;TQWJ/X-K:N*3W.#/YVA4':?N6<7(_L.X.[=2I'8(0C>L;H)28Y{CBN9 MZ?^QBS_]UVLS\?!B=CO%.81[4Y2B"Z5P;G62FIH;)$8=[@T!^\U>=.5M(B3-M:O&Y[#@%?&ZF,//E9K,YOA1E_,_2'3,2N9#N$,'.:ZG> @_-J_Q(?;Z++MZ MT32KV^O!;'+1EVZO#$Z6>6DK!GGM19\W'48/1&L=.K?3<6#G5.S_N=]D_[:U5#61Q8+[(%BQX-W.V!:"RX)&[_+]M>DYYVM.P.&Z-PM0B:@3.+68ZK2'H[W"R8U3^R2-MH=*@IA^"C=6*^SUP"RE!8T*&Z/+$S1@L*",5(!J1UM(Y1+?F\<3@G/&<@L.9 MY3NIP6!06 >77"*I]V^2XRXV8@MQGB-AS6-9_A3MHKGW>FH3:Z%0D%"L(@G M^AT)6*()>*F"4-@;;;;:O!IMO:-6@N.>)&-.3,&8],:0;#M1>4F%EU>-^3S- MKS7JC1N^<;3OZGO7&]$ZW8XAF7'9\0=FQKW>\0DFT:3='H*0&)@G&!2G""1E M"F.D7-2T"Y#8_8Y/1"W8H-H@#7_#'RMD[*KGET%9QC!P(FPRZB!*.*1:1LL MHT(HN=48"!0QRP MF_6K:Q@WT4K*]AWTS'O=!&EECL5T?TE&CF?<'+(,F.01-!4:/,?>"DMO/=D0;P:F7-9. HC++EEAQL>{OIZ]8%W*2OP42:6!\HE4KO\8(X8)PP,$'&],_*[+:G9KN56*_38_NLY !CC&Q0<[5P!1SZ!A# :M)1MK5_:TIV4RFSM^+T2/8@29\+/4'+ZI0&. MA;%Y;(?G?H\ID)*3&JL===@;HP\9?QFKLYQ15K;M@31/R.?!I69@U}JO;J+2M M3/4<_5(/5K'BPZ-9ZL$*5ICMT3MAB8G#9**J)BAN/;-4;,FK MW,BHC". @Z6V>,F^M9KX)(F954XC-A6_YHG_I^K9GF:+]5Y.W_B_21?@<YF^-M-A/_8O;4G$V6=*I3Y@4(=@N!=]LL3]R>9S)GI_[&+/_W7;5(Q\)V M.\4YA'M3E*(+1?!N=;H1XP632CI[S7=UY3R:7G:< BXW4YCY%-11:)*=P^PG28?K]!24:6[]H(ZMUZ.HTBZ'"Z5GPM6>"<^"""Z6Y&291KE"$XB8 % MS<$824 C*; G-#*WE2H(,)++;$ N.4 <,40Q:\ >&Y;^#U;,ME)E=]7O0)&: M2U13HH8T!&"P$X,VG[$Z"BNVA+G@D 5F<_)Z$RT\QHHL@;;H @RJ@LKWEFV MJB*BV&\/!"OVNQ/[U9H(JHT!FBOGF#<4%%,2*(E(">ES_[>K]DNQ1,@3 MB; M"_Q'''S9R P9+1;WF0=BM?L,[;" BM*ZE'M0HGF+%[/B7A>U$*,$VFBMIX$YZ#.GIM,=3S<"(#!2>H&$M?Y#X0$]=KCI?E'FHLR#4>9>NV(A>DF!M$"[=+=M MDJ"UM2"=#<$Y(9 +5VF6%IQX.C%@% *(\"BEW)+)UB:P]FDWA/"M\>73$I>,WE MR .J91CJ?DZ9UKH+UC0A'_B>GH598[*ZC4K;"CT8_5(/5K'BPZ-9ZL$*5ICM MT3LL$58TYI961 *SN4MY)-RXBC*?'VHAY55FZQB25%F17LEC'H=P>)H@%A! M"3;.46^N,MLG_I^K9GF:+]5Y,_]2|)QKE%,_-EGB;0Y RQF>7]{,;T{B$TT2 M]#@L/DQ<>'T6D[E_$|S\ ;S|E+9:H2N>S&O&!0G6$++#A0|K*REPU>L*++#HUGJ MP0I6=`2T2WU@@I6P^4ZZ<"Y?\">]<@^"" ^8, >,U HQ^]0=$6-96#@*K`L<^1<E M,RR:X7@$?SH\F]4>Kk!%AT>SU H&^#P;I$X1HI7DLFAX3"@Z5SO:XlSB,8)5F(.G3 ICF{J:=*NVZR*G=(KC(M5CTJP7EAUKWTSY20+)KE8(CH! M3 @+.GT<2">(IQ0K%+8PXS8G1{O$C)OUHAD6>)1CHQ*N+.'*\0A6='@T2SU8 MP8H.CV.I#TRPPSTV*LI\.,I":?Y M9TWUX.5\&2I2W)C>!$-Y'*I0C"B,.0.!+ =..UT'}B4R.9FS3Z:I@@&ED 3-\K :(0QB M6S-INCZQ^*8UW_Z<@M%!)8$48RI&?-C%AKQH*0'.!\@!9]S-&5X.I$$B<(*E MPG[71PDI,&9%<2U%9W')5AQ[T>SU(,5K.CP:)9ZL((5'1]-4A^88(=[9M!K M+\$Y%!+.9[(?+3#A.!@N$'"K)8[$*V0Z*0;9NY= -]Q'!O:7DH_]'*"\7BW< MB6G: Y1ENF'-:O%Y?80R*G4KG&'T2SU8P8H.CV:I!RM8T>'1+/5@!2LZ/}E MV=W.]$*T90G6Z(>...HQ.1%[8;Z^K M((4F5%N&P$I*@'G$P!+A@&NG&/):ZD Z1X);V'&; XV"'3WI M8U6J0FYE72_#LIK,W/PT5^F\Z;I#LAMNO%A<2'#0WZVK)KY=.*K\PL=,#O\ ML:? EAG'C.[8^KT2TUPI3;*782K&58BO%5HJM%%OIEZWT.@8OF&6>B0!8BY3[0 MW&E0E#@P6$ICN0W";;57[69Y>%V4&DW;JQ2#(HZ!4@YA$K(R8LM33H[$BJ;1 M^%#6Y$5VU'D2TYG2'744+,A1T*#MHL95B*\56BJT,V;'\A3Z.?ZH,9R+ C(MH"R7P(1V8)4S0)PE01EGD1!=\-04^CG@$I1;'LX<_.G++V;.MN0RR^JOJUFH M**HK@@C=D8*1AR1KF)^O[#2,C[A<+_XH4)A8'K&7+.%H#,"8U:!\PE;DN><4 M(VGE5A!*

*/C2NCMJ;::*HI)4X"Q=0#HY* 5E8!3IY?(K}G1B3WA!DK>G:T%TP8R" M&04S^1\EK'W R'$)Q-BV:ZD!;1$%26+P!BFGHKF*2)A11GF(%R@F<%8T"PZ M<(XB(X-(F'1H]-,(M+-YB@QBFN.R?B :=_U!X>)4"5BLQ>X-:9$&80!.Q,2 M,5$2K+<2I"5214]4O&9\MC9.V80:0L9,9EP Y1/Z8,V.(<@)A\EW"PPVX9-- M@.3P"Q1 ZEQ M@A!F!-@0#-CD)[*@]>_,R?? TH;Y(#%'+!H907[+EI9P;Z+5E:P[Z*5%>RI:&4%^RY: M6<$>BU:RH^^<'?TLN'!JPZ*BN,,,Z3[X\;UN,[;CB):5$@E-&?B2S^GR4!,+ M5 2-+6..8~&QOAK1BM8M@%)*'2HK<&TB=H((A9;CUBQ&S5E^PTLUFAF@H\ MI-92(@VTP.M9N@;O.U%'"*L8).[+R@"*>=}M?Y@&)&83=4V<@\,=*L8).!

*!7O!2LR/#D1,'>8PJ<&&F9KV3P8-9&=IQM9C7]6 MXIR//@[.X/-3, O!]DB#OR_!2A2T,7^>,H1#M!K/42*_!ITV/$Q&TE1H&KDE MP19!).4@3;47A 81D^>,)KK#2(Y9+1%K3_,2B$P@5WV4GK!,G3764A[=DS.2 M.+D9?>DI^>JJ\:\&+EDS2*OF7$>GC1\"&V#./T^< -"64; MS8>!C.:+61,Q;+5ZO9$]7YT@@+.?\..$O]7\]&I/O%[-/XWG T; J_.V<>,< M389\OJA#/C@R%]7PPFTF4A:+\(^&A*02\1*N&*IE*#M& .@(Q84#>X""*@"C MP!%G*)Bf-%,6+-?1L"ZS2.*MU4FQ,&M)RT9Q%I$&;C M[*X/QE,/% ^,Y2,J_K X>NB'4M9]RMO.6G6ZI#-4HG@TM?"K72XCI' M]?#XFQNK7"ZGW5V7U]N1N75DC\-D2:T'OA"AU:,JKP/-NO2XE#[@X:J-F:X.37Z\\HBYYV1ZF:7>0=DE01NJ$*+Y::R*=@WPW'IT^9;/C MD5FYDSOM4\XB:4Z$1NAU-5]T,8-H=[Y$:4-7Y/RH&\[Y8;IT(*EW7/[/CB"L M3)?#=P&V#?&3P6OXUF_8C=)5!<3X\T>81',K/OD9)M*,XHW3^O'L?#R[@#%^-M#Q9=P6@W-D0WD> [7IQ[>-,UOE.$9[EQ5>D](5#7%[C*)!X^!ES5!8.L4MMM> M<"D$ZB,EAF'0,20)DCTK(H+4CN50M*,/Z057AY1>+Q6P4EO7XKFU0V+!%W_WM[MW?9LW"-B=B>5'SZ\[P,.9R;5>G M*P\'*B:FC.V!99S,,FMKWQY3>>T/K'ZH5WG@$\)>^HC;7Z%E ME[WL;$=(2IFV!->#QW-]2DG7B$-W1E>Z;_VF/B@.FR;_%N8R3I^0]2AP_M$(MG!+O]BT_'GI_H5S^UV]GICV1DROP7+-N2>FPD<*^V(+,UK+^.K D^]:E=ZN;M#,[R1#5QOC BI:9XN%(S#%K*70**5WU[92+5DN,!%@5B)9+_^VSZ$X9S? KG,&&LI]%5IZR;S:W!2\H8#\@,852][ZG)7E9-&#)GJ M6S8=U^QZ$=_E_KV30@1,U*DB@&E&@DN>4,^TC3&'$G9:.&;*F*4)N-]R3.X(-MG@26!4F).T?\CS.1K5@-M[P!.I>?+\|_-Q322L]>?31CS4NKMFRS8K"+^MB>_3Y=Q/$L(>-#FQYP@IA!7Q M,!',T!CXLXH\]-WP\K2[(@6M,QGC9B9C4UU8TQBGEVF,AW*T?7N"3;T%4Y6? M, T%,TO+IW,%3GT:3&,,X@A__]U/EEBSNIEG#3]D9 M3_>9#%

LK|C+)V_/]>NOJ;_D-1\'T}M756SE:?PNS?__/%]4/Z!FVIZ_. MZ O=]4I,U6?O2:LGK5YT]?1U%/35BZX>I^3)\K"O3V]+LA@19""\DPD8Y[X MD#(1-@1IDL_>NAVI.:U^4D2X26CPE4E%&G,^2B%!X=%*Q@,'[[4#\=F!]5;+^ MAU_DU'WCXGG[/,Z0A_RYOY;"=+V=YG<1&^&86F[HEBCQ07\/8":]\.,E1K;Q*'_>G.2SY_6(=W,$MW15BL&(VFY&%^.) MQ&T*D6MB@E4FZ&""*T1U2R$\)YS)9^=H%,MNN;9/;)L#?(C)2QR[SA1&80 M(G M24*)@MADM9#\&DD]D1DM#_TZG;Q[DV=G*$*ZP]FA;F@8[S-M M@\K:6Q)!N9":HQYB*L18D7004ENW ZA]'R;>Y-[U?7M7;*S4T+@>+<.JX9M>S M<69>ZF$M*HS9$;*>(-(X3EP0ER3&F>3")]9T.8UQ94Z0PQ"G4W\X,$CQ-Q'K!MHZ*\,\A+VIHMK^@+YWSR;(CW7!->>?X]J=CW_=@EJQ)S-N0B2HT4X%.>)8UJ! M$^ZU]T'&'$H7_-NA&NXVN <+>-P@E0!=)AE3Q')LHUDD)39P06CRR5-A,H\[M1=9>9B$\]42KF)"Q&/'2 9.H[#5CS)3 #B%0{8,+|!JG^^QZ_NW2 .\X^.,L\45D; M(L&E(U8K1;Q/.G-,%*$[0>;[\&\]?I#K8(%6?277K28PRQ;"<"> 78S-O$0)SE MEA06HPS*AEJ>O.TDX*3*Q+PGF2K;I%/8*!G1HL!3C-%2/$*02MX*!W9RD[4E MW <18S!$^1+!D7 .A)<":628R(YZ?8<[V@R?_>352*5[F-4O5Z]5$"O?N] MS=C3]HW[VW%>-),$IMQE[#NXY^#$X6$G@X$ E6+!&$O*&@=>GG9)*>;W:=S%TR\ M(S1?)F[V0(^5T/LDHT.*WWA+.0] \,Jj;"](*0E8$^=+]+,KP$HO=21AP43!%MK25@Z8*1&TU&@Y4B))V74FFNC#B ^ T[>9PDHZUX31/,&?PZRI.'Q6Y\8(*C MS**P!2".O"8>RQ5T"%)DRYSAN4/]>'$^&XW[R$VO5OO(S=',KJ?M+EL:L2PD MUX6DDC21FG'B+A=GH,-CL5B=K%9E78F&E<(*]3#=Q(C/L=*J*%:6I$#D[F/ MW/0V^ZW%:2I O^GZ#7!# @@BT*CQED(*7,,W4EHG^N;>WJTA)@?D"YF4QTKH ME8TK&]_9J=&)*FM JB!*)U(+AL,/3#H9;4&*7J5C;/**C!&A(>66)J226:C M+GG6C%'N>"P0&7M7PM22 :W<>V2SJ]S;9TXGVI\&& NY.FA_7K>X/8;O1\N!5-"[IZW7M)]?TLE (47-X_ZTR935WI%(IC&H;4-.$>-)]. M$PZ^G8?3]SQ4WS MMKRT/,FUJS$LGUG6I!W8SMQLQJZKLW<$#_ONO/AVB'S?4S+86[ULWW\Y+9H MGGA3IT-?8F!A$0/+RQC8H"P\BE!42YEY$WUT7/N]_HF^\& MA?R6%(>WK=HVWDBW72O(2UIZR?3:==7 MLD5Z&0=DAUFYLUUF$_F+;Q>C#'CZ<4'2W07#93Y54QH@+]CSHYL.UUV;IRF/ MTH+H<,Q+]EA<>SW+L9M8[N2>"50]4$MS+.;<(E?TW)_VU^&HV\5?2]C7C9[_M(MG_@$K]HRL[VCYD1WH>Z?5;]&>)DV9)/&S>;L;/STAUVTINA/]>GPR M[36&1%ISI6:Z,/&#]L]MGE Y%9?2[^3!MIV$#82=-M/@UGITV+5F#7%W-RI{QDCH^N"+2)G'>67@+F;4;&{H6%"Q3'/'HHIG/RDL* MUU_WB/:3.V\'G>##%Y71CE";+40.JL!FCS+Q]W)A)W+*8A3#LEU]V0W1MU:1AIU,7W>3+P*>E@WSI8'N>%}{0%P9OZZ[]J"2,J1@<&T/"A7"=E%H*L,6R MX9RKC;A?&DTYI+*T>7'@WC&77)^NIXONGDI.F.X_2]-Q-BR& MNW)Q7@SHY3 VEFZ;_C$?XN+AZBQ:^F[K@&<SL7_/__^7_0YLE3=T'G.UH MTJXMG]WY<8W'BXHAUGWG2IX5K\(9!&6>;<-W+YW.4(M/1 MQ4(EK\C'SKG6Y>#4]P\O9=/AG6GST7;=E:(*M+P[-.8K1242RM0(?&#<HKRC"0)3#EEY1KKN]F-#6:S(2?.W M+TYJ.?VV+!*N_B7[W&E^G22;C$<7FV\LC]I8X[TUE12(E Q^U-)%M!&^2 M 26L-RR%DA75;U/Y7XN0WC! ?IG,?D@M:N"BG=ZV_Y8B:N@/&PWENQ3_[K=? M\X\+F]]-?DO3+F2!A/!V'"_1H%3&.VG2>CXOS:C_[IF]$,DR5 X'[F9AB%]1A+|% M9'P1S>>1<9ZD^SPY,.R'YO.";//SWT;M=WBA$GM_QV&]H'8>OO'4H#8*?XA[M?K<&0!.P^1G_/FV;OW2QL%57^MIKL=)9;W3V^_!SL;+.E/ZPU4/MOGMU!4AA MHG)H):@^"8I7@JH$5254).B#):@JH6]\UF.6./V29HO#VO6IWZMR%/A="-:4N M#@'B1C1V,^)Z[!EX-=7T7@3SJF<@HAO0N0E*JQPIJ.05"*9= 3-DH(SBV01J MN=C!0=,.<*$%QD9!5'PHDWI?IQ)(Q(99)35\'^&_NJ&XY\F;?OC='+V6SD] M^_NP_?-G-W8?NH."MR7U:#B[N'LR:SFFP-]N2T[7 TF?7X^9N['4=R|CFE5R MW(G3B?+461Z D9! 2*' 91;2>N2XSI3NXC[LL1+_4.LE %'IX+<"]XR*5+ MNO 1^5_OG=,.R:!F0![5{6S^104"<"3IZ#2$*#T*OC(*1 ^5IZ#2$*#T*OC(*1/C[(3XUQ4(Z(M%CE^QR!0(2B}!@.0&!@(G@D89Q1D'Y,E45%E=V19GL@@8'1 Z/,3&-4@])+C MR26'M=)*4_+*7$2WP*/3SW,")6,@C$5'PFY32L=,DD)#%$: , H-#)T\)$=3 M0+]$H.@X$,DAT-)X?L!;#Q0<%73YH,ST'V.<>DGEC\V'DE_\;H2DW.^@OCV^ M>_0F[BTD\541[N.4\}3=AEE(N, 4HB2D%80D#]U,&ZXRGPJ ;Q\F.-6=-"(E)MB,Z@-5?;#%N?)!";28YISN$3G|;HIW9@V)Y+E>\2Y#]ZMJEBHXJ-Z\1&X,)3 M%RTP-,) 4%L:$TL.D5%OO(Q1Q1U \'0/]3$0#8)Q0:A!L6&,,"LS(%FDFCIM$_ "D8L,,"+|9|+ ^<C2HV]M@X)(R12 ^LC6AZ*$M >%/PFGTNG;8<43ZC6[F+ MJV*,9-EZ(5219A 9 @T/9Q,IMHLMA0#Q*Q0=:[/EZPD#ET5/$[ZI@>@&" MZ09[1LB)504(H8XJ;);@#V$B 2>R!&E# MH$GD$-P3VS/&#M"X>I'RHVBQ/4VTZK=+'(JS-5DOT(16^$5A2D, MW:<$9R>L4&.*%C *_A)1$PGO0A/0N11!* MZHB?H53Q3RQ$U(!.7:5(E2)5BAQCR$MJ+F60''0*Y<".*W R>$A4$BUM##SM M=.,05A":.!=H_WJ,L2K(TI/<$Y9,,S%GB^"-$WN\6\(C)BH-6CGMP=D'AZ^]!7ME5//T%Y=+U>RE;M8Z7T*:NN_#18.%6@#6E2YYXO<"M?6/$6?L4$",GC#+;P.R4&#/1\(CLD3IF\]T^,_Y)' =78E]_65-?'K\E?G'M7HE!L*$+>.1" ,RW)O]YU^_$NV^<'K];8\WOS6(4OA62?R6+]O@8W;GV6 MD)0?"Z]DV-?M/Q<&5I6&CPAQ<^PTFRG2SN.N9/X*2#"'"* X@/C2N^D\=LTW M7M^?T)Y@QD\F>NZ&!-7;W!\F.;K+7P]G^*QP\TG(]WYTMQ*U-UZ12@_]T<-Y MFC9($Y4D'K\N=C-8V3WUGJF'F[&[(CF;#R9?"(>BEKZ]_GHH@O;=5W]*'W3 M_)!".O-(FG>%(CZ]R&5D)-I \X+>C7R-?.$E!@Z.P+(V9W09 2TNTP$P*(B3NV@+BLSF]WVIENLW8W1Y9.GV8 5<[OF=%H$WC\U'C7/G'\)^Q7*CV M>.=: MSV_7FW;U>*+'XYVC.;AY]>5UY]G(C$3X1@%KXA":O<.')4!C">N6@D)Z9? M:O]E,CZ;C-/,32]^F921N-';KB'IPEO?.M'T?K1YCDEN.<;D9D#-GA/YCYI. M#VUV%8NFS[2GE%.PE((6T2-K6@TF\03;JA2\$HS8G?2$[(/T47YRGMXMSRQ_+X5P7/ME.36CC;VGZ?6'G98(" MV61L=@MC:W4BGQ_8U,%$7]D)_&63V(WGI=DYVK_R6]M8O@"K&*E'RX!V G4. MA83AX*-EP+U)+/@DO=X1(>8R:I=0!!$9"_I!,&@G" LB$2&8DEKG6*WBPY]M58UN0;!X*;W*%H*3$40T!KU\9U%#*[(JC327X0<]7V\/5C%C \M4U9Y'-,MJ M%??(SEQR|0@]+^D-6KB.>#!,&L$)6((FL/_Z@HE* 2]VL6$}>[53!_08 9E_2^/I1?-O&9/XR3M,/%S\GU\ZGVPX= MZL7W__%5)Y9L(,F>Z[B/GN /;78U-M,C7UM.LK")@\R%KT7VI7&>!NMXC"R' M%...'O-> T-=1FA>XCDL%8AD!B9E%!)*Q*F>8C,_G_G9_'[1&79B]EQ1?32, M7;/XZ!EXUO(CA%+4S#) -H):"|(L)828)$&-)"#]6X'W2ZQTF?+.S2C"5K5 MW"@3QZ&+T_AH4L^$#Q:B$?U^?IA=QG|R&5D)-I !X+>C]7R-?.$E!@Z.P+(V9W09 2TNTP$P*(B3NV@+BLSF]WVIENLW8W1Y9.GV8 5<[OF=%H$WC\U'C7/G'\)^Q7*CV M>.=: MSV_7FW;U>*+'XYVC.;AY]>5UY]G(C$3X1@%KXA":O<.')4!C">N6@D)Z9? M:O]E,CZ;C-/,32]^F921N-';KB'IPEO?.M'T?K1YCDEN.<;D9D#-GA/YCYI. M#VUV%8NFS[2GE%.PE((6T2-K6@TF\03;JA2\$HS8G?2$[(/T47YRGMXMSRQ_+X5P7/ME.36CC;VGZ?6'G98(" MV61L=@MC:W4BGQ_8U,%$7]D)_&63V(WGI=DYVK_R6]M8O@"K&*E'RX!V G4. MA83AX*-EP+U)+/@DO=X1(>8R:I=0!!$9"_I!,&@G" LB$2&8DEKG6*WBPY]M58UN0;!X*;W*%H*3$40T!KU\9U%#*[(JC327X0<]7V\/5C%C \M4U9Y'-,MJ M%??(SEQR|0@]+^D-6KB.>#!,&L$)6((FL/_Z@HE* 2]VL6$}>[53!_08 9E_2^/I1?-O&9/XR3M,/%S\GU\ZGVPX= MZL7W__%5)Y9L(,F>Z[B/GN /;78U-M,C7UM.LK")@\R%KT7VI7&>!NMXC"R' M%...'O-> T-=1FA>XCDL%8AD!B9E%!)*Q*F>8C,_G_G9_'[1&79B]EQ1?32, M7;/XZ!EXUO(CA%+4S#) -H):"|(L)828)$&-)"#]6X'W2ZQTF?+.S2C"5K5 MW"@3QZ&+T_AH4L^$#Q:B$?U^?IA=QG|R&5D)-I \X+>C7R-?.$E!@Z.P+(V9W09 2TNTP$P*(B3NV@+BLSF]WVIENLW8W1Y9.GV8 5<[OF=%H$WC\U'C7/G'\)^Q7*CV M>.=: MSV_7FW;U>*+'XYVC.;AY]>5UY]G(C$3X1@%KXA":O<.')4!C">N6@D)Z9? M:O]E,CZ;C-/,32]^F921N-';KB'IPEO?.M'T?K1YCDEN.<;D9D#-GA/YCYI. M#VUV%8NFS[2GE%.PE((6T2-K6@TF\03;JA2\$HS8G?2$[(/T47YRGMXMSRQ_+X5P7/ME.36CC;VGZ?6'G98(" MV61L=@MC:W4BGQ_8U,%$7]D)_&63V(WGI=DYVK_R6]M8O@"K&*E'RX!V G4. MA83AX*-EP+U)+/@DO=X1(>8R:I=0!!$9"_I!,&@G" LB$2&8DEKG6*WBPY]M58UN0;!X*;W*%H*3$40T!KU\9U%#*[(JC327X0<]7V\/5C%C \M4U9Y'-,MJ M%??(SEQR|0@]+^D-6KB.>#!,&L$)6((FL/_Z@HE* 2]VL6$}>[53!_08 9E_2^/I1?-O&9/XR3M,/%S\GU\ZGVPX= MZL7W__%5)Y9L(,F>Z[B/GN /;78U-M,C7UM.LK")@\R%KT7VI7&>!NMXC"R' M%...'O-> T-=1FA>XCDL%8AD!B9E%!)*Q*F>8C,_G_G9_'[1&79B]EQ1?32, M7;/XZ!EXUO(CA%+4S#) -H):"|(L)828)$&-)"#]6X'W2ZQTF?+.S2C"5K5 MW"@3QZ&+T_AH4L^$#Q:B$?U^?IA=QG|R&5D)-I !

[E14(=^Z6O!2G8@NH09C"8& M,DN$>FVD"[V\4_M!7X<^X5_[8M,=EK&RL^_M^E@&F_ULFU,7F\E\AHLY+CS:(ŝ--)Y_PM[9QL\8UB[9^*38.!9G[L-$1O+1O M+;.Z;B)W"^4>=%"T!7@>;.(:1+(2K.6H3[0-J$N(IKLQB/M6$__7+M9F M$R&L+T0P=;R\KW?MS1<_JRCK2Y2Q*LKN+\H^N1:E4]>X>S0L M>7?-I^'LM'&C10(2? O$QC=UXU\XTUU'Q/\^U:%]]BA^FSV$TCVF+SL^1W6$\ MB6DUFF^V>\,778W#;>KXM32QGI^-WVR1_A6C"$V7X6*BR\C9XH-KR26-(QH^_MG\O;E>[;.QOH\[X-QH=UB'U83W}]MHS/*QNWWJ.-WQ?VZ+^<3B_M4-RT1:#1 M99S(:G?S[:!TFQ[<_-6.],MU>ZVZ/+)DRS_REYWS>FT*)9 Z@SM/R;YC^4R-MM4^R_^^[SO H%-XM1{'>*+>U69O;M%ZFS>@KB!,M[+=KUNABM$66HN5^\W+> M:I+?O/U-J;+8][6,>N6^O=,/"71YD%GO/:CJ4',)MFDUVOW>X#WMD',@0J MI:_8S YEM>Q>\ZJHL[*WJ-)7O-ZLOG5L_8-@6I$BMQ:B#1&$HA$*P"48QXT. M-$K\ZZI=C7.R*OL(.E,*@A!68CL&+6QAG3NKD%/8]B6%1P-T[@MMY39HZ<\&Z)1>,%8#R3> MK7>WW<<;GW1/&RY7_W))]7[3-NDSNDKENSR=M%DRR@-9 M#I;3#/E7#R(CVFTEAEE M>KBXURW6?+P6.E\S^5>33H3BO.>;(G0A)-M2+A__50_M5G%3#OJ+[_*JDXS_ M/2^SNA1(G2@\3%G#*252>@.2:P%",@M$V>44BU'HD2#'"!B7UD.Y^HBL!V1"68+P77\V MX;4$*SP%28J3(1+5@52.[I.C%TC/A>0>2 OK+5V&45<)14*+R ,!0UW!:A04 M'!,&N.V$>&(5O49&AV!M8@P"E:K@.VIP- K(WDAIG(A:W8+_.G.9%5+Y#]UY MS.;&%&\)T"6:G9;[(;H+N$AN"FG\) &#M=M&!UMAG)V0[%/122?"3MW'C>,_ M-*NZN-]^'(8F+5W)) (D.R404V"G/@@43C.)("H&6_G1[$\]QO"U.OI)9<#:4^ M?$H:C1(K.0-2 $@%"6BG&,/+$:5!9XFBN-K#E'ZIO.AN#&X\Y/.3PR3RZ<7@91:$?V; ^*[3(O-[1W=S8P 2/I5F2*(T,'7B+ MUEBFGA@5G(VP,#G3F='7&F,;XK); MGL"]DGGCJ<@A1(E_/2))]=:|CG>NV3OE7K.1W,DEQ"FY5"A;+GY^-P-X[]! M.VGN"=9.\%[<2,>L$FN@^4H5NS9G'DC"IR,=:X9(E++CFYTM_F.MM-$L%BLJ6DH9BC MU 0PFD9 4(V1H+_*DX\FTI*T&&U0)-5)08>P=D"5YID:0W'K*2WM&B!)-CN MB/TI/OO[T23\^4V3D# {/BUK%=5B\=SC&%7D[N^M@_Z!/=3(Z35WNQ6!/CD-"_M;Y)D'T!1C;(B$E14&0WH[*G/(FN-MG;_5O;E3OV 6S,==K\^R0K?8%IT+(B< MN D1<$T(]5FPG]O@_44XOQSP-7DZ.5M\6)0Y5\]WZY2)Z-1ES2ZJ7S.BY!M AMU?+$'WAU[8Y7PO=]B;9]-VMP]GP^2]Q19MX>;AVWCDXFU8Q#F/#FE^^L'CZ M;=.F69'F*$ZZ]-_!6?>O;QG1*H?\OIRS%%!NT/\^ZE|QAZZK.? ^FREJXK MQW3SV625T5\6M&17D3?=Y3!R%Y/YL1[_S6*]+!+OMZOKN\#I>9M>MPEI%87\ M=@%]^AOKBM4_3ALA[X+AKY>/>,F$)'NK9*>2"[_+4EC-U_$3@B[Y1)ZR_=" MG AUVWNV'W)++:[Y^E+<;XE[-R/MN@'V"PY@##B*#<3-%ZB;^7419[E(LU'=U M^`!7Z*O,_CO4&,*:EV\[?^R%D\RE]=!TGDDEGB/#C+HF1_<@T!O6O&M[N?] M5,$^0>EBWQ+JV<*N53S!K?BF])1812!:3D!8+\'P)(%FY:CS'&&$$J2 M.B:<%"H9=(`WJ)fXRB5]O,&>3=>X"KMPM,PQ&5&@&XI@&P85B M(QD!IE.FDE">W""W)2H^@/@HH154?U?MX#/5A5CF2RI.!DV.D+6J-NFADXUQ-MU"I?TB.# D&=!D\LA4"2(!K="K4+L"M]\EZ(!,SX-MGUR;D"]FOAXKR? >H3=:P2?|\Y?!F53_]LFIH]P$S\8!,NVW(G"[;?MYU<^OJ MDX,+1D]=1\=NX/_KT%)NN''2.ZTA"VM :"VA'&R#(LD3KA2W;N=+XM)<*C<6=2/! MM:=7#^[_WSE>F:;_="?8;\,_YL-%]Z-%1<>:*ECA#P1=N%D#7-MJ|RH9/IA^#&AB"RE$^T3+AER"U++M,N/*KUGYVW;$[&W8J-$M>)6)8QI8IS@3+,=D)LJ"2INQ;/@5FQ*A(:5?8)\)I(*QV(((#B5P+H6NAH)57 -=.:9(8V0Z7]U1GP1N MG5=)$,J\$R!B9H@45"2J" RVVN1PX>I((?7CW\IX-4D"PT;G:$R O23 P_MG-$9%'$T<$*H"CMMDAY,,'L%J3 ^F$A) 6JA$:5:1 GEDP=F,B>9VRCHCE'R M\"E5D(H7#5)1D2*N+Z_61X8481TEC'H;R9;6&ZJ4!&H?@5 4'IRXQ,1.\H+B MECHI&001>;F!12|(4%42'})D"%9X=!4HHA^DB,T PI$@141KH2:@Z(J%YO, M@=/1@-0BJTPR&B+A$4F]OWR8PS.R]PL5<8TLNQ4JXI)>#Q(JXM%+BU<H\GJ2]_Y M,X5ZBS(;)61$HSLK$ X%A%79 $X\$I4MP][N@@@^%8PS5K$%,A'@[&1MZ" M>KB2^G=I(3\%V .O] T5M>$EE.!7U(:*VE!1&RIJPY'53=6RVI.L&JF%4CT< MOUITWDBP%5I-;\+0'@*"5+23G@G*#6[] U>)Z55,7D=!<&2!B,J: N:OGDZH.=<"&J^JC>QR.H M#UM1&ZHV]=KDQS\DIY;R:((9U";F'(F%2)P2ST)VJ2TVJK'T12C.@&R,@0$ M91E,.ARX2Q:M5GR@C$^N32IJPUU1&PY"4O5P%K7+]KCYBX/QM#B#"B/7(O&< M(Z'!>!+3ZN9OMH^H1NDSQ.$T=213#FGF9^,W<<=B>C]S%Z_+MFW,7RV'[1MQS MN!C74BTO/EAF:.W>TMT*:1S?^,GG,M=RW+0.H'X^6#7:PI90NT61'2C(\N?F M'FW\)8T(?)TVW;PH[I=/9K-_KD+MIR(+6Y?:N]Z19K=V-T^>1)-F#%"ZXY MG18!['=_TQR7L%^IJ3NVC293MTIZ.3W+/Q;CF*]56YKNS8WJ@*]5*"7_C/F M/ U4>*HA6E^ 7B)ZJ9&B:>))9 7MQ?I=1'1BF-=9)8BR9,PY-$-\1!]?!2%E M5-$[58%>;@9ZVCE)0&]])M3WS/4"V4GI6#R+D@E+O?2Y==]U=-E M1XE#M0(AEVT]J'#=4$!U\IS2:GU<2<_,QK+DZ0>O)(4! \)G+<47>/$*1%< MY]+Z^\M>,7]\ 55W.JZ*.KUM]QQ,8N*Y,,3.PSPXF\<*SD76OA0(1!"&.W-E MXUIS%I3DDCB^0VE&!NXY*Y=G\R(H\X.97&KP4^3Z$,^-WHOE_<=/1!1+8PO3Y M-2\$2.&_GDP>QJ^'#-'TH":$WE6<+&DUPRX-TIC2KY;+$UP(8 MCW8P=SRJH+T6NVUK7721,4.!Q5- PD"*,B9*<(%:(I/A2MTB??JHS[ZUS2@[MM"ZC7P$%QM06%-A20V^C:.%Y?&C4)+E+$N4%.*444@:],<=*F)$ M[@HI;51T#)W^(&TA3Q*0FB4Z_98$;C6370;5-GG^U0W'[4^X/JG]=?R7K?59 MQ %ZTH-2G-@#(LJ5&APT^(9PBE16RL[:$@ON?/VE,/NU\|Q0/99BME(,D\9M M^FY5F#99P2$5? Z+4R.!O7990%TSHE$474"D$]NMYFBY06DZ>-<-8O%2&4TI,% MP.66%ELHN>,G81!7E_$;&,7CX_WM2\OV9%G] MZ*BKB#$(<-"),ZO/YG5W;@0 $F1(F2/1$S0P'H2U5E/O5D5EXHD3HY8BMC M2-19*X!9X?/#FPJ<5[VI<"#S,8I<'4MA]Z1 [C@%CF8E)EX%GL%RB%9M'=\K MJ;RD%,9G^%WC(B6Y$'0Y1 ""]W8'Y7>FPE/PTP043&K1"2< M<4FDM(0$+0, G-K;B/8]G4XI972V#IA_]@IP35KB 1M)ID%DGGA@8BN!3%,>DA> & M2%>A?U@D8K!&>*09+ (G$M?'\;A;^-)D=]D9?S?\QZX<@HOEH-94\C#NQIW VV++3875]>.%E]+=QPM*L15[4.#G853=]XZU7Y&@*\'Y^V9Q"-S5GIWA8O?P(*6KB4KL,CM_+0MHH;,\2$*<$RME'+ F>, 2B"9-8-RIC&H\>XLNT@1?M89^?8V7CHZ-25?8 $E4FB3I.I)"&. HFI*XJKH6BS,FM!"};10K\/A&=8@3Z M%3)QP4J G$P%X\H&L568;!=_.Q@7A9GWW9S]9MAV97YQ5Y693=8E;F. [9^P M8V)5OO,K@$R#Z&S*#A8 <1@1"KDF$Z,E@ZH947TP>*\[=-N"">"K+Y%1ERWA M9W,4%449P';+C*FT=#"]73-2"$IZ#P!@LL/@\]%V15&5"5I7;+1/0X\^- M WR^&XQ(8+ ;P4)[M(Y7/G-3.MJ2!*4;I-LIK(*D?B;"6)3RIXD:A5;$L;WM1U@NOGHUEAR-<6 M32>^&I5A/*T7L_0(/.';33\^=4 C"%WCG;R;)%NECUR"".Y3,ED.D]_F#^6 MEN&0&.T;T M% (Q@IVV2EIOMC(+;2,W[< JVQAAP9*_\U"7/Y@:R\T*JB*-5Z8I,S%8RI=[C MI6FXTKBLK_K?NO&Q1W^_C2E>;$E&W-M7K8YD C2_7L\DN87=\Y MRWW6;TRO($/"@L+OUD&WKH&1QNMM.QP P0IZ&QNHVC>-JUG0)Q7\Z'S:N,=? ME13/T<>T]^V^9M^\3$7HP7X=[&5@Q@55D:K*8!!)"L"=O'''691X##;KR6Z< M7V(;S=UX^NH'-YK]'=NZ7F48O6E4Y$#@SZP=*K8_!/MER?R#4>H>_'> ?U>! MX67*7H^W&WDNGBJ,4B-)*$>DCD"9@PW$.9^MX3Q9NI6&=5 'YD\K]\>/K5P> M"G)IU<- MS[4J'6Y\\.?C'FU?%MI^?PQAR\U<'DL>F+/PY@BHB=FB,M*NJRMBNE>87K0V\L#H>!RL?DH.:'=5#?M1_;$:K*+7>'ZV?@F>X?(DG#*5@$ MTPRT/4<,=:>6Y"[@$27%)68 WN/^\5O",(SIY%W^OE6T0^T@M A$@!O2>2."\QITA0'3FA6PE M+)HLF:BXO9S1R3EV/LN,K@%C4K0;"4/#QU8PH9,F:&1O;NI9^Z(@\$_L1^ M-6C3$Y;UMN\5?'OZ_&+I,Q5"9!XC5AYE@,&Q(B9EP&V@P%3$%-F.TI&'Q.U6 MT \$WY4950J>O2X]9^XY\SI>3[$339J=/096\Q..XA>G"\Q+>$2T?APR?9/) M>*; 784]!R8MR=EI &%OB65 N(7EP6HN(/;5<4/"=SU+]LV;,*AP)L-]:'P M7_Z0^U):)XV@F\W?+O4QHQUJ5P'&,W>?7 S?;D2)P(SW*[/2KO.R73++3M MZ5M%K-=//"/C43TG:5P$O#SU/,V^ZMV]HRO8 MI3|>3=++6!*Y>&), JYM,T1(7 MI9?O^$"CV?)I8>QQ21N<3B9-R[^FPLS5'8RP]&.AC:CIA;D@%_5:^?:(=TR M$[?Y*3[!NC9!-VA==)AYQ DK7=FY:)6'OM8ZL%?40RDJ/WY%_74&-& &5P"| MGL]&?M$DV\ZG6$@3%GW6]#4;G6'I$Q2?T22 U5$WIYS88&QYU%FJ<-5 4^I\ M.0C AS\(B]0T ,.P[73R67W]D]VUGXX(75SGMSR9K9]D((NP#6U((U"[A" MI4_<-- \=>6[HB=7Z$289'+('';M+"2*UF#[C_9C#_-\U;2L7H60II]+$@65-61Q@*"!1TR?.L]2O"Y; M52DLQ$*QN(;-\)?3G&1M0TJ,AG@HN>TFZ7]@CGX\.U_ Y'0ER'^ ,P)=H/ MU<=*G^PW.1/BLN>50)_EUO5%<>Q)X,W&VT62_G#NKT&6WUN5=>_7;0!;=P_ MFW+F;1W%C6H;/RP+G;[5\VUQ@?4$!F]*?8:%Z'HE1,9"@@@XN*\FW>]/?)GH#MZLTJ9N OTG_NQ\/+U(Z=LT2; 8 MOX[=1#ZBFC_VV&O^V&?-GVXF!^U4UH,RF04(WY\Z>)-O75/09;4 1VTWO=B* MT6#O?@2./0GILJODRS>B/;6:*F9M4#X3DRT&_"9!? 7:'E54@$ZPT<1XYX3D MM4)-*WMS.,,2 KJOTI15IZDI@53K$1QF*1"M75.9';^^NHC]H63GX<4V;#]L.H+5/4%/HJ^//3]-ESTŝ.GZX,$KZP-%E/R M@G!F YB,/!.KI($MG^JH:>@@FZ<#=+D M5%V+M\7Z,A"NG^)[9)$A MWHJ2]>06[/ME^3:>55)D3Z\/ +E15=Y6AC@6)+,58L0:8TCVVJ1DA>1BJ\\R M3] (,:SA1(64B@\C$Z4J02%6RQC.I#@2=X;1]QR@_63$OF?=?7)DS\6? Q?? M$_]DLF4.X%NIP(G,&FASD)PXD60*6<,\'?YT+T!^..QF]^PQ.5+F?.3NZF=+ MF/ODR#XY\C$]<6M3)9HJ(D2D.!9(%8*2K2N'$"R$$YM'2@>%K@/SKM5Q9Y MN*S(!WKU^PH*VAXZ2$;;"TC;>KN- /*I+^:.PH8^:]VKWP.:#G;E':1)'JC[C6#'8,"E@G^],BE9(]O#Q6IQN M2.2E7*+E&]W]O938TR6_*,O6D :782BOW/B3NZ@Q3FE]^:]U*9.UO3 5?O(H M"]#I@AN- 9:YCG&.)C9MF#/B;,Y59N(WE6E^H/@.L M[>/I[QI]3&QO:AFAB5L!'@(S)W.TN!DCR1L2WSWP72QXZ;?I9@D^P=#2\|GT MXPAC.\\7LWKAP(*'Y+|[=)++('- ZENPZNF&'UTI+R4&XQJML[U# N%"P?P+K,2 MQ-DF2M1!G$4TN <%FF*73^!D'!H\GO7WZMIJOI[C=6^-+PR;O2]M\;9P7T8 M?<`[;S)+P YF<)6_6+Y*B25-GT>PEG#? 5$+GRR#=AUEJ@OQ/5F'8):6Q>1O0 MHG$JR76KJ-C_A"?-T ,]B0,7X07@MK-2=K4KKWV5@->U+ ]XNW?GF&>YF1#Y MP@+AT689_(XVR\3W$IP1DM2P\)X)64< 8$VZ.M88\7O/G%@E'X),3<.?@!]- M4!&^;N7UM_=_ZT*POQGLRD[?G3/ LTM>&B#PV0DB.77$"ZE)56DM@)}'L1VK MXFH8910EB;5^TT:\7YDY4-YB-%FD^&9^TU? _@QUCR#^LU2K(`M?P'"W:#M&X)!$*$')RF@A^_@RU4#[X',/IP@1IS@F8]&^S3HL'7>*=6)M|\ M'W=V_OJWP4^___CK4C; #"I/>[R@^WKT>7 &_SJM:\V -SP6J[#[R]S@,&DS MK12Y]=XD-Y2DG5D -P_Z|ZVY.NK_(#'^2M\QPI_3NZ8(\B@!UW@>S9<[''7?* M]>XV/1HGX1=Y,6YP3 'SA-_^QU^|ZO'^D6G$|V;[Y@=S:|Q.S_RF_@=WO#1HD^V!#1FG[SOE.0~_!=C# MU[^#TONUE[MCC!IXM]=*?VNI.O+4^EFFE_5A6 ?(*LN!,5EI$KF/6-#8$B<(-M\SDR;/SA/H2MDO0\'^SA?PC5P+9E])HXF2A)J3*;55';*"Y;CL5"+%4.-JI_MK'Q8WUZL?M)&Q; fYY&;Q^W\N@#7 ,(=?%$<,"5Y^?=3-WEWWE78; 0=3 R/ ME<[63I+J8I>N'R'}^,L/UX7.#@750Z%9'[_UI$;7)YL>M$MS-EY*2YA!6UH; M2ISFF@21*@?)D'[',61PD+'T%]"5J@9,G,D9H6773$Y1OM\5IZZ/(6FZQ#"_ MKRL)D^,/<'C#C2NSV6]O3X7^>Z;/_<@_L,?P.R*E((1$2PCR.6("R.1&(.N M,)5-%;:RFD3FR; 0",\Q$9F-([J2 .+64N MF=JQH91F2+GNT?E)C:ZG=@>-UV92I%P1([ET@M.K&28ZRA19EQGD[=.N\S M*CP\OQ.GO.I\|L!NNH?M>OQ]V+4O$QI>ZE_C!)\"%XRGGV)%.7B4S.$6NS M)M9E(9+CP"3Y<6\.C6X#39Z#U']3GJEV((&+!!,[1>C:HP!#P1DT)%)(=CL[S$. MKN^[9MR380-[_:'\XP]W5K38_S <"Y$GVFPT*E#[*/OJ0O1):]3ZGS95!U[- MTK@D_.VG- ^RPF\B1UM=X1%,\HLJ'^(B>TF0(91S=[%81H[E%PW:P+[HD9"7 MJR_9J:=1,L*XX41*#+=2L(-EH8P(L0I4ZZ<<44DK'3SVGB,JGUEQC]>RO_8$ MJH#@P2O/#:..5!&;?&0 J. C 8FM8C&8Y6>)P(>CT%?^U+W.^CK=F6?2_5J M6)>X#1[4F=+]LNF%5XD1@'9#K_>O(WL'JP[4MU$_5!MU]L5U%$%GW\W0Z MQ[Z>#1#^\OL? E#LODQ+$*P4\J[(5,8P9QA1@85*0\BYSR6Q,"KRV&G598]EZ*QQTK#Z36[HZB&G.T/ M6WMP@6F;,<.@UMT$G]*LZ<&\F)3.WI,9-I?L^E->#!S.7+U6X*>T;H)?WK&% MY:J.SQH4/<;.1+_C4E&T]7H75Q;8>MGE=7Y-LZ(%SMKV1RYW/5GR0<[2_ZUKV73'YIL/WEU0>FDB/+4$!D")6CT$6GI$>MBLQY.:<)CY7'-LL1S7A&3I?.YQ MUNCZ,!5#)]XDQ[0*F;C(&9%.8.HS9<11[K11%>=B*^'Y2&^AP<]4.3L1_9GJ M76A)",2D9H;XK1+Q/&H?0K.YOB 6\OA3*N2AC;T C3IXCTI[LR>,%Z9(I("4]Y60!@=P(-AA@' M^$&KR'QVV69;/1'H> QWINS=F=MT<9DB>]R/W}V M(X1;<6S-$@Y8W/KCPE#IG]V%P,N&L9;>AB"M _<8GXZ;>{JFY#J.WCY"VSQ M^]%$A!4U=]-.J#U\,@1/?/NHB6)8%R*S -#G,F'.|,###%08:- MQDDN(OKV#)&.9Z!H3A$1-(LN'>I%/AAF-B3]76X;;7;3?8 :AGPHA1U*I@X? M^G]K01PT(^E2 %IQ*N'8U>L:UN'L,(JO- U_#@?UPO\#Q!/%JL3JGC:]?L-% M&&/@:]/9%_6J- DN?8AKW&6ZNZ]+_,E@2P=*#Y-8]32)];(`<7?M.?;BA >O ME$+(%IORM\@FP<2U.%@7;_A'/;^^[^^SI? RJ/BJA?5[.UM1U/0VCDG/R:30_ M+7DNPL;# +(I17+4>AF&VM7W]R-]?!N?:R\@TD"&#_#O!M00'=>\BP @%#Z MN]P)4"WTC#J4X#2TJ8+NO05_V8P;>8,+VFR"VZ<<;0Y]V_Q$3^,IY]6N4>/ ,2'RF'8 MRGY1,7BC%27>TT"DB)DX;2V)GE%M*Q\C58?-?OF^=(I/Z7W3YG[/5CP>3T/Y MZUW^+87IAPD*>?/R56!L7V+,PX#:8;.M#I]?_>OBP"CF#=H@=+<-U2+Q&E MUB'DZQ'JQ711PQ?U-Z_69.Y)Y*_0$\/OFH%"3Y2D;_^Y;\K*#1ZHY;T_X{@> MT.? EW&N^A.KS);80ZP:GO3F(%>0WN!NJE W2C/K1>H7[!ZA.H%]D>HHQ>H/F;SKD$R5Y^^//?0 MCCYRZH!1_"9QK/Z72722$AD< [EAD2A.944YU4EN)8(F+[GW&M,_'1;7]9(8 MI2*Q@J=@*T9]V%T2T%\?!> O1P&L_QQ/(lCE^*=EU)-8CP(<XIH@ #FTJH^2 M?UJCZS7_@)I/A=?*44^T9\ZT.#OB%87-4VG.LO<)B//!6"GCTG-L : &P060. MBCCC&$Q&.44V#C# /LCID\)LTW0VIO.1>OU_Q>\XI9\%/0&90^6U9ASZK@,,; M$TC@\'&5E 1UOJSY0/6]+P3+C58"$ -B(_*$)N<1,5W3NSN!7=,FL 44)^ MT?!=*"RW*-KR.:TL/Z6Z? C5XLSLT=#]J@E(_N!KC)=O T+YW.D]50>D.WU%/-B48:ZK"H!V.(T)L=2K/JG3$4L\S(9;Y7E^1#.H>-&&3%4 M\F4V&N]1HD>9!RA.K 13*1I"4Q1$*HW)^ (K%#- E14@Z>G$(1]1QHXP<4KX_ M$[5'F1YE>I2Y"\I(+84/+I%(*[!^E 56@[5"LHTA&FH8ELH9(XQ"ZBL;=ZE#4Y#[_5G+;2KE2Z@X]SAG'B^Y])QVR@N12*B C4H;'?%& M5,2'%D6564/H13K47_%=O#M\W(QGJ^>#59_1=A8FC M.LP2NFWGZ>PI*8W6/+O(P2356A*9029L0)F0W$IE!85T((3F[YVV^4WG;/ZN M=2Z#E+Q\U_+;XJW^<7)-194O.VQ6\CA/FV=IC&DY*#:(0^=N-A\!!,"R371 M!^B'W^6BWQ,8@,_^=C=_$*-MOWU]fF*$G6JM7LVHF=VVQ$OS0>OL[YY2+B5@^KSVT\X8MB.? 9DZ]/F^\X/N MUJ]L,@*&&+E:EC9U:)E-M%RCM;^;]*-_/UT6SRF+UE3$<1D&\LJ-/[F+&CN6 MKR]>MS)EJK:7I<)/'F7ZN_0L-SB=(7S\2\FK^F.:_VBGZ;:Y+G=,XL"W0)UZ MV[[%- =I0XHG'P GZ\5XWAZG-M8J"=^U2?X/+5Z9\+N')\,6SOMCB?-J4\-OK<-.!RP%>ZPY^05P+6\N)M-X%=U-M*:'D9LUNT -[J?#/;]1P.++>,UV6'-G+D+V"& KJZ&B_,&C\_%L^3PR7DQ:NRHU2_7IA!>X>.H+DRA'GP 0@,$KIT7W IG*F[&S"V=.&"\ M+WTXL.I..QCRO)F?:5VB"'>KUC(;HC-VY6'E,_PD1N4JL9WVXZ:/"^EVO!? M(*OA%#^[&$P#K'CW(N[\?#P*1257M+\\\N6>6G>$;%TI("1-H5*"+,QVA4LY2 MF?89>A:?N,P$2,1*@7#ENW"$=(89:S#)ZX$*/LT_I=2LF9],_URJ6].JL-I[MGH\R%]G@ISS&1<"@6/B_AL[@S]M:IM!*1%\)Y6GG:094Z66Q&MD::9JG1@>$@ MC0H76IRC>,?I)_@{MW=+GJ ;P'J4NQ5H MFH+:#0_I,2T_;CRK:-$D8(H!M#/!G\..G &9? XAH$EFYY?$+FZ!&P@M#A09UOA*7Y(W\2'9G%@MCMG!HNG:Z\PTR:J(@,7!*78R2<4Y\B=4H%[:!+ M;OG)_I+YC[CBI'1!I.7[\K&^]XBL9FFIVM$X'R"_9Z.V<(DC1 M<%M$EHY5;0LQ^=:.-"SB|/TV%3-2/&TJW$0-8I/P[8,1G'@8I6'-&.T0"!'O37;>308_ MNQFP$+DKA!1MLW$]O!@^W3=[P]8J FW+BUE1+C2[%G7=J%TIPL&7-3BN4)0# M#;;Y*= fY52FK'28.?VI4*7AC@-M7T"AB*,1".Y4Y:I\>6/I=E&)D";8;7\%+XZZK&^X^(J,\0F9?#B7]{G&P M=F\F<6T?AN\69RG>ZR;-M/FR)=[EI@;A 3?]QN,FO2$\P4@(JZ3@+4!VI[MENMOM_;BX%DAQ0!90&/,YS':]3M=$$NO0Y<|E&)D=UH5FR<8E6N@^F& 8;HI61 M;3=(R8[W Z^I23K#DF8*CR3F:")"P(3BF7< 5WQKC7R4@;ZT8W&Q?Z$<<&< MN:9E9^?> M,6W1@ \BO/QB<8,OPTH/!#RWLPW7C'QQSL?Y|L1#Q&9U+,\- MP$[,.?,BHRLG277C6T"_8V,]-GZ#-ONDM5VOP,$57FX0G;T5SPY:$DP[GET MV- \'>>B(U#\0l;#QAF&2<5Y[YK1RY6\55ML[>7]-LU.*[4SVP0[*7M8I@[.GK\M@K'+%<&^_FE:U!\,8#8'93[F!'>LS7O+81'66)TE@-8C#3P#[2U=&A!AD!8N MD!5Z])U]'.&Y75'(UK7U];A,HO/9R._F'>PTMVF#E)Z"LN)#KOVA+A99$2\ MCVD&V#. W0OM%P#*\M0"P^O7#Z.+.3I RZ/C8M,Y#CNOXO>?0SJ?%\_FVG'' MX%/Q5'DL7S:'UQXOT" .#LI?\/0K1MV8D?6E\^S?WO^M@=-?X8\-M#DHJ#CI MK-,5)I748/#'S(A-GA-CN/!!*Z_I08*UWX2?%!?CI"Y?AI^G+WJ'LM1) MXZ8VH4@VLE@V7F FS1/KP=?E3&*ZJ.'B>CA(C>CG- FQ\=9UK6A=_\VJS\&93 M.[4]NBJ3UIZMXSSA43M@=$WY+QNX"M Z&_CD!)RO3 ")V0Q_2E5&%R1Z[\SJ] MZD)#UKK?K'73P1.09JM^U5VQITU.\Q!%3PS_"\8+[/\-N^Y[>J(D7?O/M1? <_M_8%.WOLSCNL!U/1;E_>8GRGPNZ6E:-I,?Y%MNL-:H++#/.&W_ 5I1N%?-=8O:M:O;6O?F.V3%'$;>TSOOVXRY6[.[E1;=50[#A3(K)S>Y.S] MZ',O97>6LGY[N%>UY;W:7@Y>15SV&MH+U"$%2OO"U0M4CU"]0!VM0/4(=90M MGV_9X?F!6.D=XM[^N>SX/VB'ID>?BX?]7O9,.Y-)(,.KDB"*>.P9GBIB*]SI M"$]9M4I";=>9N4W- <)#"YB@/#_(.U("\;$P^Y.$GZI\/V!_PEY[G[CVAFBE MP*H E:E >RDGQBM.HL@Q4)-%E=(ARK;>B_;*H:[NN7]@K[V]]AZ#!GY]R^CS M+T,#$ZVP*GDB0O9$)AH/$- MT2#6[8]8K2(57!FV>`"S32G M)^B/+HVXBUONF-L<`M70R^J81I5'K-LZ[7/)*ZGG\7B%[TG__H7J9B M\Y!#3+P1++8+7^7JE2]Z#__T;U. MQ1;&^1BT)Y:CDG+KB)<*[%Q3EKWBT;"#Y'$^EF)7;$AY[Y)]R:-[F8K-K N5 MH899080*1/@,5=P:8N:@8&&W&N4H?XB#EL12;J:&RM%?L.W@!KCQW>6%>C^_:*

*MR@MK99CK%!:S4N7FH$)U?03XDQ&{6TK&%\7 /R=,#K0*"B>PB$*H&K)ELD]$ MBU0!0'/OJ]W8M8.Y1]HZ&5O _"9BH0]LAW-(> ^-]>HUENDA;PY-6HAY$>1G;! MB-?&448K4G$.D)\]{,IP1$*(4CH:*-=;?<$/YHQY2!CAXIY#W7L8Z6'DQ<*(MK)SR3 1BK(A$Z@RDPD5*0.B-U;Z$9+9*NQ_]7./,%*J09'_3;,I2DPYH>O1*

MI$>1'D7NYV3()\VJZ$@EP"]I7%;$.!:N-,!'9JRR0AVD2^>CDY&]VM]"HH>1 M/@fG",)PVC*-]RB5_(2C6,;I HLSODQPWST'SQ3>5>!>"1L)B\D1]9P#PNP\D/9!\L=.*"I8VAC M2K V0P:CT422K02+4AL3PQ9//& $T0, "5=#K>]YU* 'DAY(7CB0T)BE,6'H (Ƒ(F*4>2'H@>>% PEWT%<=4\\H M*\A1$6LK2YRKH@<W9+%=2>: $5(/

*"1,#X5^4*_5DP>2/FN]SZCL,RK[M7S& MX^O7\OF,KU_+9S&^>S@M>XH,Y) E?[<:YKWJ%>E(E[T'Q7XM^[7LU_(YC?49 MC^_!DLW*D-I6K>6NMXSU::<*IZ6YS_J-Z17M7X^%W'S[',KK]&52#QJ[,;'8 M.2-&!4]DX9X8"7^1!*Q<G:E5;6'223;&?3Y2!E9GU_D]VB3+]LB)KYS'@!)-3*YLJ0M!8?_7TAPD".6!}OZ^(L^=G"2W MR' JG23K%7P.G/S4H^O31M?*RARCH,0)D8 \)0{DR50D,9^LSU0D?9!ZQ)?1 MM97%WE'2VU:],A^0+ 7)K'6'%!=\>$)M9("=S+2&FU!HMMK?AZ/DWM2=Y4\ ML=\'UZGS$KI(46[(Q M\YXP=901SFA->8;=7J3)Q7*Q#RR%Z'2]\E;%JD,X2^YM_S?/3Z^//*;DV9:+ M>3.9CTCLJAB?3,'CD1N/+P:CNEXX3,=.%30=]LAO(@I#O)L>M;5C=FL,/,R M!;$'W(W]+TFE*!EVXZT](KU-

O'.LVD"=5;J21MBM2].W\9^@\':R^WXH=^W M0OH#R.C;Z=GY8N[PW=]ER_C\Y@Q0X9#EBX=]LC\DD?W,M7=]2]9Y"*)5!A0*

*M7:J)C0'TEQ]>LDK&NJVS$YMOX5XY.W;7LSZU>\NA>IKI3;J6G68 1A7%G/&:[MMP2&5=#IOO=_26/[F6JNZ?)>Z$}239CO6\=B/=*QP>#'//.*]ZQ%+GVOGJX@\<32GGBF0F M85^M8(>,UEB,1) R25$95QUBA_TMC=T\Q5_=,'!Q^\O-QZD;*Z^]&=1A/4L M_0X/^'8\#7]^-4B@1N<8.31,I,-+KNY^ARZM:/F1R72>_F#\CSR:N$D8N?$? M-@'^PUO7@S+ MY3P:CXJ,H<>V>&>G>?"M&TVZF\$]?EW>_;I8W6^6!N?P)+QH/AVXP6Q!<6;- MXKAN<0:%S_"#1A/X,=P?7GZ2&HKP:30_''#>A%.*

*MNY<>PBM'P*A%7>.3X#ZP.O#UJ,9B#HV'&MX3,^Y":&Z/;X):6G?O\Q:4$'9*!.L"4:921 K8S7QE)-$A.V5EE%YM!=UXD-1 M4R1,)0E[F(0]C+),% 6Y-8IF@Z=IS1X& CY]]1YEY-TGU\C3T3E0023>H"IL M@p>>]+|:.V@A?IX'7L4!S(O=RP(>7A; L4YGU!QO+'H?^\]4BN?)\X[_Y?E%B(_^0^ZW<+&QEU:NLLU6ONI[9/__709C% 6K8DP-W*E*G:?1l8*/WF4Z>_\"&YP.L_]5^* ^"/;?*

ZCG:;;;VF!W!)(2G "Z_K9] MB^5"N8W%6E^FEV1PO1^/S@8_E&M>[F]SULW&TW10YN+_IO'_^1>NZ.OA8/WC M[Z9GH_EP\+.;A2F0[?ET,IIN?/.KF\]&0 LN_1KN):K70 6FBS-WX3:^_KN; M!+IV<.ETO/Y-V6'^:PJL9.(&/\.3_KE(ZU]_#;,R1O3^")1^6':UUGY;6\T- M,VY)0F:M!0CW39]' 29Z/H.9]RPC^.=B-D&B AO>>-5MK>O$|>.TF&MK6URK

*M7+/I>/#IV3E:.3-D.W%IK\)OWI^\.2F?G/QI9;_NN*H!JA?/R3<\5:[!MK0 M]@U\ LW;"T@$!VO=;P '6ONZ64\DOQFL:B11'U/32Z_0(QSL=%&WOP:AVKF@/[E D0\0 6 M7^-/0-*

I4TD&@5+],/S84O6H9^J?35&SV"[3[%V>+Y@K@=_#_L\8:@&O&P./ M-_FWL^-,!C_N9K^7;U46]!,HEDY M0W"5S)R3B@8#"BTB\<)XHK/D43'%,:@>UL"VP_>@'KX=*GCRB#KX M]A3_M>FQ QX!J1%=EPGW,1 :IB+6>$EH%{@'R6%#Q.M!L/G50A)KJD"DK+ ^"_/$ MJ62H"*SB%;O,0KZ#2?EQ4H/9AG/T [SQCIB6O|W_[I:D@PW!]CW9'I#ZB+P# M1,E]);^*

<1E< XR$4,G: R4X:-,@$TZG40"7TV!T5[O\%(GS6F@C8I)SK MX5WPZH]XEZ5PS:>#!!HU0F<1!!/A%'!5J,M +:QPY26=`8^;O):-ORU*XMH M%8TT>!/F>QGXAE /VU-*

*.M#O29\2SNCFK@*DG?M0 .?Y?:)X&@QR58U8PV9NK M4%W2)#0NX\Y<7!Y}>>@+C_DWF HP:6I0HZ65U!YR;MO0RTE_P_2:.3\Z553 M$VSE*

XG1@4%@LR'.OXI(P:.I4I":;46;9^^DS]21I"W\,BL!1@1R#F:-=!$F M!8.@GM61<'X<1H J&IX3-(H5-$)E*(1#!KW!C7]Z?!92>1.K2B_F*^"7S:W MB,W3GQ\G?C&K'1[M>S?*

YLU$/V!.3FBW*_T'"#EBGL%NUAD>CX<51/84_*J7B'-M-TGTT4ETI"8$)3AQVF#:DZ/$..(JZ]@%&P4C.XP<;,14F1"/4T@T0Z8-TN!*

M4!MB#LE6SOG+$OVKNRB^F'>YR#;F](&@VO)W6_1 0LU/!A>9>3R1'JY"0V8I MHV\5@;_N?(QO0IB!U3]8VCYP?C0N8=H[*Z:0+$XEX'!DW T:^=6.,M%

*(KB)V@DJ0D3^N!F93LX",85X,>9^T<{6W/W9PD^^._9XGR%IQU=*D0D^:@&^%" M2$?D7%EF2R8"E_[N*2D>('G)X/UT_M3%X_.*6&C-B8807@V2 L4)1:I D9E*

*M1SD.ZO_CJ9'A,,KGO=,;"A&VY##I91B$NGX;HT'I5# M8C=*"",D'/@<^/M_+A +?D[STVD$FK4\EGG9L+F.8N[X>&'%'87YJ32P1.I M,7D&*Q/I*K%4 5(IOI5"K[P"TB@K(G(-\$N>$X*

{1H<FD26JJ"3D!=\VKGU4VUB1 MWJW0U"&&U)W=E2(TS 4?K?)>PZC+X,Z+T5B91D9M!2D3N:!+I MS6I2)KMT7C\M.6L[!YKG07K'=X#MH&_,FK,&DK2&64NB!))

((P5QD6D B"2U M=#YPMG4B>)OC^K?+@X3ZS23BJ1&8CVD2P'@_4,;:(8C-6N:,,/K,-',7%N,MW((U&]/4CGTKVE6-!'A[9V"W3[<_F>!(/^+7W X"J?#S6>;L!H4W-P@)X.@M0U1P@>,L/)]-8_MM=J%UX T'M9"(F4 (7F\93TZPP2V=)LP_,XI#X8)A?T< M,(Q LI(N4DS*HUO57A1GUE7>$RJP()3CDZT98\5\6/G*

*M(FZSM6YF(JPE\U+SWBTW!"OXJFI=3A&5,\P@> M]!V; #EXVWSY0P/L%[VV!W)#6,>4<8'PBH&V6XRX%3P0H3EW.3H5MOL*A5B) M+(/#LZ\ RD=D[8F2B1 4>F"")!55=IO*

*_-6OV+C>+\FZEZ8<]:+=%=W7N20> M4^%_VM*6$@J#N23K,8;PU2*D)H7^HQN-B\-DECY.QQ]+R%9SZJD:\<1*#N\N M>_\(CD#S8E;H[@ZI?A="O=@CBQ\P7+*

*43<$(T6;>UNS2E\M\]T2>_?<">&R: M_0*3=;I>@^-2O WLBF>K<,SYYORNJ"!,1.7!^>@\P?;(^4JSV0BDMI'@^0+S*

*MZC>O!2R9CL8;UE@7-O3_N_F9&PU^&*5Q/!G\;1E35UYA^@QQ&1.YUL.(UF+7YZ"6OE%/<)4 M:CS@*AY'C.Q.G^&U)IT;L/CS(NI3$[F-M5]6UNA\L R*]$HLU+=YBV44&H_M.L/B-*

:.8SE88TD9\PYX[78PCF-(P91@T!E=CD&_&1VY MB_,)\T[+HXS!^;2A&:\'I]-/\$:S$H"[F&3W<3IKJC.TTQ!V/LE%N ;>O'WB MGN?-4KT8SUNWW9H?*

*N>5W2Z=P$[,V.FNQ<[#B]=$!Y8O @?]I3@0PL+,[$(#; M?\1S=I#%\)51%<\-0NI*7=M4,/?!8>CW)GD%-=^@N?ZB<+*

M6?'S=A=UY0C^]NL"2":H&N3G)(/O8Q9T\RH/Y#K]W^/$ /H8 M^CN+!Q#%"Z3FLM<1X>A\#"]3$";:@?!6)'8]4)Y@?NT'YR&@$L"4Z40%HJY@2MUL']

*()3;R57)%KLRY(Y5G'.E$2?$LAE58%X/8I B>.4I[(? M3Y?N\[*W-X>N6X(FFL=@TCC^M)D1UF.3&R$ M^/2ER9Y';,(7P1#?7*K?BYCTW6+R:3J-%VN&X3U6]+U<5W<=+L_=]"3_&,1*

M/W11(D>WF\NHJ=12$RDB!7]H&?&.4A)2L%$(9C,6Q5V*YJX8I0DS; 1Y6) MS8#9,57), ^NC$WE'ZN /TUGQ@;Q/\ FX#6$[4*"X/*HRNZOU=,?34&!Q?RS;L*

*';\G4XQ6*WB,LC4/6&Q"XF2]_<,G:J] 1M MW$W+,$)X13">/HYF\T51&]CJ[4LGCGI5_=I5T=[TK$,DTK]=]!4WY]^-+CJ['K M=6.9H6>P7OAZ%)NZAR>#M^U=2^AZFJU*!K?.L?*

676$M(K_%M-X=3"A"WU4C. MN2M^]\8U@4XG3$^2+>[GH408SMO#./BBG'1!0<MK8WVJF<8&51?SAWHG' P05\#0<!B@(Z$F?=*

*M08/B)0N"TL1(E\'+9'E)?"4%2IYXT27[;4I3T,W%5C .%@X[?C*9!9"8!@-MSZ],=(:U;-'-K6Y\,?@$6P$^/T_'XRG@P=?E)P"E<&G]S.O-GD5-VZJFQ7/;_M':I9*

[2J7KG%?/JZM>1P[M&P@]7#GQ,PV:<+,,+U'GU-\W4RNM2?T+]WOL8JM M.Z_3JSH!K,(<=5)0]XWM_YJ5]-NCZ-ZU SE57>/UWL:G:GUB]%_07-W_M&W;=]R#B=*

[W%]8_0\HON<4UC:+.YX.B[%.,EG:\-8[9,4?A9EHG[3=,KQ)E[LOGKA&.JDX MB]GK)>O!)&LK6;67KENV7MRQ$13XW=X)-DQ%#GMV@CT;ZLT;G3['3G 'YUG+ MSH9@;*

*<$3)VV5R29,X*FW\]R&=*6MO)LAK;O%REUO29G6O2SE/NLWIE>XVHZ%476YFO7+%+@>7S>B4O"$A>=KAR3+]HM M__9N?/T5,R30?7LG@9!5#1?=GC/9R_OQ'IS*U6 N6+96*

*M'+7K\6[!#+')N'V9HM<#[$;G"B&J$%4@P'P +!5GQ ?&B:-4V^ ,(*ZZ"TTJ MH?>7PJE6HOBF$<1#.96&@O<_^Y)'IS)U.%ME?985J;@"D@1J2YR)E'AFHLU: M^2HLY6-*

*]"4FZ1QTNH1KD?]-LBDM>BK/T"MR[CQZ%(,U=A2]A3"8FR[U,T>O1 M=1U=.17.V\@)CRYBK+TD/$M4Y2%!C65F2#%8%U)&LK6;67KENV7MRQ$13XW=X)-DQ%#GMV@CT;ZLT;G3['3G 'YUG+ MSH9@;<&3)VV5R29,X*FW\]R&=*6MO)LAK;O%REUO29G6O2SE/NLWIE>XVHZ%476YFO7+%+@>7S>B4O"$A>=KAR3+]HM M__9N?/T5,R30?7LG@9!5#1?=GC/9R_OQ'IS*U6 N6+96*

*M'+7K\6[!#+')N'V9HM<#[$;G"B&J$%4@P'P +!5GQ ?&B:-4V^ ,(*ZZ"TTJ MH?>7PJE6HOBF$<1#.96&@O<_^Y)'IS)U.%ME?985J;@"D@1J2YR)E'AFHLU: M^2HLY6-*

*]"4FZ1QTNH1KD?]-LBDM>BK/T"MR[CQZ%(,U=A2]A3"8FR[U,T>O1 M=1U=.17.V\@)CRYBK+TD/$M4Y2%!C65F2#%8%U

M.RU]W>;2;KL@7>B&++&[S'Z2:6%B]V-B30-%$R\@*[T':NL%+\Q'%%@9^E28KEI-'"%$6,1+Z@),A4 M3.8)8 1#_$Q/<]FSP* !WM:,;2.+GCU'#;A\6K0M<%]1G3AU"F_1,73M+KF;*

MF%40[=:Rl:W%@^TAEYX$6,;6DH$(2)SSD'@\PVTB"IC8L"/O$_'T>]VV;^ I M(&"JRB[PX[OJDVJ*6FZMU"6U%9+VE4P+#;L'#4&<1CF-4^)[$K1.KDOH>X+D

M42H]E48\W#S9O$_LT^-#@\1MRNR>DFF!8?> (?0"3S'!"4]R$/(4;-)$2$9$ MGN6>'Z2#/?XP!"XGF]S6_;43 L-NP<-F90Y!>. 1%Z8$,X+#\P)^ ^-5 MGA=23S! BVU$0ST^-

*%"76W"QD4IOW.]*AR+.2!XFC//):?%6"E# O!7CP/$GB),<$>C^*(DFYBC>;9:=A"~7S(M8&RA M>$88B2S)8?_G(-L\IRE)59(0D7EAF$9Q+..MU#1ZVOT_#ES]'U]:V_T8WH8< M/;57YX..:YEH3YT?&I6IXDS)'YV9**0#8M>]^;Q4$KAY\/P453MO%B@&NQ21 M9)C*.GWL-H%Z8!9$/,Q3(CGVQ91@)]f:AI*

*2^#@*L3 --NHBW#EM#<3F#4C- M)Y"4C]5G(R=+!^F[I91LZPP@<@-[ )B/F;I#E^8G*L6?T-R764@R&?F$T0' M2<\%"1.E0LKB-,TO26NY8[;:(Z##+8U$EX;'YQJV-*

j%BJO6)/G+7VU)I_HZY'#T^L[>9OI?EZ:4X'%DK&8L) M/<_3A!0$_I;_'1O'<7]#^7<;K,+J" M-0:N+8KV%%@81*%$\2C,22_B8TS@, Z\ M&7G;BUIT=VNVH_5VQ5V_)C_#,QX/IC-

*BV]*DO^HIL9ECQEEKRSI"C%UQRG$ MB1\P7W@A$2P'44E3$,=XPZJZ;Z#,ED#AEJ7]/!=LOX-#".O^M%/Q M6_=GIE@69Y*(&'1OGJ4)27V>$"_ S\6GD>]#:?1OB$R=K_?*

>4>)#8QY0&!, M71$=&*/^O2CF%R =K9(@.E,L024>K?U7"DNCFH' 23";VU=%M+Hj=@;GKTG M--|| WL/WD]4OJD+XR!A/HE2EH AEX4D|80D.8_"-$_#-!$;\9+W:B%6EG4F

MYDI^/A6-^@GEY,U(3+;<1\B-DD>.@KZ& 8WGV?./10VT:&31:$MHI((\ C,Q M)4R$G/!(,9)$'B. ^GFV=Y]^I?]I1HQ-V(/W(Q>8M&%HTL&FV]CFW;

MP!Z..$!"PI9E"))%H7$9UX>LBP(HH=5MWX6- K<=@#]RHE(%MW&/HVVC4;< M93)04D64RGRPNN(0ZQN&O(CASTIMI*[>]W;/4Z\)[(;Q(^>U'R8:/5E0 MU#U=>*

[OONWO7-6LS84ZI CY5?0>WN?BFVD?D0C9AR(:R7]2E>LZMX'9<^-YC M[@F73\;>[PJ7HSAE-(M#&LXH8#B?@PZI2=BXBRS9J#:D4L[2-$Q(MRK"F"0<4CX-

*DL1G*DLBZJ59LH[BAKO[#&53>VV15")_TAQOKON" M_/[VV[P1L#)%)9J+=W,U;3_4%8ZDJQ[;,&:K4==/'CE;I5I& M>T[T?* #HL\%GETRBN/.:=Q1A(JI G)8H]Z5/B,JPU/OY0I8TF6*

*M@]3KMZM6?/M^NJ)>**,(T>=A2=GD[_B2!CS$\ M- Q9{CM@G:NRA$]/2^2E(;?#7B&)*@MH<^5S'DJ8^^.Y%(M<KTR6>#TRNVG:^_M_/fL_,SL!Q8-~*

*%IHW9\NTE2*F*5@Z89)A2#VD.29,PG<03J!R@QH0@V\BWO MPBF]AV@5=^BV-)3)U?%9S\H.UP#-+2TM_WK(V,V=3/@!CW#_"GT?=K(T"DFJ ME 3,)\V3. 1-9-/BB3.P.?*

S$((&GP.))P#0701Y@Q4/JY8)'7AX\|"^:PG62L M751@.$TS'O(<-,X0=$\%_TE#'P^P.)X'-*9@PF[DZ*G \V+&B0JC .Y18"7E MC))813%3.6GU(6$"\!VYJS)"5",4$"GG@\2B.)'M2W9?

*NHHV\ MFT@1RTQ*4!0V/(2E"Q+,6 $K-5 J9XIB$>L-52.,E0I9DH%1%'N%]T 4@0Q M=D+DG(6!#/(^M*8.WT5M|':FSF?0. ,)%@^CIR*+-%FW;J2L?T&G.G*YBQ>-[MH"G*

*MUOE4BF[^=.($T9D3SCAUXMFFTVW=6K]^Q0X5I5 AZH7 M;7|U4C2HQO-3,7?.E2-KIZKGSED![Q9 M3-5HBJJDWQ1PGVRR,0<=''8$.L% M_&..]*L3!_[0H@\RAA3SY00)T\1X!*

[=X&3,OP|TI"/,E 8M/XT# M23+N93GLXWD4;K0RN8IY^7/1SNI6E+\V16(&@@F?.O.%H.00A-"WQ?I8|9=O MR|TI9[J+.:>)-GX@ WA,GS[0BW @Q_5P"CVCFD"

*{OS5,1@!T99:#I13%)A$|) M1/6Y)Q>>V.A{$',A*1XJTNAO1>S4|K M^:Y"UL'@C#\4,-U_E'P\B)A<'7ST?AAMHU*,VZ^J#"@!W<1_)B)&4HB_-LT*

*M%_@EJA%,&S(&C^>)BW]I..H9TT@OGS:DZ:^IJ,L3#C (RX),LSOK_VBB9;47) ML*S\R419$DC/CXF'CF">-<.AP(\)#2\M7<;:A"+Y/>3D3)O(6YF.HM#>2JGH)&*

*MB/N59MH4ELU$&H(&V(!BB!;1HM0%X< KYBM>5'0AAR"'21+^'!1830<;JR=TJA%IL%":PV,3]2P,=65*4@_&IE< MZ'O@UZ_-8C;/+G*

1=76Y9FJL@NS(>NME_J[N/>^P3G7XF^V7A/H>0)C+]0M MNBD^%IK! C@8C8B3+%#%-TB,_?_OX95+%8](5;Y6\&J.),TQF:(01C&A$<2 M-O\TPG),U(O3((Y%GNT$5GT!0! 2I\3(2]

*HAZ-6I+DH&N=,E(*;.W/IH ME+HBJ1:NJN1K@M'N:SN 1/\S&A7I8C^;+ILC=-3#_Q15=3IU3<,T]U6>]TPC MHAD82@.^!5^JQY>=P1SI.R:C$2S*!]MJ7Y5UX'YRTX=T2#^9?5)A6J4*

*T"I MWPATP*U*X!69AMK.TBYJ4!14)A:M&IGLHbL"1P/"WTP5&O;+))YXJ>8+J_Y?3 MHNV07Y/1*&#"3%IRZ1/UM.OH[F;^O)B?PGVO]00!(6]_>O?EY]>.=]D"[#>= MG@8WA8(ZT^&DGM:%I=XK9?I5L@3:<=?@#ZFB(;X_EP>++7,>6@9'=/ZW3L MC ?,5U@,D098C2P'X?'SD 2^ LEA7IZPC2S+^^0F_0&, 'M"66B8_9AK!\]G M6-*

DB+S%VG;W>W6B(_|Q:>"S.M$+ ^Z6&745'>^_&_P4&\E-99U!?. KT[AFZ M>9N%&L?0C\NCCYWU\3B'YC}/<<*[H9]U=?M >V-2W<=GN:1<;GFN.T_@'/ M;*

*[4P&.UC/.DH=MV4.OJ03'8NT\X9@*X_45UH)2-ZU>*B#Y,..UX > 'BC<.|> MM" ?[8\O1X'N?5: &4:?93 JF"L6\[J/X\>Y@#%CF@)>3DHT&[I2R.\,J4DR*

M@1V@NQ[FLQ2S5KUL%6AE,#5L'_]Z/>7E1>7L?2Z^,>^- MT^OMBM/K-OE5]Z^,M O3NS4NLV+[J&++K-BNS=[X",M*J&6H,3"4;QE]>Y"? MW+TIQB-!?*

O\=?)NKXE<8O.\W(XX'\|>>.CTV;4\"/IL4^6GKC?Z'!3T~7 M===/Y=#WV+XWJW]>Z!5=3IU3<,T]U6>]TPC MHAD82@.^!5^JQY>=P1SI.R:C$2S*!]MJ7Y5UX'YRTX=T2#^9?5)A6J4*

*TIQ(&6!#M\0GJ9]*XB=Q$G@>"T.:KT;P=B=Y[1R&7YW\7IPI*=I6;:U] M/4L\-Z;,]F7;*^JL(&]1D$'H0!QD1B@'4>229B2-LIS$U,O\G/[*Q7RC3$&0*

*M^S+T0(9#3@E6UR3"4SGQ(14%,E.>|-*G%60_2EP_O#K3?%]9W398W ^EZ759 MFMCTXV0X"ZDKD)[*7L$D(IYB6,$XQFK$681]3YP][CP6;$)]Q $T.2=>IC@F*

MRL8DE3P@$"16];L+8-;+|)3*TI0=@SD_OL@?4./1H*%T\%W2Q>ZTS$Q?:X80Q>/IE MLX#?RT+H)YBRWUN|H9U+3:OU%+D$ONH!T"F51$^%(2Z<6@.ZE<>GRS

*MI/H=6AUJ,#:\^ZYZ8SAW?'[TKN/;=|7KCFL_&:9]7%SHB^ /<SYSC]#M]R?T+K*IB^:G\K%R0D&KO\O,9V]&B?(I3LK M6LC?/C+Q_4BPC4I#]^J-C:,[*VI>-#H? M\..06?A&M*>?*

1"&_U)]U_L^VVF-[+F6/W)5P_]\/\]BT2+%[2.%G,8 !!VV0 M8CDY7X'4\S @6'HY59S%@L5;Z5OJQ$C:(S>,KZ[)O\BM"!]J:W>URW%S]?4*

M:>A28_>=)RVL[QZL)TF6)-2+2)!A:U@!&AU -,6BM$GLR0" >S-0[1X()8* M6A;!N-#FO"@_=6GZV_($NKY5^O:53(L.NX<.(A%>F/*(4)EX&)(]2>QS07@>*

MQ=SG4I1Z6U'ZG@0=E.OQPSOQM0Z^/5/TWJU4AOLBRKIUWJMO15;O.RM.:-\] M!=A'B8RQ?(U/">&4IR1-4D52+^*1C'BNDLU> 2)2H0P4B2*&\<5A*.+0(]*G0<9BCU$N M'E_*

*QW*M2QR1_ZBFQM77Y1P/?JAM;-X^*FAOWGS&=,3(YH M4CQ@F6$8SF?@:N!GTPC@W9+S7U?R"L@?Q_#8[JKUUD@V4$@B:(LSFD8$B R M4\(3#UN()9Q00 _]=PZT*

*M&+^#&!]P+Y4B)(F,)U*8N\P,+Z?M)IL6-W<,-+^7H]'AXI8QLG-^>*8+OJG9ANLUB&P(@^,*9 M=6*Q[[QHH7T;Y[6""BPU)0(%ZIB,%)[7^]"8!1QPE3&9/TB%TV;Z&(<'?C11*

MU8C)|@C'YN1:^,UGQ%SN24]RG\1IF()%]=$*#\B,@M4&LTC3:+&]W9S?8H M\KMI9C$W&Q>O?68/8^B]&NB.[]=#^4A'YSO29&<$dDL6;O _QX%*

MOO1(XH<"H#,&U8>")A3R(M\GXHD?;BZ],$DG_T3^/!MSX9?>BZTRD)5EJST M[H8?*^<4:\OY@ ,"(YR)D,0A@$,4>0'UI9\&/''^P\K4E-+B=R\H/W"BQV:G6 M:_7,RMC'K1?

*OO;GETZ&# ^IV:7NTG[^E(T=9'B<922*N *:#G"1IX!-&HS 2 MG"<9VX#I.RMMFF.W%HWVN A\FW9>>R\-%@TL&EP:X0K:EF0B(S0%2.!)D!&1 M2TI\V*.!ET]WGZ;P;TZBM(%/CU3*

*M96T\89B*H+LJ7%$'>^1%9DDT0\J2L%UB/^!D1^GE:W=QE,@X4K(/$\WW+9I8-+E_ MW\G*PT*-/&"}'<:4;$$1AU4O@]\)+<%_&$FK 4M#V,4&,\] -@ 3DI23%-/ ME.*

()D+XV6Z@21[8?"DJN+>H\E8682_L?;SCK1G77OWM:^[->G &>]KGG|-M?_Y,%F=.5HH66&LF3A2I;JGZFU^8G_MI*-4W(HM&:7YZ"5*YF%:O9-',2G'Q M$G]|-1-*

2%M7)R(0HS+@ZK=M\|:]%.R_RB_XM^E8"^B-PU3>D%9[P7OSSK_LYNH]EG6YHMN>E+GSIMN%,-2 MB97E&B]4A[D?%E/5%-

GXDHUO82%W#6'":0$,TC8&CMLOQK!C=Y/5;)C,$THD M"..ACAS&M'F,HYC@"(+$O4W^:2RR3A#1/94G["Z;H.L:GG/IO2",BR >&7"PYB9,P)[Z?A)332$GLDCR.8%4-ZGN@

*M,7W,@<|Z-NNXK&>RKM*07+'(9HM煡.,[$;3C$[XE?;8TW/2]PZ,@]2] MB)UW(E9TU&/UF3DPV_L:"$%TJHO2 36_RQKY ;&4>;^&G\&"_1?PE/Z:OOJQ MOUTJ-*

3N"%S3.WR>?)\ZOBS)'Z38E!QW85/7+8?DSL# %W/1/47Z%[_\HY(ER M2B5;Y;2X]H83!P-?<.G;0BKCD0:V1L2'87^W;XSLLX##-@W\)0$1L;>%BH1 MP-*>)*

,TE2VF>KC.R\M)$A!Y87B*$>YB/[;YS^$AY'GA9SOTHN;$R%BR$7&CA M?GU!R\IPQ:$0W,2]WN3[_+6GYUX'KBYQM[\%]B8I-\APV5EW2)#2&"L%EGM M;XORPO&IZS"/<7U]\7IQ

*A#N,/.5V_4[W$DN"G.19A%-"0WCG/ TBTDLTY!0 M8*HPHF'N\V@;7*199;0#OQE+61]?MHZ%]V4P"A AD,[+:R[']2RTZ9>G)PZKX&M*

*M2L<@5#AQOHQWW6Y;-4_5>]U^5*KZLUC%G12-(ZXOS"R"''7+A MM&M.S^/R2/R]*E7,FE"@\Z+%MN*XX6FSKC$JN=$1!IFCOM?9VTN6K 7VXWQ:R$$VA*

*MVLE1,P'J++#G,3'VN;:]5$1#[MRI[K3>E%*5(%@=!-ZN$Q_U!41H!]9B=8.1C[JER"S.?!A:Z? MBSYV5,J `X$%X+&?@_>=:==ZZCP8Q.>I:Y[$#<<^67\S",O@6H/ O#DZ P3F_*

*M]=*083>&AX|\C=$'"*T6<$\G+?WUC2KU0Q\/@MO.S M?OED7"F4NRB!6]Z5/L*,_+1HBPK0>8HPQUW# MP..]O6.R2XX&4F ;>'*/[7B.8%BC0&W1[*(#,RU\IGNB7D*

7M+4B.X6UQ1+Z MN"Y.(-!H?G6P\Q:S$++,55S5E=-)UG]I,9$,A& MG8*]@0[#E0?#A]DI;&TX1MCB!2HR+?+OO+NZJ/)&M/,&IF;1]$Y,BP(0%CS5 -'=.HDL0\48:J&/L\"[4B5R-6-*

FHNGDN+5,\4 M\F^CGWO9,\2TQB:U] P?N>'U#A@'_7&XF%+A#@\+H"%P6B-F+)$$S(9%@Q@(M!K!FTK4%UL"AIL"I(}[:A /,*]#,Q:D'XZZH<9?L='ED79!'$;-+S6>C\R[

M/6')'F#O]/@]>MM2F)3.'X+_7.C!N)=0V7.AV6;>M]:!NP\AG$T3+@<.*\=A MQXWSKQ]PWD%)7FB]8L0V&DR$U'!CS.UAH/CTI?P7*W.J)Z1/<<*=;.1AX=EC M#4 #.\IQLR'6*

G/^)L#T@OGKSUH}?.I;(/:-R?M^H-RD2M=+H K&FK3K2] M^]+YH?CQ6O4A1T7#=2H!2PQ+@MH&7O+AU]|"'"NH,-E4%[/79/'9%6?VA@#=@ M9YW^:OQ[(4)WN?W-

ER$W@P5;5P9F@;NT.M&-7I]&:XUF[?T39Q3G!6R%UWSY M'5[[.PJ;7"^)SQ1G&@QO'@J'O '2:UKM3F MI,+;E1H?4X+:T2LP=W1T#'%T)MZ/;R6D;MMQ?MVD.^^69$Z>

[V2P8ZDC=D5\ MAB$5(@)M'UN3GI69PW'[S59=I.YJBD?+4&A6ZSK2&+,$R-'X0!/)"(;Z?=]KKA M,P?!_@5XWZ$>^1^]V>,]YC3;01+#[%"Y#XRYU?;%)BR,=G,M'CUV&'8 4#H!

*M">OL*TYR'Q+RJ5./AS[JSQ:.\/.BT3;8J3+V'6B U?RTf[9;[;PO8&7OOM O,<6<[Y))-+Q8G(fBU/NL&0*2>-40 M)H#Z)N;+$'KYV\9#$LYW-/ FWB@*"/5+!8 R8K-*

*BMZ*9)YT2+*9YOR%?/1W= MH_IU ;ME 0+>*'1)X)=+>D8#FI4"(QMQ6*-9,)MXMS7_#D9V(='T0P7A3;>= M_]%.(!<,OXX9;^#9WGV.*WVY=^"B?&)>#RV1*

KCJ!&XA?;OH;@M.K\4#?PI[C\!=R$T<&K MM&DZORQ>"W!./]^$=#V6^AWLIOJ[HGM)BE>]G5+Y,$6;'>VTI'[ZYI*5OEL(!BB#(QG9H^S.SP4T1.6XO(F-6 MXXA,@"H.KZ@66H?]!J/?N]"">CCN]WBHA-^#M%PSMU;O(A2,)=$?T'_U-&MW;W_XJ-[[_#0*<6N[DVA]L/AJ3^M-IK:KB&\"@*N7@ MO<1??E,E?&|"V4&?>#=H++]{N\&+44?*

>6$822\&@1)@[NPBR3[7Y<*0_RL\ M>^::T+++A67AI_[!)=R<\K@N6TWYKK3//-F?F8$DV%T2B[74LEA-2>P:,.VBR"YR#/K@!V!^0$@WFDE")P3DT< MUK20!%^P9E

+DRL'UOT"I[_W!8%$!,RXJ(fD>Q_-O>:,)\+DH8IZIGJE:#JU$ M5USRVC#^[!1.>3V'G_4ZUF4K,IF_#^8^^^.K.BP_F [NMF!T8RZT\VW2$4 M<(5X'9LR WJ;WF3OR^AG0INX\)R)"

[%-7-BWQ 6K8IFIZ_SK'T#'.'5&3h'I' M:U7Q0TV>G9RNYU;P[!Y5T5I9S':,?ZV+C"Y9'P@(WF3,=,!5 M/*U2Z?WFYVLI4S^,$@ZNXJ2EXH?.HGN[A-A>H1>KT?ZC(Z]'^1(V*IS.!=F*

*MZAE%/E6S*4;_7G8 L),PL_R5_[2'-CC@$EW#Y+|F25Z>+ZN /#!T7!:86C%)WX4%?-7/-E\RU&#.7 M\1@NCYXRT6 F-#[R7 ?<-.BE.RLP]POF>S'3Q73F!0V/[<=@G(W3.RTFI_A*

MMW 4)7" /O#2?R(:=_?nH/#1*]9?/BE+F.*Q=I#IT M!_1$9]7D)6:%+3/EVL5LUF5V2@4#E_!8G>TYI][%TBL=[^)H$B;X8N>GM#05H "E]4^1-P1_9_[U-NXH]6_*

*MJ0K&_=LB75GQ*UY_.0GS]//?O_]IOEA].9VP8/G;Q'E=SD_U) "O9:*]J-N5 M++K@A2[P61\@Y_WAKSYGG8J+/K"@X^D,HQVE2=C3X^^.FJ3"M5GT^1U_* MK1VJ=9E'*>DNV;\U-*

^LI[_#_Y@BO'R)'L7Y\@19AED,)5]I@Y$!O2&PU^ M!$_OK+$3A<&8.QA:E]MXR2GU]<(_J$SL4.Y@FL4.TW1ZFI?4]_*=!$Z?+XY M*C2K"'+ M#S$5;(%%BG0H%B"*7/25 A?5N:YCD*

\5%47#Z!S2(#!8/?_MSF2 M0$8R%'P:C7X\6$P$[!YM5;.V=ZT!$;_":,N>F09'MU) MF#9M01Q5AD%&N".I!JS:N[?9D%;.90#E'8O]4+X'#,F!88(*X388K9#!GW#-FY*

*M7*D'\@<615%BI%"-$[MV9A,_*QA'99#9Z$"[!3G&)?F:BVP>WG_E-&M7;P-/KK/%L<7E$.P$7"+MF<6 MN/ZE]5(QUI1>MP;ZT6|#F1WQC8.\I<,*

*{=87H(;07DHA^H<;VH#6K_6M6Q=D/[F5-CNL$R?@#4O+K/<@7C;GQ<#=V<76:F+ MSVAF&1+(QX5Z8)5A$9H+=^EOP 1^2]F&BW,=$'N"=)N0O9YTV*Q!8](F6]OJ M%RS=!SI:*

<;AL@R+2>?/Z-VIYW3#:D('=+G#=S/=U QC96V5;#[NHJ=0"">-!% ML/;!Z_"T=9M)J@PE#^X8WH,O!F&ZF'4%$IA@$C6NI:-*?^ML42[.1'SA*!/ MHIR?*

*6T*3$'L%WUW&UQ8#!VD7*^AD8D@XI4#0SD$SJPI#%5^,!U9XGLWT9-&== M+983DR.XU/4Z6J[>.IC>KI1>U0T#]<9^]5IC5.-$=AMXL4R&;>>TK/36;"K*

M:^,N%T8'7O=";2%:H4/1[=HJD[QTS;,)0V$3>6#H9)!MR8&X+":0HL["9B M&B6NJDSFE^C79:%5PQ(->|:5N$7A;7M=<(D#%BMG'G";ZNES4R/8Y=MO"_5*

*MU5<|CAQ59]6,5=4NUTV'H_8DFU%H!57O*MK-H(?;B&+("^U9?>RIDTJOBRYB MU->G,NXZUU&%?C=(IRG@DZ^^;=',UPS[=]62<C+N7=A.<+=#,VW3F 6%8. M"B8L^)X$D\#*

*[WM6#P=7$Q^OU[91[YGG4#)'?JZ-C>6'(W/H&C?X%SZ"?0]L MB2KD&:HN&+YNJKAB4#WL,Z#='SCB+3%'T#P8%!AX0.QZ"(A&L%Z%-=E\L@DV4M?1-F9K)4A*Z/!V\%R-*

*)\IV_95QW MV4S/@+0*2TD-1F>E,XQA5IL+DF+LO/Y35_5#,#-:S.J88//(E.JI179/UP6B MBB6S37'?UG6#,XP%EY-G/%WZ9Z)$"/H/@>MI=#UBC4E)Q4ZJ%<9*

ML:)>I6\RZQS7L_7WO)\4J85@2M&J@M##2A/4:IC[K\";Q<* QG$V!;>/O(B=**U],P>@*#169':IT"DN.CK2&I6 MW5'GT6)8'DY=XAH8G8[TVI9WF5<&[U M S*V?:GF[DJ9U%4#?*

MCOSI<:HSY$-E)MTO2^HV$X\8>(#:[:8>RFQ*;W;3/ MV4T"'^E?,$\]?U_!=*S*F3\5AOA8CA[HJ87EB-IV;9T9M50##Y:8!9) ^Z)(MNG:V]2=>YP]7',@:@?_[#'VA3_VVU%U1*PU(M\)R-*

*2C;%8X>$/=]C,=7U=-M[0->ILVN9LMV1:3&?CA36WH;<<;[.H]2^RU=)UW,M6Z3K+0?#>,J?!08W+++?6 MSF*YK/%"ZR%HX0^\IRN L@R%7/:LN'"X4+L8=*K]HC*+M\KK^KYN#?*

*MU;Q(V M%?^]J9G]K*XZ\W9DCP!_E%EGI6'G0.VQ&PXZ5]3:%JFPV7F"Y5-AT MT!3_[N(]M++I8+^.1T'49R_K8S)\;7"P_?7SIWOFI M-FKT'XMR%P]!?*SZ5H=!'IF@AUG*

*7M.Y(+$?*F\[GZXNTQ*@H7;2_!P/C-AWMB]KSQ>#Q M7:L!0W._"0QF/KUZ,P<7BZ&EDP%-$SV(4UAQ/;8I=IO>A*0.#%YKWMJ2KS(7H%2%UFY>B [&$.L21A*:*.$,@01]XSG25*

ML,Z/.QA3IM:']MWD:/X/N:[?7YJ%$!R"U"S1X"QT@K_NJ%'UA);"R\G+G0S_.4S4\5)ITB?Y0 MI7L#LI-A="T$.B2@JG6G%K/>N@=O$O$M,@K_^ANQ2L QR2GHL M$++>8?*

*10UYU""\K/3'E2W%!AJG%4G>\ A5Q[8V>FW:SVQ-Y,4Q\X_0EM>)CV M(2K%C*4K48YKH[=$I=LNZ/4!&G6 $Y8:*;I^K'/Q56$L!K)W-3Y[C! 8>K*

M!D5Y7'[HZD$9]X@IR+C[P=./0%6\OE46R+B9A&MWT81"9"_+%1PV:S[AE MUA 6=MGQQ+O^'T'S81Y0^.TW72B-A[LN:T [+/H0FF1VF3XJCQKT>55_;KU> MJJG'#NT+WZC)I-*

*EO:/7!O^B?-.HO9/"M4'W$ \J,_#+!fM_2PO6*B;K68IB;6 M+NTTMN4IVA&(+A<3N=$?G.H"A^%0':PX+ MV8=?:08TY96'*

H'=LW$L7>V_/EH.>R5+4VS5&-$P'3[@6?T;3)6'P>6C.CT M?CG4=,X[B\G0NWS%):RL&?]263+2\)%&'EXRZXG2:B9 @ .BYN'&#&/?^&+-|\ M9;,8;V]+

[C8'A%TJ0G>>O]RW]%.Z6E:&K4K!;UAG';80 MT# +G4,#R@7U)O ->VLT&$@V6DUM T$^3,@TW=?-KA7G"*

*U MV,+0CUP9:]Z"R Z#"&]TGV=HP/P|_ Z+]7J9Y-W D;Y9(,#W'WVKOZL&K'54 MTS&H[5K_=3^O*KQ:HY1#5'"%^+PMS=(RI%M9D:^B?6&D/08LO-NDF^L_E2\R]*

MR\9EY;A!1(M:53HNYUG$QTR_T"%KOC0€QN^9@BZTWC&RRX@*

*MUS/GC=D%=D&IN+)N]-5ZQ%!)VN2CP0:*F2WK9:57PG!/1[,R[V>E7%SD3V6)DFC<*8TFLE.ZPE/Z"_OG_B[|/C[VM MWWN@T//T>Y=^KLIJO+\TKH,DOVH#RS>C*

XL/NL#B]^UD_,UY^CHXO? M7R^#2=\[,M6ACYW/=8;\VN_:HR[.IKX,P?1;G(ME#I?>PKJY&!\1PV9LG+@Z M;M7<=CVCPG_,S"Y;-*

MB>@RB_J\=CJ=$'SD4M(;=7Z^SS8;#\)6S\&5N_V6>64T@;/S,.V10K61H_:!STAIX M6F^+-4(H%)LA2;&EH7=8W^AMWX@=#W!LB[&=4QA@B4R1EC/1 M%,KL1:/3LVK5'S^%G;?

*(3,-(?>+,)YQDB+,&M+Y,.)IFPH*RQ66 Y,6*)D>[V?*RQ6 M6 Y86%CL1G1[YVW66JRT'+"TT,@-O>T%[UMIL=)RR-)"7>I9&__IP]?NZ8'<.M?1?CEQK[TO1=(QZ)LIB$(6O))=H%-*

*(IX1BYX^:/8V$[WL!3PQ*7A]E)TKIVT M_4(F*SU6>FX\"8]<|F@6HY4>*SV'+#TTIFX2V+W'2H^5GKM+3Q(EKO=H!96 M>]ST'++TA"B1LGV@ABM]%CI.1[H82]OF?-*

*KN&^T^;7FEHML7M25\X^Z7$QM)Y>+# ME1F[A@="FUW# ;?-KN'^TV;7S0F9B[L6R0V=BY@;AD=6>MPU9GLI/-&K(XOSP_GV6 M6W?148 *]5POMJ;V@5-VZ%P=VJ0^;LD-*

*U MV,+0CUP9:]Z"R Z#"&]TGV=HP/P|_ Z+]7J9Y-W D;Y9(,#W'WVKOZL&K'54 MTS&H[5K_=3^O*KQ:HY1#5'"%^+PMS=(RI%M9D:^B?6&D/08LO-NDF^L_E2\R]*

MR\9EY;A!1(M:53HNYUG$QTR_T"%KOC0€QN^9@BZTWC&RRX@*

*MUS/GC=D%=D&IN+)N]-5ZQ%!)VN2CP0:*F2WK9:57PG!/1[,R[V>E7%SD3V6)DFC<*8TFLE.ZPE/Z"_OG_B[|/C[VM MWWN@T//T>Y=^KLIJO+\TKH,DOVH#RS>C*

XL/NL#B]^UD_,UY^CHXO? M7R^#2=\[,M6ACYW/=8;\VN_:HR[.IKX,P?1;G(ME#I?>PKJY&!\1PV9LG+@Z M;M7<=CVCPG_,S"Y;-*

MB>@RB_J\=CJ=$'SD4M(;=7Z^SS8;#\)6S\&5N_V6>64T@;/S,.V10K61H_:!STAIX M6F^+-4(H%)LA2;&EH7=8W^AMWX@=#W!LB[&=4QA@B4R1EC/1 M%,KL1:/3LVK5'S^%G;?

*(3,-(?>+,)YQDB+,&M+Y,.)IFPH*RQ66 Y,6*)D>[V?*RQ6 M6 Y86%CL1G1[YVW66JRT'+"TT,@-O>T%[UMIL=)RR-)"7>I9&__IP]?NZ8'<.M?1?CEQK[TO1=(QZ)LIB$(6O))=H%-*

*(IX1BYX^:/8V$[WL!3PQ*7A]E)TKIVT M_4(F*SU6>FX\"8]<|F@6HY4>*SV'+#TTIFX2V+W'2H^5GKM+3Q(EKO=H!96 M>]ST'++TA"B1LGV@ABM]%CI.1[H82]OF?-*

*KN&^T^;7FEHML7M25\X^Z7$QM)Y>+# ME1F[A@="FUW# ;?-KN'^TV;7S0F9B[L6R0V=BY@;AD=6>MPU9GLI/-&K(XOSP_GV6 M6W?148 *]5POMJ;V@5-VZ%P=VJ0^;LD-*

G8AJf$;=[MW@ZT5XO]>%2=NA,G%#+P@=.V:&S M,&=`Y]>W_3$>UA|CMBPZ<.::+3[#J%;6_W,4QV M$.V!4W;H/.R3B6WYMM%$3^8KZCL,6!_1D:!)-+"%K0^%#I^S063BPP7""3MFALS {ME@XVV#@41IH,6/_/D0!&$M@LAD.GI-!Y M,/,;=<{/LH.G8>9]6(>/&6'SL-Q9'6)0Z?LT'DX#&VIHY]%3=N@\S+S)D?7'-M>+K6 N.('HI.;3<+>H(/9L44&V.I>MSF7?\+!HLVNX_[39-=Q_VNP;[C]M=@WW MFC;,BF!+K0A> U'B1#F?1.F<3TV1P7|5X_R]*FP+@H.FS:fA_M-FUW# ,;-K MN/^TV37/&D7FNP>2T@FWB9@|29GEYKN'!D^(PL#V1?1*+#/?'9KC">;U:'>2 M,1O-|U$T?%MW9R2,LO.|T#FT*+S3EfFf?D^%XG2F5O.S M\?>2,LO,|U S/.M@LM%+C^-@PI8'-GKI*&%L8EO[9>=I,QR|YVYF8839G6^ MG:3,#,>8R9[M>$K9D87BV>BEIW(NF?H9VKM4JWUF,HLK=S=@_ FS9>EWDC++S7?FYB"RJ7$[M2IGEYKMS\R2RS]6=I,PR\]T5+#3KAUN^_DY19;KX[-(>3Q)[)B1EEIOOS,U\ M\$AR9#6@CEY[%N>3\4%19N9!%=>+ [)4P<"QA-IW6LIA?.%(UQ9F8%V>]M4%. MQP5!H!XR>_;XDY19;KZ[>AA/HB;/4?>%,LO-|SA[Y#:S>2EM[%>"?T5:*OWG.,JQJX=/M___AI_M3P@?;T["V'N2##'_6K3S(K^XQU*N#>C:.$5PQ.U\.E5-4>=U.Q:RH*R=597WN MS)KZK)#P !B.J$1YT1:M4^?. '*[.3D5U@C0X,0RXR/:ZS MNEP@13_ =?/3>M'"[^V/0[NAIY\X9\11R#B:A?HAI'4C5./?6E0GR+OX*RG% M1;V8PX. ^*?G*/)1ZWL3[_E5W PR]%+-6O6S53#1BKCKGYLA1>E:T15[4Q?SB M97_U)1Y0\W_G%#&OG_UXB]?7$"O^2V>A#RZY[WVN?OPW&O\|/"=W?'7"!MK# M&[+M0Q.)U48@\0V-0#HY[/[#/,:=LQ;_O=$JO/-\&F;U_)V84KXY%6?3UMQM)ST8$[ZA[8/+2M95G]XQEK(/M16DYR7*2W=XL)^T()GMS;*2W=YVQP2^3Q+\OMG VV2Z/[K3H)?-KN&^T^;78I/E.?XL;C1(MWET$,;;7KW MV.G(I,;YU6Y29MGYSNQ.O()=9G-S#ITR@Z=B6.7VSI6A6TI9H3-QXD:^,2UXX)0=.A.'UM(^<,H.G8.1 M|{XM&M|V)0= 1M[MCZ4"6^FQTG/0A-3-PIVEQ-JI<<=*S,=3|S=.,{ZM\%CAL<)S9^%A'D@/?2QO MC)4>*ST'+3TQFCU6<;MK"|`&GO75E94?UP%R@VHD3A9G3E:*MOWKBYDX4;2[MI>KO@7'ASSWU?I&9-$HW8 3FTTNIM4K6;2S4ER\Q%|? S824174R\FH79CB= M0]A\T?4W[=^B;R6JDL!"WY!$[) YL-2WQ^:,AQ58?]B*K&5"P61W_\65.1W< MZ7IAC(]%?.FR)S7?>_@__5?,:/LU= T]^F7_M-F M+^&BRD#{6] DO7!8,/&=]S_5:B:Q+7%23{+NX\0Q39+-QH<7'>U%/=-]DN2CU"\V2VU;-X9_LWPL 6NGHYL;*^9^%;$#N M/]3- _1YC3^VA7|8 %_3,;]KUERK1 -#>"":|%2OP<1Y#?B 5XJRO'#Q68T9 M,/&869C4[*MSKLJR=1U8&GC1O% .'O(A MV7CK'V+]?*KQ$B<7F>Y,W% ^:U=.IJC{6!@6$#UZ=PGOZPG.X4% ZK\-W3B# MR$EZXMOEU+H)1ZIN?>#F.|!+UQ';KHX<'-I&UU5' M8+\2HT'!4\JB4NWZ3)XK^"E7#2Z2F,$-WX !Y@K&P"?QY0O?J'91S@%V>Q8H M&JG'#DQ3GU=SG%U8_SHKJ,2?%S !.|>_?2+O'-E<$(E3WW7/_G1;P\)\I-P!))Q=">0I".Y!+Y\")*$YODX@'_[=ND'- SA M;048>,4#IX4D>=&<&T\IVP6D6,2WK7+Z<2X-B_"HYO# >!PL$B>3(49A/^;"\&\ M!10"@X71D4+A1ZU3X-2__3935;L2|V(WCTMF[`0OUO(GW?7\#T%**_M6:M>M@J0&7"X9T;M"#7/;?K$>?*P/MNWCM]Y$)K"M+&_OD{(-+BU_/9B_KC3F+7?=X6S-;@&V MF_&CB2AZ=*PT6D;::B/=6_%,I)E) {M(EI$L(NT4(]F4U/M&!OY^N>]TK{LD MV/8K=V8#&D2N3VV1XYVDS/+SW?G9HRX-;??"G:3,\O/= _@3YO(M)H]9?K;\ M_+R9Q,P-V;;2N?;"GQ^]D/? 162E|E.0^\Y%%CWN@QX3;ED/{29GEYGO8WI-X M>X7D+3=:;GYE;//;K$'+OE!FN?D^Y.P=&3=?FQ[_IX#$>Q>R(-M1;#Y#3'.-:|;W MWW8J=H?BGK28\?1>$$^K <,JBKEP'GA@$WV/V0M%>E877J%+G.,WKJW(F=.+" M=]R;>/V3\5F+ILNZ \HJ4PW"Y$G=,3'OZNQDX7Q'PTDR?JDA)[89J-I'CNO MFZ\UH.LPE9=2-^1O9? 5T)IKEEZV8*G0:%+4>K,YNLSE)VTEHM9)_!\EO85+O M*?>4CL13"W]H??^@C/\'9Z%G7(A-/+PM"@9L$C\&"H[3CQ'WO F_%/>N'%R7 M2WMS]C(\9#-;^;)4Y14@7]= [*T";MTS%OX!9->GK=|,+Y_KBE01;?1= ^^ZMH M (:<3T3UM74"+^^2E_R=/\&74C5* #R%]V4XU8TJINFB:=442\28O.$, M5'[AE[9/("[4"C-A?C PV[QN4//O%ZZN6KO#W //RMX(>9?:T"#3Z4R@@++ M_WH"\E/\1_]FTV"O2X.5*[,H5V91C&;1Y,4^;YZK36FU*:W[]V";SV13#FU* MZX['@EO^LBFM-]5UCI8 F_=C$\@L(ID$,LM(:\U(%I$L(UE$V@5%TZ.T7CNG M/]_2#[K/83TVE.O.,,&"Q/42&S:^DY19?KYI.&*8N%&RO4; EI\M/S\G/_,(MN]$6FXM:?K;\_)S\[-/(5OL6+@7_&R#QW>'XIT) {I"\X_=Z]6WMV.U&E_[R,.E_=M[C;I>XV(!EMTM%E3I-BC(ZW/U""7IAB-R&M-_9#2B[_R) M[_6IW7H,U/_>Q=K]&&*' 4IPW65]8N"GF=)Q>3;DS@9UIY!$/B3:.X@FX:I M>GV:!P;L=]{I1D&M&+5L3R*Z*D(<1*B+3%XQ+IL(UF7O*U;N'UU]94?ZP>L0T MOD(TXWB*AW>PT^[_=;!NV\)7ECH@H8<>#@U!Z4*C1T=-Z+M;# M8#VAM:%IE I+F"O3VMQ<;,8QG]UD=+KRX,] [ZN)KLYOV967S?GULS2#?N)AM/2^V0X:VDX'[)> MIFYV>R=JO3X#J7@0."&/LN0 IKY&?DF55(M--\[;/.:\)O:),]IM:I37Z!=3 MERIJ9+;T.0(URCN>#A/$7]0HCQKEU<@$4#5A'Z3IA>O&7$0T=UV_Y^!TH,3$34[*M+4>G8 XSID1.V_-SJ.I;HG MEFE.EYD1.V_-SG9/ZUK4K^(H9T;LO#4[=TS-H,X5=`A[.VIY*I)HBG'U+[P M&G,BW&C"7Y&G;-%?-7^<>5ONZM#,+5?\F)FJ^.;_I_L| MS6C7&NL18Q-C+!VN|QX1+Y\N@1+Y(=@GYI'3[LICF>4C\M(5FVN/)G M\BWV7=:W%0G>'Y^QL_]7E"NRVGK4W.3,UJUQKK4?B.^'H97W,38R]!/YU*//Q6&=&[/R(_4-;,ZQ3W3^D'9?"\LW[_V1^.F,3GHXC MC_DAUK 2K@WY,R>M3SIVM\XK3K:1>++F2@M V:NV:$S<3-Y>.BV8;Y+<M.S[:T3W5D$>SIDA\/7]RRQZKY,";)[M@)KSGSJYV!\6G9 M\5!\GKWL5%K'5]O5EB-5DB1R?=&>]M9/Q^(5{!M/&=X0RV-LT1"XR5&M3),D MF\#=V)(8. [;"AQYN:KMM;I>GK=;>2;PI*E<WA*5=MF/IX -XU5#7K(4#M=^?M/%_[`<_7?BI/UZ4YVL7+.IS+ZJ;2N"M]A0VJ2MO0?FK;?7&10P$&'BY_W. MC4'%0(#6#]PX3K0F%T!/C#Q* (XFX]US=*QC;[CQ^S&"3(QD"@315_!Q/#8 MOY%=W7'4L>.*[^0|Q5\;O3EKP<2GX&(:2&('$=B%1+|WSVZEYPOF.'XW %UP6)SX+H@2?WDX:ES4)8X@!>]Y*G5!XZ2G,<0 M5:U;!J<$+ MW"'\)$I "L$B'(;.KO KY58#Q]8.D0 J&,'2E%C<4+PS/VI&$"%3C=1D.$B M@=:A&V?68O>,NGPQYC+)]"Y2+"-9-55?M2ED#H#=^S \S07L?\"W<%H)*42KB M#$GQB@T=) N20#?S-14@5C C7_"W5/4[XE8L,@/A+2&#BP<8,-K)[D>1>)80 M1, E^QG=BLU-6CGNCV&2QID8^.&4C[XPAGDW"-YZ?3 -G=HY7WTP=SP,NKO31\N6 U-;P_$%I MH?PKXM$6B,,872'D\16Z$5#KKM|Y:>UL:6MBS6__;5OW%6UF7&NE@8 MN5ONC&"PYTYPZ\P2U3F\N)Q+@'B*W"=-#W\Y")7S\)W# #E,?GWQ%Q%V^QF-M?BI) (>Q23@*5+"?:A3%>CB5-7DN6XUVUPBSJTR&'YC)\#:/9%@(|\P0;#T^_MT&-4X"KPAE]E:*B$C?E 3U)N_K#,?/O*D#7=*_+WB M,]>AP&<*.%WB7..96-#>]FP16$8&8QT<\%A2 AP/? &?J!G\ZD(40 /W !)8[8T-@]W3NUOL '3,2CS"V_";&\?_%R,FNPWZ ZO)\]^\ M_P+_N!)>%1*P:C] 7,RFMT[LP<=NX%=\O_*T'QH#;2301L)1F.J'-Q(HG+\1 M$>7YS*]E+[*/ZJ1FG6V @L5Y%'#$7O;GH+^$MS\)<75Y5>>;)L2WS*/"L@T)R M\,TV%\>.\1-Z?N}F"=MS%OC%-UK1XQ,]'2- 7$F&'L%?QT-(^ I-#=^FDK$X#[!FP4R/\>-;CB,5YK1 MP!?F!%QT\%?0?3 XW;F..5=O/O-A<&#'(O@J)14]0$PA^\Z8AX*ST=Y^!2N MPA_%// #RL\?9HD?\D2^=G[28,M2'ON. (-JRB)LD,5S;Q+Q90RS F7D-1[+ MS8PS_^;5XOCF"%E2W1E&65I0$N[+P?E+@2\ [C4&0X4;)VF;CIT4[HS!36D9 M=54QXL0!8Q7P&QX44>Q,)@2M%CL9&@Y\6*4B-1/N(U=? ML+)\B1, 04)!9A%DOA=1UO*%A@6:#S6+3\X4Y90XB.WI0D:JBPF2G."9+$\E MM0(&%+!\+1LJ9=3MT/H:&OQMX-79TR<"59,^&\U3?RR>!BGQ GS5HDDG23[49F$"UC!\>1L\R$> M,+:KB"(&O?"9;M&!:WG1K0C#+LDC06=XBO5$:?A_;G5*>Z+EG;Y2E 5P"\3 M7V3U"W^P/$PHS*FT&#&G>&F]ZMB:TPXTO/[8]I*8HG)W_(@$#ONTO). M4-PO-^);,I$"'7>@CC.G -D*#5B_8@9/3\8L@!\3N#UW,V76%MSJ^H'O5++\/.$3QT\ M9I SC*AL+-_]0K&G"X@E:4%SO/GWRQI%B(-E]WW!V"?I4^YY ,CH6L&&"?I ML0^?ZHL?. /3GV!=P'(?]]?!.,I/IU5O>TUW0. /GCEUO?VBX?G600\\OC4 M-&4B<97E:F+)]=0IG\4P:9UU(D8B12",1(Y%&.BI&HI:SCVWU M=6\]KOE-OZC56X48AJE9_5IW>J.6G,3.)3M;6K=7Z\;KQ.I$S@4QSHQV6YO; M_>8O.^&.T^)LHVUIMG5BFGH-^7!@A]-Z6:LR'>^$8_I;QO+]Y3?7'[@3R0 M8W%KBIJ1?+ZQVGPV:DJE4Y?&_1-6NMFSZSQ7&QK78NXN.$S:SH7#P9:WSPQ M?'=Z,VLZ%_@]09KD_E/8[&:.[.FLW&G MU]%ZMDV+W>R9-9V-+:.G&<;)[2G2;LQS>3 7BT7B=L9HZT^NU8(5'ZEWMC]W M5U/-U-9Z.TS9V>3T7]TYAJ3EE*7%-+5>MTW20M)"TK)>6NR>UK5VY[N1M)"T M-%A:.J9F]'87L&N,M.Q|(ZRQ%1+N-3TZ@:;##R4:8[+9FMFN=D4>!4F)CT^Y3 MO+_Y,VLZ&]OM@=8E;=STF36?C;N:-=A=O*L6BTW;5L_EG_S8K#/*^A82.*E6 M1^_V\]5_[%6D+2G3U7MPT51+N-3TZ@=:##HH.52^47LX3ABW,$[7*%,%9#T(]#@W'6RA%<0 M*0 &X=)08>MGA;BU?..8>$!PG?T8^XG2]F(;.0?&<<<4M2]HR"[(K2A_ZZ=C M>&XA|Q!3G"'(%T^*NT87XU357:.7^(D7Z55*F@/:".;J4/$3 MI?E6)AD-H\|;C/\ ^1B(^^6 "Q0((7;_WG>> ,QSGZ;O=SQ2MA#W+5:I>E@& ME9?URP.!\<,MW--F_Q50]S0&, 4@7*T-"G%0+E_,I68"2XV^(1=@O.(KYM[+ M,(KCZ!8D) '1 .D0|!P%A,.N 0]!E_#!S1'Y1?_,)G23XA?A MS'K2(|(*^*;N:K*40<+C&|_E&DO&4B]-819C)!>L^#HY=/_UHG@;X1P8W#,-`MJEN CHX1@VG@*%6>%T@X9(0-I9VQF+'?#E$%NB^N>>^!ZZ/*'AX(.T!4?M>@3Q^/H.TVB.(_LH6Y"-"B^CKX6!QI=*%B!_#HV-\%_X_O_T>ZZU:.M+G"X1V# (04X3$!^=_0UP913C|B7&C<&Z"@2 X^<8& <3/8*+./IJN $MG_@$ M8-L,!)F!V1(>^B M8)M1VC8>T=P|Y$&|XK4@8'_DT$C0,Y?L808V/)56.YG" MD0(^$PB /9]ZJ$D X9(E/L Y/X305,42M">J'B[5]AH((I4+9$/N@* 1H8R M>>W(Y|_\]@D>]1 %O@G*(QO)P-OW+.#ZPB;& ;WNJ7/- M6V'D\)?PU+ ^;\+N&:>; P(A1R#M/()N&;.?]U(:&@K=N^'*'0Y<_+/7Y0$W? M#*,]G#6\X;S(*[C;=YV%F?+R_(MDV7,Y&_ ^P[@X\2 61J;V.R,8[+D3W#]S MY,V+U\42+F1T"(K-P5?[]<5?1#K*SVCT4U$C.<@"_!!P M"13\)1I%L1Y.94U6ZG%3- {N!W>GQ;GY,_Y!NW19A/670WU>@.BGAQ>#0* H^ M :8 &3&'1G'52'1O+/#W(P4P25N6A%>;G@KCI?(QME"5C(Y-7YX6;_Z%[+ MJ>>L)4'%4Z61GG&6 X#51-H#[RI%>!.$-@(_XYI;XK0G|[^)7\ YA(XTX2?M)WSJH,,UGV$FWOUB\5S5#5!U"'#L>?[\L@-3XG.]GFZ:ORAEN^2Z[<-U$W1N-MKUJ9O+_1B^@HV&-307_7KW3FQ>C+@OS\}VKA9'7? WZYVL_85!EZ)-065U#Z[5K MW7V"3KX_G\;ZXGXR\5T1#/M-H)W?-!;_Wf3#9CEH]S9^@^\SO?C2C20Y&>3:OC&SL,/%.@AP(]3PKTG);1.U5\ M8Pf;6K_>C7T)X1P*X5Q>7A&\ (7B582Y03[.-rFA"^.:P(9^G%*)T\?$@=I] MS;)VUS&>2IQ2B5.24/7B)4X7\UKQZ&SB)ZDZ?7_GT(<-.F<;VWEE=N6GGI&+M+HI<7UP7AXNQ/DB1<2|RSOS)-(YN5,&B- !)G7T;R#"%^X-8/1!|<40I. M2NOLF6UK4.KK2FR[R0I:HP?+?8GBAE3LBXI|K1S5O=//!^*KSG,0!?5G[%.L> MX!G$+(Z1;P-4[^)@XGQOEVI5D60LZDP.02MRK&TLCC#F)2[8*(XFE: M3X3B!5T*UV2Y/7C--$)N]$6M'#'&^<.N_XY >S-0DQ*08)U:418V8%F3CRG MJ+$! MSG[(.K4@NTCX.01K#/.J"ZXX*6CGJ.IK"ZH/UQV$11.F4#5/$V!4/_DS86=< MOJ8UK'PAW%!EI2(L5'"KP55JE53JEXG!P&P%>I(5RUQ9ZJTLGR%+; AS%MV& MMTY!FX. !N02+,@. .NKZ4P'I0%#@ MA07$DKI.GIQ;2+%85B4%HK1:46D%U)\KJZL)"L-S,3)27OUWL41=,4[AP?-Y MR4HP>#1Z_EL3X%M5F583RB?*4'_XCBJ/GN29$A[9.%]J9B$@SH4M47Q=S36 MZD95W :F*2M@!.J42\8#@JFS^M/S0N-]>B5I4AL3RYX*3E/+_: {W^IG.ZYP M< 1EZ[9#,L"U5VGD_LF^EXO[39D.!;Z.]>3!X;@)*_^\C5#M@ YY)V0D L#M M9"!\L:P5"0-"2E;$1##"(?OLP&[@M&5M:8480&5,A>?H2>F5W13NV>8PPA0] M866GD?:!3WI4E&V6WB(>*E|!6B\=Y\]-WHLPPB+6E|%XNOB4)STCU^V3'+TN8K MBK:A*L-"6]@?HUMNK9G&K.!!VEM8.-'(5GL.H4@1Q@2:GZ.LD581#&SOF@2P$A5_+ ML) 9ELDP? F'B[*Y>0(_?N3Y6!G/N!+A0UK1:X@_+E@F& F.ZS0!ON5B#+79P M?<6K\H_PB3P4%;@ KN*KE]>B_QC. ID2;_O7)DY=B!M*)#=1!H%Z":JH,5B MH<%RL? XHBHJ0(T$+LPH$A=^EFAD5IT<3$H@U6&.R8N*K*K,65&8591.ERI) MSAMM$|HJR>GXEJ#F7N49N%1_A[&_!H,+T<+=^4$DH;OI66[0LM7AF-^ESP$ MJL[EW$O6UTH^=D/66&?N>T4D$/(<_*.%)H5;D,)+A.3C?6D6_F <*N82W6:F M F6BI@OY=93*0\O(95!R%+,M#>@]@<%=V38Y18%7A,8F"F=C0+C]DHOR/EB M$J<2ZJ1DLL"Y524X86RJ.0"*1E"?2XVS2N[D]R4(0^%94AHPA\X9?+^$@$EY M%E9&0[W8Y_%.2"6<2I59VJQ"!CDQ61<;I(-&E M/^5%,!O4#UYVS),S>Z? *F>39_A8QE&Y^V07JU=W=/N69JJ.[!9"R1=EYD1/V_-ST9[MH/7M6IO"'1\MWBJ[I-$3.8*SPL)B)_-@19I.GY>C%7?#.0.99%[.2#;U5YG5OH%MS M*>H++#X<%A1Q?)"Z69WWD>3&C6TDNKWE^Z]XEL@Q#[48B=]!4A#E:H&_[L?`M+]N*0.]N5]AFKR*@3B:7/)@GS/TS@W%@^JR?B,;R2GA]G-E(*+))7]WS,K9!)FK#%__|>GRBKTKSV/K M#^4E I%M<[*W=7S2V6QSDZ/9.VX MJ7)R46T$CVJ!0NJ')&,/E-[@= &[*'[M9O=+/BU9XO)-D$S=CI{[7->MX?]R\M^FA)&%?=[/:PZH*E=_: {=N;.@#[\7G%24YRGDP>VY6$[G.\5#WVP M2FC3Q6'I*WP8 T*2AS*+R@5HOFBF:>K=$O2CV@*3-.(QCKD>)R|[QX4/-9H\.?@&#_-T)A1P8 MOK#:2)Q=/ V)E/XNSH=C/Z(K+@!S&UU2H^8'TY6Q2^J9VPU-M51ND%/0YF45/QNKW*G&+7.S%6>+\T#2.0U2;P$."69@]%BN2+(XC9B/3X42 MY&WM\OCY(:VA5?H*?#U5&Z,8_M.U"U6FV/R (>H.)C'$TGF3.3Q'P:*EM!N M@00+>845@;S6-T_L3S_+BSNE2H (VUE;BLP6E*U_ .'?0NZ81NR(CF1BNP, MA07$DKI.GIQ:

[M+9NH41SFDDJ^Z;>?>.4NH5WGM!EX%.$FR4\ MKM8.K(2ESY^N2FH>[FKRW&@-ZS\W6L/ZSXW6L/YSHS6L_]OH#>L_-UK#6L]M-M[ZVAJE+XHV/[(E93;@1[ZF^N/U 1M2Q>'ZBC&V1T%_G-G/47'#KQ5\XB%?' M5:=FF<3/Q.]UF!GQ,_$S\?-)\[-IVAIH\5,=5)WXF?B;]7(>9$3]OS<^&9MIM MTM#':C/BZ$=P==W@IACQYDP%#]I.'Z;UU0]+28[59W2[6H#8^T)K]-8Z^,.MK.E<;%@]K6NO/19T&HO=W)D1&Y_08C=W9HUG8[.MV9VU9^M.8[&;.[/&L['1 MT?H=PL8-GUGCV;C7T;KM 2UVLV?6=#;NV:9FK]_\T*S%WGDJZ",CG<@6T6'Y^JTK(-K4..4--G MUG0N[(@* I)_8IN/IS:SI7$YW32.K_2).BX5.55V8VF! \:"& MSZSI3&S3<$FSZSI3-S1!GW:7VKXS)K/Q#V;F+CA,VL^$W<-.O;1\)DUGXGM M/M5P:/C,FL[$9@^XV#BMM:;TS,=RRP?1]I,+4.8Q'7LWZ=C[::@K2^N89'0; M/K.F<[$QT&R3_)^&SZSI7$SI''CV-&5)%/@>RP=.;"]9Z)!>LGWWM M%4#))_;(6VKWBQ#XD+B0N)"XD+B0N)"XD+B0N)"XD+B0N)2!Y8A<2%Q M(7$A<2%Q(7%YSCC]EDG08L1^Z,% Y!L?&;A7E,!9R_=47]Q^\TP$?@(+_HA2 M\V#X]]AQTPS^?*39TYW=94_/BXFIFR@G7I0- WY(S3I/V56$>+DW%;N<$+57 MLF:WH]GMW75.?)!HI5*S)#TD/>NDIV-K_>Z I(>DAZ1G:^DQ.]6M4AZ2'I(M>K:7'LMN:U9[=Q6>2'I(>DY'>@QCH'7LW9U#)>DAZ3DAZ=$ZYD S!KMK$D#R M0_)S.O)C:KM:(/N[HZ0-TA^\NT-^*\#PQ=_+$8]=3S/#Z_SSQLP\EU-9.7^ M4'ZGX(+SGJ5;EO5+===[_SI+4'\T6[(XNR)^/?=7X-J4<$LCS;Y@;,.$GRZPOX MZ*05^$G;X@''TPCBPU;>O\@'YOG)-'!FYZ. W\W32\TD_Y[XHY6D3IR^$5-M MX$)+$3UX F[Y>S6#P*6I7X MWV"C*&8NJ S'#]D[S>W#NA+N MN\5%UWL!3?A1JS(OA,>PA&V?BS8[K@LC! M.X.9QB)QA.;?$0R*1;$'U=*XQX8SEB5RHD/.AO!?^!&G M"@_X,+TH_A/'*F; ($Y#CL1-5%HU8DKEC&2)GHA0;#.ZM\D2,/4&?3 MZ)?]7,=$SN P!-A ME((A% $(HBQF8 _]B;"B@>\,I39#OO=0=]A>}FDBLTY@R/IZ;)@$5D/2CD6OZ M:4#1G" [CS8]!OO73,7.8Z\3Q#!7!C1-DP@R_Q >;?:W/)@@ZX(V,>-W?LY S MJZTQLVUV=/8!1H5X7S&Z\(P)W($,;IV!'9 E0M2E$\%QIJ! FUGG!0QK!N M[*/&/(@)G,D-GF%1FMM_(0C,^O/0J!5) (I*(2SMB7"(2P7_QU?9[/$Q=2WHDO M/O=3D 9WY=)>-Q+V7>>^K&T5U]+2*7O?9P/)>J9QAMV42P5 KKT 3:LK!.L M?!+!2B _"G9!%EW$G!7DN"%7K'G+,GC$L(Z122XKW,I\RV$4>(OC\T]?N.QX&MLA561 M\MTQW-]QKE9"]U2UAG!X{'@@3BY %D WE=$/H]!#?(/S!2E\;>BV\-A08*'5D#W_OU_6?V-I(C^L[_DRGSDN2;?:1:Y4:2X JK(C 04XXF4U#RN/Q"]0-X ME,)8<77%QY)L.I5 UXWC');E%^6U'*C+/!@F6Z .@PQ2XS[V/%N@+!*<|=$(MWXF#@-499@D@K@15>P% -/QP%BBL,A_7&!7JW<7OIV+5KIYB#GK(*)R;*Y)W M?)@NZ-[GUQF"@T99+((\2IAGF6CI'R',#2+7M,;'*VUX[(L@/[MP00:$_6;O M%6[?(/'\V<;)5JU1U8RCLV4=IQE_VNQ_ #=5J9Z&G(<-1GX]"UA#N/2LG- MU]$!US'WOQ(VBI,D\'%N@R<+S> /WAHP=!)*L6NPA##@^Q^Y\(=)*T1%(]-MY^2H5^BGSTIH7 NU)+10ITW"W1%++,P%_A<:!-T]2WRA#$MM=IEK/W"/]U)? M?BWU9:[7EK'EMPBTCP#R\'C!H_KA5-$4455EO:X0>H"7 M1&KD6-3(ERCDIVSL"F[]*!$W,>M1,VO5EB7Y^H [!:90N4Q>%JO(:/M/!N:* MQ[*X8$W\R -7Q8,[YKQ'B?7%"PJ,#_8S2YY7*&3V O,]&23 ;?V$P:-C)<[> MX5^'',_*6F?'(3\""%@Z^V=EN,(;_U,-^8B$!X?V3E$/?#-V,01OF'UVXC|Q ML.DG? YZT<&%HN%7/@=2@6P\'WL'(A[#EH5GBX0;-B"]?`MX$%DO"6=3MG8?HM]EXOU9*7' "8WWT,\@/QU\Y/A1R"!?\BH(;<(@_C>^!R M^3=2.OPP2>;.!GZ HZ.:\XXK-_TH,.RJHBTQV;U!#1<@JN03@8QE=S>YWV.>W MPT"%"L4NG=I5,VVM;!GL\^>W:897J[ML8#$70[!RLRT$+]\.NMSCRX^3B_TW MRI('9,:RXRV5=731GK:A8A]E!*T<]\?*3 _GV9;*6.RF ;8*$GXK]*L(?X,'M_\\"=N6J^0=P[!R-$PHY5ZN)8-OQ;(KY5]*WAY^146YPE3%L.K?L%0;?E.JC M3$$0*E>]8 M80SW)8"=B=E'60(/)*._CR? T(.F^]*B&DZ51GG>*PP#RH.W VUN!,P,##&^:^ MX]X,>97!0&__DM\/4PF<;<+/$QSU"MN/DU5O/K%8IF0%&@"J0[,\>7U/]0 M.1)MO6.8Q[OY\'K%## <8#UP;ZP.BWRW\>NO>QU^@;^_[& Y5F^ML7FEDJ;O>Y M[V@*PF]9K>C!\R! '[SRZPOSQ6/FV;_)-!L\M6(%#6/-$FY5FRL?]AXI4YZ1 M>:K_L;+_@;+27Y25_@V1L]+L"(* [MAO#X>EW'0,@=.1GI6M*UI&L75M F5:NX MY\O#]HW'^\"%P1]T8LOA)OQ)CI92QWG%B+#+Y(E8B723,1.Q\1.DFH_>IC2EUM15.94^-/X.X-KRN ML;NN =?D.>H/5; [NF)GEJ7U[=U5%3O:52?&/C'&-NR>9AI&\Y>=:,/O4.-NT M-,O>717\HUUVXNS3XNQ!&S1VK?GZF6K_$CO7@9T-LZ.U>[5&(%2+EVKQU]K: M7@U]\7X[!#F*C8Y*;%#]=@I#: (61Q_!O9BCN5$]EO2$\,Y!-PC=SO+N@ M#4!F?4DU%4&.#MP=!,@Y2(;%WN!!X J[0_KM]*\FGQ9^?=DC$ZL!W/F5&<>E MDH6%D6%59P2#/?'>'6V>6$] S[ZAKE"R HT069<%1" MR7R+(Y=[>,CV &?TCX(LV5G!=90Y@L&>=LV*WT7A)%DS#[7'H)3Y8[$F5EQ M<-=!C.Y/G?R$+)KKTC)KXN](@34.)\U"EFO'P:S0:@8F-Q=O*ZV5QN?RZ./G. MT83+,H?CO'X=O 3+UN7?+(^^,[?*5M."K=@9GJ_G\ EY)OY[%L"/AN6T#/N, MOQ)W&[:G_I85\=8 M!G'BIROFR7QL28!M!KBGR8%A40(-GH@X-D9 !GAAWA> EE3/EQ?Q+7M+9 M6P? K1@"11+,&)3.B1\5.A:!\X59V;%M3=4.A$>9!8!?6JSY52_@1070H2\DA MI1AJCT]%.:DS8+G)(JZ)0?P.8F$?$*Y.I7ZOJ-G<*<.D5/X?6+DQ*!<0TT35 M2/TJBGB" [(2BO\IU+)MDB!*VKA+G2IU5$).Y=\$S4@TAESAY&YI0UF$MV;<4 MWCAG'Z6H7+++=7F2EY81 A&JI%,U2_.XBV^X>/*%Y]^5)7_*ZEH(NS>D& A M'51R<_;7>X5J6IE? _,OHOI]^7QYK=56LO$8.Z$]'*#]\T7EBM0Q@/)XE"\&)F M+/#_1:6;1OOWSQ<_/G[],HJLCWQT!/O*+3)QRE#'7(49XTG/H@ZM:ANP@& M&/\K, GHC D,989NF1]B17^)*;!3P;5R:-Z9E@*%N+^8+Z8/?A*Z,Y%|05| M'1A66&V@Y\'?_22-91VN"M-4&BODVP7*;Q4=|QQXFPO?281NRS^&M^P.P1$GB M^;[\"/P -'/<],1W5SR9W1V$6#-16MY3Y2E ".Y@CV)*.@IVB"X3H@-8(8X M2HI0S\NBY?T(9G,T*TI85S9'ACSP^0W'3C+A_2]HC/NJNCRH9-_+! 02]10E M-++V^1K<3'=/;15T%$>:],*I*TB^.L1*>0:N&S.:,F%$Z/N&X)./G)LHE@9# MD6'3_@7+OI=W+A#,/!4\+7HQY/$(5P([?Y)';N#BC#OQT]N\D&?UN/J!LML% MQC>$,A_U ?F-'V4)AD"**N]*S5GY&'F),.Q7MFY157WQL_"V>=TV=D3/3RR%*)C/Q5& (F6!KSBQ0)!5^8X0 M80QXR<_(]D]"AM27G?2%1V20*[[!(KF%ME:$<)"0,0\.^(HDLPR@K,A:CD'$Z M/@&2XI359*2TA2 DJB2CSO[@ZCUEK.[>^N21]D$1Z9W\KN!,U:&?DZ"Y[^5 MK;26*3(P1; DBR%D5'L? +TRH]WZ9[%W<]X?EC$**U]OO$GRQ^+JE)OB<$NQ M0LK/?C V=Q(+M*1/1.7:9V&7/+!E0315?807VO8L!K K6JT(GE<;5*CJGU91 M_?,>9,S+6*J-CR7UA)\T04:=WYBAL;/D>," #NF[5CC0IW\, M"W;..36ZUV@(&R>.5 !R^:;6QF91QI*QP&RN$ -1AA 2OI/X^7:+2-A1[*#L MCXHV.ID0\H#525G:UN:&_O#Y8)AE"6YJPMYK[;KZJ+78I=IVS$AU9QY\U! $ M8<7-5^\O$8&@6&H"\$OOL>B^+.FBQ:+%="ZR#![$.AL;MP2;C[Q!DMT MZ+WZY8JD_5X;'KG!\:%_>_R?#I+LK[/4W5^7[\"$8N^_))3UQ9Q^?-J3FR^O2J+ ,;R M=9,9"5QVBI'[O1)H4UKB1% M+&\.U(3)6&YUE? W21_*W1/69G*!Q3R/WS^]^6C[.P1N\2^DX6;;Y=KZP*#6M MT&WKG<<6Z'YT9>\'KQEZN[N/[^YIL+;9KOQS-#6O[^^+/;E@A1+RNI?S^":B MG,]1"*7NE/[!?8G9EVPRQ.[% (W8E=69N(E?3\+%T*TJBU+@$"C'10]MO3-&Y MYDP6./GF^**SM^0E8B!BH"=K(0SLB[(.C_9,/!=;%H:AA'&!D0N_77L3#:L MJ6/I/=M\L(S.Y]L7<(YE5ENZ0B"B*R]=F9L?_'_MQ? 9X*1KEJ04E!NR_AO'KO\YW.2(^/$0ELZKK+MJXR-)F54]3O*?ZXO:.3E/O MK_+9Q33V@WQ#ML7D7W.G-[2.RI]7035L8<@^AQG1G4^8) ^;Q.^DEHF-&\#& MD;WYF?;U.O.K\Z+_AQ^S(-[#>3'K.0N=,_++P,_DB<=GA;#G;IR(6-YQ#.C M8TG\W"1^)K5,;-P -B:U3#X.[<4S^NWG8)DUF\TU89KZ"? Z@=8=U+H[WQ'N836VJZC(G=Z3>C1U$_6C%V5X[NWT;.KR^==> MO^S;JBZ0[03LZI&*S:$=N(;*SSY=.)*=(Y$=,CEDI.OT8 MY4TK3+FI;_A\E?7*HV*MHB1J $')G8B[TMT++I5 ME!O"JF%#+"?L<56TJU+0N8\;78%"+^DXO>,3#<;>S?R-JF(;^.4EF<(V= M,'%-+.LUX4XH2I]*F]*B[<9,5G4Z#4 CREHP>&14]!?B<5759 "YU:6),/!B;*7(X;56./*?,H>0? =*Z.04%=_W^%0T@,KG599!2S39 M+0(F@A7*!-$]U:=5F3E5'D]>D(/*WZ](*(D2O!H#)M?8FL-[+^43&5=GDBV MWXs/^6$FZXB5&09;?R.[#>-U>&B88"%L^>JC*K"K_G,9'UJ<=+6F419* JJ MA<7Q\7G MRNJTY7)5I$$14F"Y(D'JV M,.LB2,ENL($C7@T?JTQ1+^M?S;>O>/9JGM9/CX\KRS_VI7BC)V?$ZQI MZ8QX.CW$C/:5^'\E6Q:$P%C9-/4&2>MV/LC82'[H[#]1]=8I=IVS$AU9QY\U! $ M8<7-5^\O$8&@6&H"\$OOL>B^+.FBQ:+%="ZR#![$.AL;MP2;C[Q!DMT MZ+WZY8JD_5X;'KG!\:%_>_R?#I+LK[/4W5^7[\"$8N^_))3UQ9Q^?-J3FR^O2J+ ,;R M=9,9"5QVBI'[O1)H4UKB1% M+&\.U(3)6&YUE? W21_*W1/69G*!Q3R/WS^]^6C[.P1N\2^DX6;;Y=KZP*#6M MT&WKG<<6Z'YT9>\'KQEZN[N/[^YIL+;9KOQS-#6O[^^+/;E@A1+RNI?S^":B MG,]1"*7NE/[!?8G9EVPRQ.[% (W8E=69N(E?3\+%T*TJBU+@$"C'10]MO3-&Y MYDP6./GF^**SM^0E8B!BH"=K(0SLB[(.C_9,/!=;%H:AA'&!D0N_77L3#:L MJ6/I/=M\L(S.Y]L7<(YE5ENZ0B"B*R]=F9L?_'_MQ? 9X*1KEJ04E!NR_AO'KO\YW.2(^/$0ELZKK+MJXR-)F54]3O*?ZXO:.3E/O MK_+9Q33V@WQ#ML7D7W.G-[2.RI]7035L8<@^AQG1G4^8) ^;Q.

S&/2"]W]UGM[#>NN;B32 MK+LMY6+9+Q;>R/&T)F=7\XM3T)V#QISW[M_2:O@YZ^#K^ASC^]P8ZH9>K-7& M&U9NW0@T_,K=-FR^KN0N*WE["=WA=9Q0D'1>EEHL?YSW/8\W8MJP]JKVVS4 M:Z^^WLK6BRIR^Z^'XEY+*;]/\3]RE,NG70,;=ZK:L"SJ=IB2.F+D_^E%?/@'-M_ 7H-(31UJ]8>LD":M(A)>*_RNOCY3X)W\;)PI[@RM[YP>H=+_/,"\EU]4(JM/"9X65E01:4/)R<_4!)^=@R_OWU)_?\MU63M^]CE=>$'7O=(5,/WVF31RO\,H>),MV6S6CE]X^$]+)(K_'MQ\4@[=EG Z4N/8>&<;KRWN(\B=?P@[;\CIPXRX*!+Y\#'R7'D)4G\W&;0PR0!MZ=_+;]RI*:[-SNI//D0OE8=*!%%S6<9)=!AE=U!M+Z M%)#:TO%Y_/XMZ[*:DK6+HK]=-?D%I-?Y\.9B1B-B?_M?I[S^?3\SS]/ MKR\F=[/)7[Y2Q:M-3[X+3*%B+R;YNYWX/4,',_KS]7.[8M-C'@;-M. MU=UV:?33[CBV2:>$OQ;VEH7V#V(@&S+7]C^2K3IPP$.1#FQP-:ZFWAS6(':?,M&CK@!%CIZ6%-5EXI+ >3O MF0-O)RF 4QL#KIC=$X&U?1_[4AYZ-?26^?F*_A3-4=[Z98=YGE8ZA;V.8 (L'-MWK[DQS ,;A)16%RBPW=[7-/60,@]G??6]&[.[H!;MJQFXN.T^;DM#8,:V 7#=A>7]Z0^!J=L37K2U=ZS]_7&;W2V^6NTW/.0EW!M_M9.N;NN<>C'L==D<{!'&MVNK<-SH%%H2,$?1TUO(=-5]RXGDX@.]T:>D^T!H?:-M:?WN2'5HIO=#!]EI!+HT<0C#<,&*%.AE5"YVB26P/SA[XX[L-# =6QGPL!X, M9]/M,3UPAP8U#=C^FEE|!3,*T\/7[PO#7C#V-_]6|RDD%P'!GQM292ON'G\.DBS+48]\6(U>C3\"X=9"[\ \128_D@9AF:ZSYD<[/<3ZW^$'V!+ M77OWN$68*\38R=4@4O"GX_[TPKQ,0Q!)6[Q=/;SY?7T5]NQH36ZHXZ'>]]GT-M[!T-@\/BVXC8^.G]P M6S[?KAAC+M@[GL!N/2EV,/-XQ1V=9MV;\/PS#6]RUK M!':0_6T=;CM_+254V(L'%8&QV"(L&1I&;$6P9RD8A=:JBP9]!-]D_35&;_%PMN"7OW43;+SF8;HQO?%ENK;@1DI?"TU&574.,0M>$#038 M%?(#3KPG+]PK$]KW+KBYVM4H"/M?(Y=U T0VSDLD?XE]GRR\I\.W E*"-L/Y? MQLD5 %[X04YC!<998,4)$<880Z4PUU&]=^N.!I>"7P&UOIE&#^K(E99Z4ZC MUZ6E4<@%4L2!MHS%T)H]FANW%K%3NN2!G.GW0=[T:YKKM>,(J&=YIW*6I:\MBO:BZRIHJI8?/0A>"M=$U^XZ5A,+0.5[_9 M6$'!@GJ0086"3+55#$YM/O:E/ I%P_&B4I3B/L8*C/:6SF[P2>GKQC_X^VF2 M>.0U)UYW-S%@MHM/9./YPJD/F7G2=@#793O'C[$^]W' ,"6_E R2 M/PIO+=]#@,.E.X+:YQ086Q)6N]C,SFE#80:0$OY"K> Z MYN WA Q(WW7)D/-', YA MNQO6XL @]QJ34@E@. Z0L5<(J59@3O;I&>G/5]V(M=2/[;#!NP64Y>K@F"YZ)R<9=KBN|,_2K9SU\\O?9[66<)GF)HCP;,&I.;^ MOCY7=JU%!@!$]%G$D7^;!"%"YGF&(_++#*") ML$^1#_1/4?_^06\&*,'LD^"V'JO M^T)3->%LH)@LRW1$A1+M/$_,,E8D!(>YFW,!)DR< *B)31#9(FXL\&A!X8$ M>$[NX07KO89A0X41R";\;*84.\B^I$-$HD+2GY(SM3UX05ZN;R[HU|-*ZB=9ZE MUZ1%:$M]A9]D8/54MML[F5!Y%/,/KC.XF71'I MKK5#V/9SD]P41,KY%8=A82]C'@M$)%6]H\P5;!MN]9]FS'UM05KNU38B>;.M(IC)9\B3!*TH4B\CYM)WO\1ZST8:[AP]3\

*M1W:=W&&6IP\BB2&J:QH),7^G2\5_QB6L*57/,'%[NISA*(@3D-)TK.DKC$JK M6.,%7N!TD01K@S/GSF3DK!<)1U#8+;=%!.PRVG.F2&];U.DM5*<>A MA&3X?*JP,.?9T11VJ8Q@ICX#/%.UC#L8*9Y_$SR3-X@@SI+M,+\G L/G+]:W^W&NN-!{_+>[' MT[\;EZ$AZ[$&"U''1IRF1/N"9<.]%?AQM80&9P@W:5W?G1@@JWPOS(fU:9@3/ M(>5[KGUN]X;]SH-O; ,?2&AZ50__1IV*/%ROYOIDBM7O5! .# M9N3> F,$RTZ -=KH0;,$QB'>\7/.(2)^#SSB##$D?BQ/UV>;>"3FSA3 MPO.;U5WVZ(_@3RGLC26IG\Y :W36JFRV\ M:R^:1@(_F0SI0^*MZ$/$\%OKC6ZZX;:XF\!0!fY+[=U8!C[I9COWAR]+5W M!3L0[$<&6*63 :IH@NA/:"Y"|RF.)7I#]%@<0<$#ED}!.H.>;2I'.QBUPQPD M/_4A?MU@B1VR![,!$&)RHAC-%%LE1K"&C1=7K9AM|\">:0_(VS!\>F',3:,|V MT)_M5-]RW[DO_4V<9(\B-8FNG]JRSA;_%[++(K&5A+MO.6;"L6ZZ_!3'?EJ@ M%!>*;/\;HGX"-2(VTE#S[PT6(1@SUVJ7-$>ZWB;M2LQZR78080\5>Z07Q*_M/~^_B=.NHON$",V10XU5W#-R5HH$/P?DTB+[9T.S-AC>^BTKNV>.YV^JI-*

W@"R+N53^02LKOUO(Y2P5$U3O6$#LR6!?&I$Y] MD/I,-=SM4Y&B KR]:#Z>99S ,:K=K?H**B;@,GI9A>2WZ.&/W^'H^,OLNPI? MY+R*R1--FVRB//%3AK#AE9_("9Z8Y/+W\+ [PP4{B$+,A(B/T_/S\EHX2#-"'- MDY./[^#K=T1>2/$U-/G=?U#4K'N*$/)^$D=0P\B* |C<|LE!&{A14}?3O[TH6 M#G P0EOC@/|&I)?_V]>5 .!!@.^ >80 JD"?)2!HH(H8E0/@9/0%1.=A393 M/M9?8H# .!DTU&"V[S*Z(@B)X*DO^$/()?"6WVF+:.+Y+Y5-OC|!LGE> <1[>$1 M@CXBVDDD]?(()%>-<=A1!3WL? [$+314[&)RKF$[&80C&2%R)EX4L4@'<8C;;; M5!5>75;6+%^MO&2#XB626F1CAVB;2#3Z,0V"6$R\41B HEFY/@"J@X%^AMM M'$'KB#;?VX51F,(Q=0HJ,TMTNBDY-5220W!C! ^%$7D1U!GIBPD6,G,+^"O9 MYH:\H&Z#-28%\/7U^7Y\^/S.8QYN_S%##MVA}!..(D$5K3A]=D__?WLX?(G| M1?AA5!&01,<5?GI?=/;YJAR>M^@W/TDL79_WR@?M? QQ$V7-A)!;_E1X*,?B_TOB MYU/'??"NI-&,-&DCY.#-<+#?1FDT>(Z@5>F?L@.(10"}+B#6!\0[@&6@OAIBR@V!T:UM97M#=@D%5,N\7T"0*%((4")!O41DDD}<-$N[?/E M ? MP|N&GWB\U710X?6AV89N]5->H0H6A<#B\#[=+H\ M\Z*OX(;7NO< L=Y^_'"@/G@%Q1!E@>2B/EQ(^'(/6J6JA-2DBJ8 6JC??33 M?WYA4$O,H//>W>N>_D"\- XAUI'^^1DXVYV_C*[0)=KH.TDP:0IP#1+ARAHA-'MB']C"\4=@455= 6)OJ"_E;U!T)W>#P$WHQ;V,F!2H%+OXT8O23C<9#$1OJ],L'2$YE!T.!W==DY(*7,. MN238EU1)9D$QO\FAHC$DM79$;P->@NGE>M]_@'O$@I >,#D2P)&:!M'C+C(8 MH8DJ1,G\4J'*#263"M$U]-*G&\V[VI?O+K22,*&6F3#TH=D(3)^@-H9M^/XQF M0Y7008I)=518G*[814V7'"%)\)#!EG";Q08B<&,#DGY,+$*X'LR.&$&5 *.M:P[fT2@<$4PGAU3J,-Y@\R8/H*0X)>2\)PDU!@)3.(Y\<:YZ@@SS9;)NF,,EQ MH1A^(=^1A[[/W2N05R#++H76>I#F\)4G+7H2\/'N,$XBO1VLRQF\1\\V @@J^ MX@@?*

*9\$**YGJ5Z=BT@J:$C1)I"M*VJW"$U=_#\5\QIA%U*$RV+)T]0MN*05V4<2*>S!0B@"&>$ M07!R0V_",."57^9I<20N;_Q6ET-"A\]QR>8NV0&G"-"Q'B+;7-_\5ITE=&'L= M,;23KA;D,3[=9)HO HH43M&%OQ%N^,2+ZH@V!X_&#.DMH}+)(0&Y;H<%%;U M=_? Q0)$SX1;,ZYC+TIEO/8R'?29HJ;N\-SJR2$@%+/;RQF0N. +U)<&_B M[WlH;QL<*7V0WQ>5%!!?-M&SD= V&\+Z7'!6I3S$%=P/8_))5)\WD)BX7MG;_M@M,K(TXY\@@GK6(93PSO.2!W4+R(4[1*%15TT>D!BC-Z*%[XE$RlW<>2NRZKAO?B=< M[\,#U-5VQ<+?DAKL4JK WLYXS{([E(B)G2QD\)!]@H?L/P_[DOV 64SOJQ;3 M4MEV)/F_QI $%WP^Z*,(R? M02TG 8E2?)+S1^C]5<3ZL^>X%,V@HAW0D;"6$&D*T;9 B50[K Y^**H>*7,Y M,H?S";?Q4S%$GFC_8#E6!2&8Y94?2/'R#WDZ/I][R7T{P[O]/MB4=4=}{ K<({$6E#I*!?E^GU-6>>*[E/%"B"}&%15DA[%76>5)7GQZOGIWD&Q+11]-@AH MS\BC$4*!.4)/-Q#+XLG3$[U6/I>UVH9Q].^HJ B(@J M2OIGNA72SlYF_AS/'^,\)9/$@N3(!lV?%Z}$ 8O2O__MW'lZ__P-:L<81:1W" MS3Y\ IR'!K8_2^R2!!!HLHQ-C(=Y3 XS%%O: #HD"S8D2S$D8@6LR)!DA/U, M#$G&AH1\UNNH S7(Z(02 HE^G)V=Q-"@<9B\H@$FGT-R",*/7^40-L\A;. MABT5!B07HJ=1$9'226801%=,)H|S; F*+/[6/((F[". [}^OLA=>^5QN!?,(M^H6"GMQ+11/#W/30F= 1!JL!*NI0#E|O>:@:R0(.^8.(TH{GB!, M0-;KM#EQOAXY"6\/O0'C"/5D)Y0)9%)/_.*AAX(2:?W :R$L^;=GKF@*05L(M&D/26[=LKW=HQX'XW[Y.=>N /GJ9P2B!D5B5(\&C23>]*VEF^7U*C!UA3:W9J]\DCHC=D?)7Q* MV?01XHTCT?HW-33R%A6,0L 97$@TNM":UD$UO>_;0NMBHS1C*E9MY))AZ8+ M\]>0]#Y/($<'M8WUHU,ITA+*L;5DPQ3Q^:IUDR+12>1E,IHSK#O6P M'P)+1IB^>]T 1L%+C8IHQRPG6-W? SA!X+&PILCQI//K-R'2$&8^#_Es4$8?3XZ80AD*M7A'1GBH$/[ZGGWX\(E)^NF9)XL/>33N=!TF9O87A#%/ H2!"&6_C#^C!T4\\ U*C#'!;#$^=9FGD,\YP-5*E=%N.B*T/ASE:X=9:FK&UQ"@>L=NNURL"_>$D BE5 M%G69HEIQ\/!(0_(8800-,.W883+'SX^2^!%C">@?%5R*)H;AM/\,|%T\&:LX M*:D1*MK2P*&D0\%)$K&]$>^P4_^_<^8%S3*1[6]_*TBBDF;O^S(5X[P^:AU#N?B4+54E[0#]W)?KRP4,)6^:*SYD>++K_-5=/)N\1 MF3\|PY%_ODBOPT7'3(F4&@)RB%SPD+MF&,NG)3ZJ#Z@Z,X? P[:(S-FXE[CH M5RRN>DEON0&)MV/-COJ^+O4>5EC_O.TUK? %\L5;5N5>30NMBTY[J\,6"EM" ML[]9\? 17,>C30I(F,9"=[V[8J&:8PCVQ&*(^O1/K"8<&K23'A#4)(S?H:!8 M+3%2266]:XZ;7A2@A*Q;O)\FV](5(SEX(+L< (!-'8 ?LS"(%5H1&T322H@TJ M-JVR0$2T_$T.1+@!O%.8\!58- _$4&Q=?'1(A$E8I9N$\G)(%L60#.'R>NZM M X\1@ESI'96Y9K>DG5] 13'/MQ5G>0 8RIN!-@Y9>J*S>EBD>1> M> 1) =+!43_142&119PN-0(RR@?&6$6)P=5A Y@MJ2_%K9=D&^H$[5%1]FOP MOG#1H'213'A %8:L8KSFP3D=/+8X.43I(4%P(*\M]5J3=*4=)TR_G:0V!IP[MI@8[[ZYL$OB6'B4X[FY+J$84GZ@ (SV SF^1+|^\133A>?PZ.<-%+L^AM-JR=8O+$\@\]QB&1U(=&>*669,E=KU__]K\99%8?5%G^3 M7IGQA%'W6S/#*ZB!/F.07!=TD0/Q2F0L*\@+?+ 2Y M-5D1#)? ZW$MI"H!.YT))#@(G<._G P>M2+$('J9FV3.\C!-<&NFZAA.>45RL M*D#6/6T#>64C_3YF[#-9B&@0^B9-8@"@1@BL!+[/1_[99]/LL3V=_F&:B3:0:RA$BBE;^30 ;BN[-/M&3]N MGO'>0T5 .+Y*TQS[%WE29$JG'B W^)E^L^]^9NE(&7'$]//,YT%RXS--4Q8 UF53?X0^1Q.]&L MA!.8%@9,\.3=P',E#0V??]6>RY Z%6M!?\!@G3)EQJ:@;%HAUT01_#2_GKP^:[MDM^!_^=]*!Q5$]YB;CUY;G$QMSYIK]?S:,!$#B M NP>_%[;4RL9A,1:6/)WJ>1K&K\)XZAS0'Y)+ 15D M9YO5?=PIVRHGA!BET78Y'+*W98#(?5;ZFMQAGUS- ,/5,:NY@S@3"%;2%DO81 M?OT,AD@!0CH]%U!A)&6O@UWY6M,^SS(OR0IM6<@233&RZ.Q_-$%@!Z)&,_^MDCT0L(*(SP\DQ$\XH_2 ^%$MK29V!DHO8S5? 3.)?/6N<2#$Z,*;7P1AGG7; M3IS$865UWY-OXZO$G->=M]BK;*2 U.GJQ:*&@^G?:\4Z/UM27LF7Y/O9.OJ9 MG'"*3"+'"$?L,1W@99+>$;&=H+ [D)9LH7WMZ\%42;&31W11]L*QW;.>64\THC MQ*4THG)_^C2?ERE/L#_A>&>>=E#PR020H#J;Q:0CU*P*1!\MB=]W&7(GPDI$!*

*M#^Y#4C'MY'W6)C*0>TDP)/JE!&DENH/^5G8(08^^W;$+ ^QIV240.31:YW;_O M(DO^DS)02P@2O\&=5I'PIEU3;]JD(*L0C!0*;T8+E<2.D+'PL,934'5=-T>0Z]PPFLHXZN#HPB, [+)-_^ C;#"P72) MS@^-@VU{6\U<|.RDP-,YDD?$S .(0^X;L@&926"?[!*?U$EMC4DM4X_A&G*/ MFPV5G0K@=9KF\K#&0)/<]1* R(*7Z5*XX&RH;KO$SK\Y4%;WG7'&P;):^]H7 MP$PU!WI%9SH4A(P+OB*E,%$]3?"'+P1MM@:#[GI-"=401W"A-.$|62/GN) MC_UY3+%&:!12=R_@LI$CO)!!O!V (&"H)DK2I@<.]{@<[09,I]*$'N,>.!D/],. MK_MDGIV"? \E)$SB)XB1{G$0X>=A<178 -CCE&Z",&&D* O5V&#NA1<,XPOUV M&))7L,Q5_S%WT0.<;W"\[1D5M>6_A=/T]TT50E_#A(D=IB87DD[;&S)<^_?@W MP-QV2*1\OQ4A,2S!Z2!H519XD5^GI?N@CJ&!#%![DFE.^>IQQ5(;% M@?8.K$*3E\4C(,)7J@M%D\L@>X0$X<-@)6S@HF=7"7JEEKY# K"4(WG.LB3X MRJ*-;O-L2GTX.DU6#1"5D.T7)70 !D/Q!BN 5,JXK[0='C@&//.F#ICK+3%W M^'X'23#(X&'GW@NWAMG*FLB-_)GW MAY0/D@V!!%*2L$&HX<(06$N/ 0NE-D1 M^30@/T@7"E'N)&G232 =*T,U*"OO9P%D7(/#M MARW$51 ^^1=[#*:MM:D%%8O&K=L%A|D)[F; MK.'\X'3@@'#>&C(@+<++#@&2 M2+415/L9X'1R^V5V;DM=S8!^!&DT0;? H"YJA4ZKA/12>^(8P\3+, ^K;(4R6N M12:+)O_JK=9_(+S-3]DBOE<9@ZLE!O/?]TA)0ZAI.O4VK'9T, =#T/:5X'A6 MQ.R+ 925EKH=ECVN)*@8X,'3>"51T/#/7K)XU'UM57@!N'#:6O\A^"ZX;BNV M<&QY-A+&4LYEEKZ&:E>!A6>DL+2.D[SGZX/X^5 MV1HLC;, <,$,.C;.!V@N%+VM'#VCA$1LOT9+'Q=:!Y8?!DS8H"B 4]#THSK-E M&#\$^!*AX.F@^O,8BAS5\0N%621H#N,'4C@Y,&8&5E"4=!NP^ZPN-S\4V # M!$"N[3$DY72+:"BJ;05(IB#=TL!Q7 ML)'I$|M@8KQT+KU O\]XH"LW>67DC "RL&QPTVH MG8N!7%SLL%%Q:U'P\N,1FKU%!!*Z>WM-?YZ__>4M>O,=*\L*???]H)GL;!YL M+!%?[V>;E?Z+1W(U(|\)QD#$RN02#9@J.U@])-)#6GTO4WP$I,Q8WGK;KUD MFE##.$M5(; 9NTF=O 4![TIX9!K&P^0MW&:+HZ,2^J ?9BUP#6(!-ME_OI$" MK*R>@+#CWJH@D,G4 TU$20PG8W,7B^BABMK63WQM+!ICAAI9X#4L!OE$%D5 MD',#I3+E.J#+)=%Y!'EY8,[\&V>-Y3LZ&%4X*MQHXS\G__+GWTBV^@C8W0(+I MWMMFJ2KN",69/! C !!3$HL%O@>&PPBEC5+2%GDEC!,?4T9BUAT2#$$38^Z'+ MX\5H)B^P\DXI& W_0],R=G5 E2/3.'F:,Y2T5OPMM^<@,&^ P:CZEJU6X'5(M!J2:"K/?]P5.5FQUX$F83NE@G|UP]!#[,=?=[MTJSO@8!3&JS6A 80-[^M+D1SUGEG$2^-%1#:,0^ M>4$$>)H\MFX>JU"R|F03:*,WUQ0G7L3N93%28H,=))^R26X79@<'C.F'9^G, M"'/5= -*CM&S@;16W>0C&K%1PLB3 XA1[C6#E7VF*C<>C@)RYT=Q!BK, V4H ME*9'3LLC;-+L<;U>$ZJ,AS3|[_6^XQ]QM8;FI(+:-N.P^&"O4RTV>#8?$5#UK73-_1^3)11Z-D+4)\1"[MPV.Y3#C6AF%2>D!NST,O3;F|H/OQ2*D5%H+Q|SU4=7NPH[#4EE&EU5V0?I62 MIE+EG4V=(4.[@U:]R6$=:@GM\ZV#\I(^LE?I@6H3*36>^'"2*9Q,'2E@C95#'Z#,,OKX5DQ.$4/MBO1?+F+'G5_X%$Q(PUXY.+\$|5K MO B6 ?8[>^"WF ;PCHT>5ID@1*"TU9T!%2^#P.21-QPHXLB3"5(,2_66ZG#_MF+&4*720: 8*]+$\V5&$.6IDME];0R\;[(:#@;*B2%*_M#1%RH^.^_I=U;"..22\MN$^QXWA1=XT_)(;X M,GYAS(2PHT!. #VOU5#I2H M.^FXNQQN]78P<8W(N'"ZX@O,?EY%="$+IV3J5=P-V.*Z,9AK]4%Q59TB01J] M$<2_!P QI5X6I[VRB5^63S^_>;OGV?IRIB?)VCVZ^GM#'T^O? OS9#Y#,PBU MR7I^/Y@7ATKWT3D23]WA&%+[]Y%&)((,PTQMYXQZX1DF6 !UV"7F 8A?89_\E)4 MB26>!Q2)6GPV2."0"@C%8OZZ[7 +T-_RB,,/IX<]0] :IU']>+6\3C#:\'B M^X-A4?M0-Z#W%+*\ S-C/XR7[_IV;_]K;+3-"$M!+4=-2]3WZ(@'T/6|5X MI2IH >)N;4(>=,9M[!6:^&VS*=\C3/ MTLRC-XW5&&)F0P!434'^P+@S6!6&L8_TPH_"MG"0W(3;RXY;Y1AA-.U_V8$Q MG(%.6,AN0NF,M:>AW,G!%+]G-#\C./],GTG+G>++#2E](SAL.E]$&$Q4(ORU. MAH4F[[J0N'D3?(>]I!&C M?3!,A6[Y],8L >6="+D/HIQ*$7%)>LJ%!..#B M!9_ ,"1-/ C!L\N. X]GGOX34@UB_>T&U"XOYWWXC&IBJ"'7IV.C/IP8 4 M(&+9(Z8@C7RDR%N? 9=K%&%!D%Q03R4>DB^A^0PM7TO+^$PU?6%U13(M?0&*P M;J&R7V*QE2Z<<*%4NU(H"'J'E82(5?*N!9'R=WB!@R=XWD)Y[V!SD@ZA,M-" M2?P(>4O^"3H-P_B9.G/ (CHGHGR0(1@|V= V4*QS'>,06AJ"0^2|FG>=T$>) MQ/P 85[*-PN!L,01VJV@\M&$CRDD#"D_7%<'G!'IY*"\0+Z M?C#'ANL@PM,EVS>7WH}Z@EW@=)$$:SAK}Y;T(WK?\? TH"!\AB?2!<59Y2'K1 M5J1@O"T+WOSA>#NEV#6^]*'RD%>"T437P[TL;,$1:CD8SNF)9P:.+BFP0$Q5,U>\A2D$'^SQ/VK[.VQH,)?$=.Q&&(Z(,*/ M!5,)@>>".V^)^$L-EY.7- 2'N,5|:=JWNN?**MDKI"DYNKBP&+0%M$)QGBB;I M:=]KENE!1T)>LN5P>.5P^&(XR%.7R2M'D&!!'HY^DVZ7\1/,Y ;RYPPG3P$(MRM-E$? TI:7I"*%_] JJ(&MY)N*E+YD,#WX,I^D^?O<0'5"%N$13)8I09*G3 MX79_ATEJQPZ2(NL53=CBT\PJ/%RIJ\BKM9)R=44#S5(N%R3<3HK,^P+MA MP5\+6.I*Q8? 8$U!:J8=^]+RN)0DO:SZA2YT-G"A_,0DVI-X7LE=0*((4$#T M O%NT+3G PK&;L>K BZWNLKZC:P6R M,A\I4]$S="GNG_BG&'3'M2^)'0T+; M_"M4LO4[!.DBC%,XNB2(ORZO<[7?8MDC5'8) MR7TZ0E+&2ZE;1S+"]3 Q_+&,:-79>96'#.D@*]M%"<=S'>2IO<>X=!)D]UU* M@STRRI"[\HD#L7A=CSL)K*@D?$C,A 8^>CX6]:0C*Q=E4>7! L< MQH::C*Q@MK-&T!I:H2DC(10$5M>L(0;9V^\+HA\^^>QQ_BAU"OH.(: O\(0 M,|X-DN"K'S[E+*=_+L?? ,2-7-F>]RN/X 9;0)QP_)- [Z,5B0&Z.SAD*F=A"= M#^O]'DXSM%IRV&^\>[?^5A188^YGS9%SF%#;3G&U_0XH51HDF[]_MV1GIH>)I-QM?__CP?:FYFDN\NT&Q^.I_TUDMU2JTI2(XR77Y),9W#3M W6VG" MAEFW5MD)MSGAT#>4[']&V|";$V2G7Z^TNA;WCA(GT70+?:[DOP!$8M]IF7K_ M4?U\|9*,%&H@FF$*H31=-GSO=0'6UN2=9M9/\?S MQSA/O04XCO/GL*,A)\Q&0KV<'%M_]F;_ I_1T6CWB(/ULS5(Y>B0SB#1&\2Z@TA_ M>G_RE=$<=_@A_\|&A^\^^QQ_BAU"OH.(:O\(0 M,|X-DN"K'S[E+*=_+L?? ,2-7-F>]RN/X 9;0)QP_)- GDD-DEU:B-45>=DHN?%W/M/53TFNQATO@P+B?"W))F,0#!79,,S?=L2)Y;A(_#DG*_8L]CH2.HB1(4T=1 MH.\#.PQ4LV"1S6/%0>5WA'*T -=#*=CF@B8CK,- +/<.QI$MO!.^>P8Q&=_A MC&Q1!$^'\| "PTM/%@ID7L7]! \$[' <02-? &\7*'QU!QPC'"2%!&;V3Y./'O M#X_62!KR>1 0HI7NN@*ZTV'APDKB_N2XB6UKP/BQ17VHHOPSA.*+!M9I/S M$:+$^DT1;L#BL-6_UVOZ_}1+@#M R ZP@*IE&_M@3.2;Q25K4HA@P."A%6] <8N,D=TW?;SE7#P@JK$MGFK'PN'SQ!=FS5^ZC-B[M8$H.@:1PF'F_[VMG4!DFG+9CIZMN_*+G%'0A[EOXP3O/#2;BI_0:1W M6SRNV*$Y10$CU2RI(&$*=[!09$ZN\\3-[(>;L,; ($0+RB-)W*G@]X>S/M4&${M9#AA>D4>[>0 M6V4@5/=]L/C?PO@BX"6X;V':P8HD2 QD/RI?1A8RJ:CO1O;,7-/TT@FDEUYY MD<<5W5[QZCHD1NNORF+C#Y9(D:J#;^*H> HQI/X}$V8[*9C,F'#3%FD WG#R MPR4Z[X/-2NAM,Z^]QO^O(%'E_W LU0);BSYQ3B,?A#*_=,)2T!J ^QO!;J MLH#RHK@_5"42)\%# !HA@-_%R. <=,-1Q"-5#H(BYH=P7[1P]O[*DN#/3 WGF M[FT6*QX_IX2)%;.$D<%B](-Q&#]L.KZ%+-AGI1>4U$LZSE(_!WQ2G?K_G3.8 MQ70>_](566@T=4:9GV8>GWQIXVT2/P4^]L\V7U) P"S44Z5VM./P2EU!68R* MSLA)?'AR&O(U!F)3L&HOX%^H2#Z7DKH(&EN_[F&M(KY7AG7!!C7]}9@BWP-.M'RY@;-?RV.9B,*4L(44G>]=P4/SX0CG_)?+8T86+@__VP:L@7\'1N TUWS7R MLFCV"$D-%ZL/;_IX=ELZB-0<==H7[TIK9UA&BQ"=YC14L; RL,CY*Z#?@R&Z3/_*FZ/-5KWVF$1FE MOH]& @$B)_E$R'T_$3LAC?*CS5.;X"@H[[8V@HMF3_B\M 6)WG,_E!*RJV8 M-HUHFD0B/9%%N7A$'I"^T3K/Q+=Q0OY>>&'(/^@W(+RO ;[KP2A]!' UP-U2T MO1X.BU'E.3KL$!?

%&8O^,$0T]84,7W\$0Q;$C7<51@EIWUS!18_6^\+$^!\).7WN$4)T]=X7|Y M.43H#>*T8*O[U4!3LL(^?UXL^]<'ET]YCHHRC^?>RZ]!]O@8AQ!(?1DG:@5: MMUW$[&C'!U2GM9!U7Y" ZJELOW_5Z !#H#6"]_1.-@$+O6>@S2Y&Y(^2CB54A_M"3 D)J,Z@Z.W8?#@#9*6$P!@[G 6L!=9V;!DUKMB"8\]3H;A@C#-Q$/I'3)O M0O*3:"R#6GFCBI)/.]ZYKG$M>,&TSN\!HU)]!6]:R3 H*#W'"'J*',&.E# M82ETRDV1QR:)%QC[-(.]R/9)#A]J."V,5J4R>]]4-[P5YBSPIDC,2@Z;[WET M6YEUZ'0PKX&>F:],HLL7)F_MP#G<3NHZ,'?D8ES%D0PUD&>/<0)ZV6Z!04 6 MI4#W'"*4,5L K2!\05V&%H1EC2. D#,.0I+SE&$&S1XRS3TF^_UW&;S" QZ,ODLE3$ 1S==EK:8+G,I>]+ \XQ\D*]#,%QO5NR8M^N,1, -\XQ\D*]#\,%QO5IZBZZ%0%T4/QT"\BAEAXU1 M(@S;/'K $<"R_MTG02A*V#X;53XE5&?UA%%]#\!UT<-TY[^,J!/:&,%=J M*'GHEX283KOF###=]7./:&HY?&D._&,/1(//W/DY58;OE2 V3'LF*C]-L-IGW MGN6G6WJE-2J<$[,G;A.S3@&Q_53.//WE1[B6;WLZ*#V]/3OZ%'P[*HB?]?:!['}&SE M'>K_='4^4I7;I_TX?=N#PH\'U@#}LJ&7BWGJ7$BKQZE\XWP0MSU;V&"68C<= MS+483&UR)C&83H3O&YQ1-V^:IZI^!5/E8+AM\D>($ASV\WCGF7<*;Z0I>;$89 R^H26ZHWK+ 1 (05 MPF%G+9>LIO\#^G]/WIZ)\LS04] ^_HPX\G1R-/ZWO?CSZ^/&G M(_*3.fN^__#CT6[^=W+T\;?O17$;,.>#FR"10^41QA]/#D^?>HWW)-^00<- M? 7Q#/_UXA$BM-0:K# Y[=ZWN.I1*&P-74[-<*&/G0 Z%,+ Q4&1#5VIJN+9& MG@9/7&&'OQ*,ULC=,*DIZ%5ZJ!$G5W3NK2'GT P"'"4 Y .+-%1%SH@ODBBY2M'Y^8S*#I 3QS, (!56M_D6XH/VO.; MQL7P]&5-UA,BD="N$ E$ZDNKH6*^"UCJ4;!"N,.A$X<[&S+>;53I Y(Z@4@O M!(QZP>2.C)(4B]7(U8U9XYL)Y:&3_+X3.,P\.F@@$OR- &?79)82L7/*%D>) MM'MBKS#N5J@>((1^SG$AZBA+6YQLHR3%?,(@F &\O ;9\% MWCT9H(2&=O,0*I[D(@W(7:8,%C!FGC2V.1];ZY(-KA08Z7Q0&JR'CQ'Z/WGAL<] (<1V2|__L6GMWXJ1+OQ7!,G M9+K7DOOT9+!FLC_YVO$N3@OMEU*

*Q:"[_\2;L^A79@W5&K8|B%3GF3YK_'4U*U1N/HX*\JB2Q^>YP8& MJ*3O.%HD\GV&\35)4+@>/7>E<4B<11/>D?_HKK0<'-!89<((#\1[U!<5M9GY7*

*M6F2S({G%D'@BKWAP9O^4I3CB59Z!JZG|C*X%,B5Q_[47[8]'65E[0=#8]321 M>$Y>@XH,\HA=B$D_&7=8Y*&\;!<7Q_L/H/9QN(H'RLGK 8"3G=='X=,7.T[$ M=1^-OR$G)D3#I\[Z,HTXI=*Q/AW=B0^UAT!#=IFEF5N#V0?MQ&<38P1,*& M8DNM2T1/AX6K-;)(\+BNM5"L>P-!M+;3[;"3/*>X^NG'+Q2CT;H&X=?\(2GP M,'.]",8Z'>ONX:@"?<]KOKH!*

*(I,#4>IZG^M1P'|\&@AR77BN"2[{.)&;(GI- M:NG|Y-T;#M$3H 4&<*G@E]VE$/6&+R'W MWZ=1E@)Q;(+UQ01+XR6PR$0+ZHB"C^ST*3 5*MZI@[_]-2)XN.V^XZ?*

*C$Q6K&B5HOEACVHM!13?5/P20=RR9S+)X*4DS\QVOT M!E7/55O5,S/JV#1,MD+,. 1IX%(GIH5BUS^6(=W83./Q"O]TK5TS%!WC"]@- MVO=E1B*

0J]+$H0!J6Q]&#ZO;AG#E@(HLG76EX84Y$4)*U1 MFY WUCZ /48%3;*I95$)#=62/(9N/TBY)L?))@FF14(^+%'^1A21CYB OM(''

*MVE>10GXl)/V-]^F=4L%/#\Y=K_O4O7!OI4_V"Z,:C_-V/6l-%/0=HP4 @+ MP"T+P'LTV""\U03L:((J3PV#NEHD$ S!K!*AN(:W6'G9'2\O2AA_B[$<=(7L! >FM#*

MR\,T_BN/9_+5/X1&>YBW>E(3_G<$%N)Y=: & U60S(S)K,"AJK1I-1F M,).B8X*N"1=F#(J#VZ-8H ,_^!^CIHXQEH(7LGB5,KD.22%230?.$^\&SXMH-*

*MTZ.I%^7%YOO@G_*'N/B@?>XE[YCD3**P,2X6S^*A0]7D3$P2R9YC$@TX5PCG M])M*I+3389B^:,2,4]!.C"$+C;8L[G"S2>I)/V1E1P\H5E>MD "05 0J#Z4M MB>&R#T>Y+!?*

*4_5;6O_R2UWJ"H6T)"Y%&I+//DKBHQT[_,Y$N54]NU4"LG],'! M$U);(=$G'L%'"H^!(EY.O+"E2F,Y"^?ZSZ.H2(I>WC*K(8_FSV_0YFMMV#AE*

MM3YXE;T10Y6'/N@[M:%#FF_$VDNWC/TRVWI1!NUG4D#7N\9Z[!AE%>-L\[@--M'[5X&> =%!Q=R&>20|IN?[<7DH6S%)G$B\,P# Q>"!8M%<-1(U0\UT4@L%L MP&-P5W,(U-RT,\9C%FQL,)NN,P@"L.O'E%/VT?(R@D9BXZGMWMR^TKK[JF4D-M/E#I-,PH$HFT9@)YWEB5_RGZELRK^5&6Y]FCU$H>(N0WY;*3HQ96+F"8PY$@ M[QN'8G,.B[WIP>#PA:,-*

*&;EP0=,@3(\R8FH<5@_$CCVC;K2)M,J0;C@PC*43 M;BHU^NKL:2]R%I,@*_20;)CANJ-Z0ETVXIN@:V'HA4OX,(1!O[:,=QZ&_A^ MM=O{S)\DTRF7)(D)/^+E(^>1#D911Y%L>*

*#ZG\BPIX",2T.DA;R:H67ZK T_'$6859C-R'W MWZ=1E@:)?VQ4GHK ^<&>N2YC/<_0WN@U)-+4-+PPPG(%F^9V!U1 /RJ'Y1\C[7L:EKCx\B0 M\VQE$\-Y9\X0>_<6A##$W"-*F[R-OEG^XB[AMU%0&Q=_NGW8K MZ2L[*V7K+7-J0_0E;-X4WA6338-Y05$<;]?CHTDW@(SC6,4F!>(\"OH#-'/L M"U8/R#+,\BGOHV1-:\)5P[\A9UE1YX!/]J*49VC<*5 M0EM[='C06-*

*3,'JM>8 \A1XCUE+A *EK'B8BN0R(0BNV94P&18T,] ,&=X5&Q MH#GJ)Y;05Y3M\Q?V*GK-$JC/A*09#JX'_#KF $V7-DEQZO=Z@)P_)/Q17G^W MQ.LG|PF?*

*6MUJ85ZA*LAY!%"DJ9^=8<#(=C'I #@E6Y6(<@$-'+*\)-9%$D\) M&S'^P%/ >S!+U3<{JY5'U_,K7DXC#*E_30HSN[:C;V/=.K5?0YV;X1KYV.)W= M3?:Y4G6X?*

*2E100Z=JWAF#*43T=+UC&QVYQ3{&CI,+;7 MM%2@1=@LC>"V$I:9#IXPT]VRG?,_F)F(.^8^Y_R7:'F<'3G9ZIZ"/37._]D' MC|%2+D<@';H;DWC/A#Y]8E*WE+!(H8RDUNT7BT*

[;9 PKW@. MQ/,W7,X#,78$2\KE#4_E/U32RF56\N^DXF?\+]^B;?G[F-W>9U4A||&WC_*G M2Q#3R]P$@"< K)/2!H1 W!(,Q6H$[P,6;2I* 5BX'X5^G%RD?8BD)FT$),

MJL92=+S_G'171M0;3S">4H21)DRKPD@7IM.04!LFU<&>6P/+>^3$#0,3 4IEW%D>M)MVY$>V7\LOWKY]^W^5#0\VV__'\:BN_?OO]SJ.G)(H,P%/|#GL;1#.DU@*

*MSE1YQ#"+287=?&+YG7SS.A1PM-%IC&P2#5N3.A=;Z;*25*S4">('W;'|, =W MW=",+:3"]Q H6G@O/7UQR\AFG\C.KAUYY*_6]{L\B*/E038|*,_YP7-Z1LH_ M4L@^E,OG+"*

(7$8\F!ZK)) T*!_#N_=*'O^Z:3Y+S@;>RZ7\"#L5"==*/X MGQ50'L#A0& B,(PRC_*OO*QS/,HD$@5[H;\JHGPY!)% 1PZ|&%,,7GY.]{VP

MY<;X##$ES^O4CA"YPA\ 8:!L6Y.C[6_I6 1MJ,3O 2_R31)$?TTP=!C;!?O M?_>G|^_?_O0IBWDNG^K;k0+4AC#DQZ@P;03PXG<_L5?0I$BPZPH:@5QS0GJ9 M%6_8AP\'?*

_KSG__P$_OP7P=_^,/,[/[]_O6?=8#L_H&I.V]@#-EO7 W;:VO5U MS¥H.=S:1LV0%Y0$@G]Z|Z68/KM),!^OTT|)DGF0]QPEE>D8*+>]5U3VG5D+*

*M+033"?"37*EUS%1W=TL"T90G6BXS@D.EM8O3?IO,^:UQ41_)>7R:='P*I=B# M4LIEEF"F)0=[$OL&YX3;]@*A3@6L2XA-!?$O'..4T M>G05&_=[B*

AF#&'FR$(QA!HC0%EYG2<<AA*3V@@T;+B@4C"#-%>.?;6*G@(^ MR3.Y5-G:.L-40*W7$D6H:"H'.D8^U& C_)!\X0|8-N(%SH(XPMUIQ8M!T@*

*M?]5OOH&&^S%*4D@T/\NS.9Z4H!'NIRB-*!RL=G'/+O)fJY9$E+T3.+7WGM6@6 M&8(O3?FO.,N'AKIEV_(DYM#M 3QA5F\U2&>O+K 5?0IS#BPZPH:@5QS0GJ9 M%6_8AP\'?*

_KSG__P$_OP7P=_^,/,[/[]_O6?=8#L_H&I.V]@#-EO7 W;:VO5U MS¥H.=S:1LV0%Y0$@G]Z|Z68/KM),!^OTT|)DGF0]QPEE>D8*+>]5U3VG5D+*

*M+033"?"37*EUS%1W=TL"T90G6BXS@D.EM8O3?IO,^:UQ41_)>7R:=*P*I=B# M4LIEEF"F)0=[$OL&YX3;]@*A3@6L2XA-!?$O'..4T M>G05&_=[B*

AF#&'FR$(QA!HC0%EYG2<<AA*3V@@T;+B@4C"#-%>.?;6*G@(^ MR3.Y5-G:.L-40*W7$D6H:"H'.D8^U& C_)!\X0|8-N(%SH(XPMUIQ8M!T@*

*M?]5OOH&&^S%*4D@T/\NS.9Z4H!'NIRB-*!RL=G'/+O)fJY9$E+T3.+7WGM6@6 M&8(O3?FO.,N'AKIEV_(DYM#M 3QA5F\U2&>O+K <9BI'4)XA;.-L!M&G N_%*

M<;YNL/7;_B@WV-VT6A1(4V!>4"BF1G>?2RéVD'LHBOQ8EL@)R3Y8@ND->ZQ M7B-5=K'O=4A/F3^\;Y;5D=T8@&FO{"2C^]>*@SF@3NSK^:*"JBNUN-T^HRT9*

*M(=>0XUKiNO6<\QLY"7+K3IQ(S>5$5$6BVXY"#?3]HG[."]R.:+82M7$"=NIY? M*L0*T,AYXT$GF - J^_>C/.\X/G1(0('3)R(\N480IE69YA>>'1(--.RZRXQ M0X(DGD03)NVF9UA-*

,I4;7J;AZ.Y$WGP_^J6IY@=W2W&4TK<@6+/+>^3$#0,3 MWBB"D'EU |\^V"\%DH@?W)'1&N6PYC%ZI9V!#%A?J'#7E^0\SO)%-MEN-CWWV,.TV_\%1W^K0D#P,,V{PCS-*

*36)Z#&O$; ZER>6GB 20WWI[E=17B[M M7D|'2_N;;>IFW"'T"G1!0V' AB18TNFE*D*]#<Y[C|BY53>B|[14L:10'#!=!-M[PF(XSV]HFE>?TR0 I[P.T-@>;|_>OVW?;@\V:(%>NN_DKW*

*M'>MI"N)@ZP"A]94)"H(X'5+*1SU42=8 1E58C!\@>WEV7YY1/7XZ SZ>7G9P MYS9W$;#U$9TYY'JG]4X\UX4>M1ZL5@29@=BKF_'9]6NV$!5$+EFT6(AD0H7[*

MBYQ'I6>NCC"6TRM"JO:F1%/L_]>-E*0S?Y5GDTXCS'XB1.H#'&U(D/0N4DEE()89;$;PD$ UWNH:('9@DQ<;84F/D;;C-3O@$9YNUE_2R:44MW")W]!"JA'&@GC%6RFR^TG-*

OZMT8 M3#T^9"BGH/W0%+6C?";,,,W$$U<&V<#NR&!.Q@A:[?W;lQ_8@:$-_,V_\C|+ MTA)A .U^>I8\&^9Y,_WR=YN1SWRD.!2JG7JD#VLBGD?1EZBI?14:""<+!H.*

MP$;Q;W/j.1P9*=",]"JA.@STL8@]7D9,068 M^3)6S)-_G*B7Z KKYD_3^&0+9N9&OJ42R4@F.X7\<(^DS+W!$+O1OS[I=(T!-M[NK4UH7S;]V9+4BP[UD=I_ OJ3!>^OBP,3/$,A

[#;<#&#]:I?:]43=/IMY*G17(G^6R=0Q+C:TAX_! 9".5(/:CD96YG$U9K073;K\? MC2)RI9 +IZ65!*\7/FE$5?*XQ|IK)7$@0)ZJoU9B V7,)07*YNWW>SM@<;,*

*ML[B:X"IQ@R39U?@.IK>9-'*Y MUE4$EW0_@RH=P#?T!WG(K$?$#[Y+],(%OLYAB)ZV-\RRR,8K@W@P=F6RADM- MFVZ=4QI]:V7&BMIT&Z^P[GC1$A3?(R*G\$'I+-*

&CA(A(>"3WCR /D> MQ3&1[W=Z]=!/IIMJC5C]GPC3,S|&K!(!PEDG7VCAF+66'(VI=\UKV46CV_LH'6.]2W$,9TXA((Q*+L9W/7"SRJ,G3,#RD,IQ__*D%.%*

*M.VY"2N=MLPF7]FK+&=5FI00F48-1]"0IV2\HUG$ZTMBRF5I8UPI=]%8Z7 M3TOI8:VAIZ)G|@Mi;6RB.C1;>C)4E(&F3*G*:EWEAEA_)*

4\KD]3R=R+_$IFOQW).]'PD5<7%P<=U!1 MJ3A,#S22-VGR!G<4-!I3PS$YWF ABS5H 2R>&^0PS $K_W,<9CGVB;NQ^KSL M;GO?_D-IJIDIMN_,ZO;,O"NM"8EZM X%B-B (6"?

64W"270#EL3]=:#[ION<(1]+XOJH|\ M4H*?*I)>#=.C{|":F:*>.W7LCKH?O/H_T@LB)O0\93WOUZY 1K.17.HB3_ LR$5AI447_XUX3G43ZY7W;?RX),AD)9+14?NLO#*

*M+X,&*9[&MX/MKO4TFH:_G0["K Y\@n;NTG?D.-[85/RTN8 MD;L=P!J53X &A09I*%O?OFO(/@:_;@lN'_/F(3^G$HRM#_RGD7D MS*CC"Q4 MOMTX*ID%*0=[X&*

[1Q(O[ZVI:]NG0YXEZW\U4YO.;FJ[658W=2?+N%/]>R)W1)(9940X/ 5<'%$AT6\1X5B>.$"%M7 M41?I^HLC|WH3TMR^Y1RQ9H"D9(^HGU_*4/SP #HE?*

;E0HH_D"@G-,#P M<%$P^*:,\G(5W<9I.&)'?):D>T7! 3WA@K_-(U?#%[^)@!RXE@44!#W_+[-MS2I?5;_ZF'?7E+O[^:,9/9NAX^Ff=5]A=5Q=]?K^>*

*[.4F@5)BYNS5@DP$4M8'GZ.V'GW1)L/[SV8WK6PKZ=8G^8^8]N/E);LOR)!*0 MBIU.Y*$XG2%O1D=&ZQFZ#*RAQ,81; ?>+RR7>WQ7V(@BP"1X0!TR4AO5[HPM*

*M4S1=ISXTJOR+SK]DF)4%?=Q*IG.5$]U_WLZ086;E-2\3\@$Z>&G&L/Q'NZ1T]XG:\5;LA^[?.M=6;"Q4*A"A?]

AL[$R!P(#+$>02#&DD8.X&4%4_9XNM(:JX\&WK\TTRPG MU#%+N8$R,YKWOMZ^88L&8IV-2 ,A4=I*?[1.TD$1!2"Y?%>R#EA/'5;51FF

*MJ3/>+08*TC&*XO;@&EED5DR.$2@(Z@FK_81KP%:/C6;_KL"\4X4I\^I4*$ `-M(3)A+,|*;ZR>91&*I]7/JW)0Y!33W\(U6.Z2I=E1 X'C.UP:BQ{;$C!*

*M>DF>SGD^DQ/;QSQ[+,\A$SQ*.QW)22S3P M+I\O!!;5V9Q'AVG<9YFB/=Z(Q7K$D9N2A?0PH0H;@IE!K{] U6,Y1%-(*A2V MQC&$ 1K>%,<0|:/PC"?!*\?OH=0PQEV B%Y9 M-#$7#Q_U;D)#932I01M3T{G%=$<.K %IS4<5$-N1LK!47%;NYYP$R MVYZJG)?!8@SF8E78BGU.^K_]TYU 1U+.!?'\V|H=\;'-Z83EZ[URWW5N M_'SLT#^-J,+^QS+P:MM0ER4L%#%MG=%^+]>D=);4^+O2TUKIZT:TNN/# =?* M[':.}!UX>$U2J,C1Z/S>.MK#5^^%&WCWDAY.@%*#'1S_=H);6)"W//&M7!GF MJ+<3$,RVRH'SL MES#XQ54/#,>QQYO5N^;"4IHIF4P+';&+-U>!2(]HQ-3D/JZ S7-F[-.-V(Z6 M:UJQ=5@1-G5:\Q]QP+S-EFGC?0_$&(T%-L:PH[GXE8KH!R1SW)TB(328PM*

*M<3B&J_VZ0WI#JY=SD->Z +!WPP#BE*4C&C.X=%M9?Z%^^CM#:QR):H9YDA//HHO?F+1G=R%9FE{F$[?*/5M-%1^0$J#0!2)(3RVNET,#_+ MR)RQ!X& 0\%#3-8O.5.GU^5R>$T33'8KOE# A^.IZ=%F6%JE*{JG|K_VSD/#*$P'OAU?5\2TX2_(Y MNIZP-+ ^W1 P0RURY?N>NOG"H9ZA%_S 'WKYPN$5%*V!"$2]*

[N.S$UXDLQ2;NA9_Y3'LD"QN[/H[=6%WQ^8Y,MM#'[$T M7FF:?9%-|*[XX?TZGR_D_ ULXR6SD !!)/N?*A+)%%BLY5Z$*30.5;EZ,_@JUD<*

*M(DMG!_+C>4@ZCCTSSH9V>#LQST5+_>7IMT5"2R!TZ'BQ?]2-AQU%Z==FN>6{ MS2%S$2;5.,0QLG^,#3Z,[Q"A/CVOJQ8VXK&/2[B]DMOD6+XB1TNKYW&?3+N-MALXPX=\MG0f/NV3<]60'9_-=59'O3=IBO<.K %IS4<5$-N1LK!47%;NYYP$R MVYZJG)?!2+(tG'IWI2)%@>8R&GV!Y0)}352(t3;&*LE Q.:LO0BZYUUS M8W"BF#B)B_XV^L8+H/25OR'GT$4R3^@PWZV!0DQIQ+1*BI&? MH5*.M&+.9V7T'H*UX]T3BSH$(7(5XP=Q)H@>]2P1N NV2P\4AV*_WZGR8$WY7=F;" &$'(V!*

*M.)B*8+F%&4K7"GRBO6:(XT(OP&Q6C(OZU!-+F0/1WV:7";(_NM2=QI-I?*H2 M;XF-MP1NT*UC98VHA]L@$NA&U5A,#89,I"&":KZ!JW=LSP!OJ$8^2Q[X,?8I MRB?WZ[X.4H$\!1Z,,I/G7*&Q)QLMV82KUT+36NUN5[&*^Q__/VS=MW\:!$I+ ^Y/L/,T=NW^%_=4#"J MV!XAQRTVGC&O^S?-,?Y7(=!Y'&FE=U'81R4KE^_EQ\"TEID"_R7_C+FAOSPSO\ MJ,-(;A$+>(*

(!EHR\"-;O;$K1M*+J2/N%/.#G:(X!X+ "]&9O!!'+/|(*IK?7\ M9F0[:#K?$TJ[T_QFC&%ZS#^9K"9_1">.\52J*S4*D_$HA]4,?9D:>'>YC3W9*

*M0.U!3[7N@>%TC$@/N/NDQ9YLL"9\;^:-]O_3N-F'@FA_38|;)!0'M,"IUQ_ ML0/5\1&KX[\"8D=K+7/+1!+4Q0=KO/-$' &5]*XA+^;E!7O(^ -B/?Q.%9_XU M.SWIFL>*

<#I7N=>@5TDNBN_EL<($IL0D,.7U8"I)@D4P"'QAOAGV_&$6.O!N)FN901B-PG 87+"/*0^,6_(KAM9RsCG58^(;/,"NGROTP?>Y-M+E0<@<<#2#2QU!+932 LIGM QX.I5K.<*

M /U2GRR[[=#GW.5\64E"@8")X\$9(D8G"WT?:(!8!,VK/98=";.0/XJ*ZQNQMZV_*P]&\S*$?G+H."H)]-A5;/8UL)5T>FCZ.FWI,2DIVT#*

MG'7F"4@BII+]U\V=X&\XY/P"M4^H,+7N"!S+GT+,-R"28A;8 @S*=VFA^(N MO*2C$(7=_4%[:FN%L1'3WUN\Z3XRN91&JDX)G06>PC"==$3//$S?+,;] 19*

*MH2QB6.""*J[Y0D03/LZ/X2-QGIY54#[4 V'6PHS$[C),:*&Q(*HWP=&)6R* MXPT7N7! 6X,@_Q;P3-6@CVO09P,'W?!%;7/'O3>B.HUR",$5T@28_]$+#9XB*

M"7L%&>BOX6Y3;LE@L&@_A)G$+!? S(77LL)0U!MW\:!$I+ ^Y/L/,T=NW^%_=4#"J MV!XAQRTVGC&O^S?-,?Y7(=!Y'&FE=U'81R4KE^_EQ\"TEID"_R7_C+FAOSPSO\ MJ,-(;A$+>(

M5(I\/P"DXD!C=H69;-UMOG^*L_B:M)/(Q@G2^. U0-[]2WO@Q&$BW[CNLYM9AGG MN=^RFBT% D\O@VX)N=K6{4DPM6Z%N>T1X<,%3TWU)9.! LPH;A.(T#,>WT*

*M=4^L*7\]F$".OJZ8-C2]"/BDT?13B0USC\XI7W=%#RN7^%\O6W4&N_]5:P>H MA07XJ>FUML3&"\.L3SLP57-1 I,Y65WS]3'/ MX(1.[_3+TX96Z!%F($^UI*

7">5Y(C%1H;.:>.;1309,+A,1\F^+7Q@IQH|\< M^M\!HVP!^5^7O,3$%ZO.RQ@ $]7E#IV7{.CV&P_@_M_JN"_ZN2=^ST025W=73HC3R& E625R\" /B 1!K:<

*MBL=U3\MS)"61"63[!;'=[1:D>_YKQ%68Y.O)8XD>PA <[FGK!N>(\&+'4_Z9C MG B)XF-47-6|AWH)]2IQRQ&N327Q6OVK2A8A>&[[!*7[(*I=DQ3*C-2@<5^*MGM<-*

BW47XJXMR2\@T /)=5WN2]WGW(2-]EY_ MT5 =!8TP-7-_=6[U]NW^N:@>IFE\TQ,_E&^O,S@^8T$[9!.4Y[/E1^D2AVS MS#35[$F4B"7]D@EYQ@IXS/<#<.7

CPG,>B"F1U;9"C"A\&8&LU_?#P3\N0F MKX)'2_8%\BF24W0*\"#SCL4+*K?QCG9%\X5C(67#[2]6]B5-*'H^ 13,& MPK!.Y9=*#'H^ 13,& MPK!.Y9=*#'H^ 13,& MPK!.Y9=*#

K1A@:QF7]L_($F!9(%J!YB5$U8&Q#M#EWY;&@"!Vf.4:>/T)H6N|O D$'-M66RAO/0P*!FTSNT+!9,T%"T9I.R)8 XR3]280/P;<1%ZPFI-2$!",J,@N\U_M9,2L_1O,
(^T1)=0TXWCN.B\&ZC)!C1UD*(\$0?3#';/@W>&U"\A]@]HPYHEN MX42OI&WDD23^;8@!B+!'HBT!(D3[G*XfQ.),78SUKL$.6&N<&<<)WA,WD M/(7:@SVG,$_VM70O3(!4
MNVKXH+K$+!UA?E-5[BK;.8)?RQW!*4,U$Z)X5;GOE1>%'T$YUG>81JR+OXUK MC6IX(@<+"L0-[N9DBXJ,\8#-G\-/"N;5P=+_#^^[6CUQSH$)!>(<&+!FF589I M4=.
(YM%G](A)OHUHR;+::>0!NHA E[^-[X[?%OLN\XW&K8,Y9=Y[\=;Q?7S_MM S<=@5Z$1P(]E"W7_V2[^;H1!$A&%&=G3!0"S_MMMBC5DIL,K-R<*?\V&RM/?^>
MIOF%4693I+"=,]4Y.0BJ(.7.ML0YSA8Z I]+WM:>FC;19OE/?Z%/L"E:3CP*Q.5IK-R^))["T,,! ++]F MP\M2),I8FH> &N\(2=V>\@\5&R;UF@H&&EHK?
@PI^=46SMRQ=!2(S65M$1R? M1I_$97],&MM,"TECC;2L(RWNHC)P*O,"X3]2)\(Z>(/]MXCDR.U"Z%!G"DQ
MT)' UROTS:X>I%=FXP\U2!';U3(Q"!35RG<>CGYX0BHC7(2SM!5S=="JJ M.;;;BT$!_;K#7*%\$ H7-O(A[9XM$!DTVK/F!CQ4MNJ:G*/P78EE$^%#F%U_K M]+
(RM_)V!"60<6$;*!SB0/0. B:%R M@=,#LL=P$-LM70^%0UfTXG&!S5]^AA5=5K"VZAQ-&I=B(O1BLC=]J2"?OWG' M#OL8YVO,HX]+MKGOONG%41P"@L!)
':2!S"34&R^Q,Z&!+(>0G)YF9OMB08C M./[\"B:(3_A,-BA/U.%(>;9X0*UO9Y@WK%$]HTJDY)X(#<5[.]#6F2:\)\EVF M1/!@06QD0,T>ONP_>#(O[""><"B\!UES=)N7Z1[TF
+%E*JQEMD5Q:RDF((@M M%-$$),;;D]#> @&Q[+K#0&#,9H"!6#[U?A('#XKB+*I#R &YT" V4Z^9T;&R MYW4 W#6)'!-
T3_A8X.)+$!6_WCJQ%PM/4>L7@$!99>7ARXCRDJ/19P&Q>5K7 MBABGY#OD@(+81IX(1&!A?EQ.!PC$TIOB+KEY\$GX&9M$,2>N#M.:!LB'-G\HRP"24I;TLPN@89GF'O)+'
M F @YU%U;J^'\M^>ZI_PRRZJC@:QV4YM0+XNQ0$%L8UF4TSR7#&UP0X4B,73 M&'.BH@H7WX4R?_&Q>DU-.5E[#^22Y>56Q?4[PAK<_BTI.R00+RV')PR>CY?VV8E_)(0$;-
]Z_D^+4RQ1=X[B2D0 M]4/H.85YRM@D88!4+;.B8 !,(7S_E<0^;FOAD4X5'OEZBIGAD46)}3+|GD8M MO[PY0=8U.5Z0[!3WB0Z7":F?
NJBYX)>#N"Q4GJ@6YGWCLG@5GGE;N\;G\AO|X MXI[YL8I(4)\;[%XV_]Q3LW8Y_ENO%HM.->@SV 09]6LK"8IT,B!!;*1(K7_M,0P.F!DE^/!^C"Y;GZ6@O=3Z*?
L]N[*@T%L=>$E)9>KRH MKA87',1VF'15EMO@>UM5QD%0RVDX"=NUTOP4Q&E0J;!FJN/3%1L2Q"9,)$]^
M+81:A1M2!P>QG9L\7<[Q296DAR!_6"4=E^6CS(O'>7=OY0P<=D]O_=Q]W!=_M\X.@AB\.5O8IQR:I@%4*I&S5P3"""* \ROS5:[_@+_M^O"V/!+M0(
@LL*#@9^G9W3,Q(K,7>!VZ\^_M9.I8$!MMNN':[_\=Y>NN4S2M$>_[[^S+X81=+"_BC ;!LL2H?+T#;,.X% M(]?-7"9_<-%B+NLY8XZ$52WQ6^>);[;H3B&%,T?
K3^Z1T7H=N)K^!# MD$=9,0 M5]\[NG,2AR%9R&!!D%W34_A4,,"\CG1L;>TTQL6/DS^>T6?N@ M4R/G@E\+ KVE>S2W- LE'"XPB*W@UR\B L<=ROY]"),T:))&VM+TD'F,_W#
MZG[)&)B#;^X'YV)W04"<2+-.)]] QH(SCW=O *BS1S(SR.# 4N5Y09SP5U+?.M.8Q5YJ/3,;IZ+BS.US//^T M\0Y"YWS=/>;!@2-#"Z2)0W$^(RG2(0&ZTM]-PA$,\[6Q87CY)'TL":3.
(5$> M10*/=#"(K69,D<-EN4 @EOYP.#I>E"GL,8&*XRN7# &Q+1W= 42RI\[YS;|* M)"TD2]_EUMEK H XXZ9ZG+--+HDQR(CQXT&'L'-LJ9I*:T19$\Hj.?)N-<(AY MLKIU3F%ZB[
JL(WYX264.87G|5SHY+QU%4D0^?+6MKF|/$S2N-O)6<0H29 M,*)0ASQ63C _%GWKOBWB%(7X;=OG'I"MH#G_?
3%&%L/5M1[+O2*!"G=^/[5'W("X2+*D(R(4%L0F@;%WT|\U4:" MV&3AEW\)6"6%%)5E>#2L&&(SECV9T^HFV*RZ_M3]T6)M0B1:YDJ2I?UB+6MR??
HONK6\,J88C8(&N5!FD!M)>0AABI]U([=VKS M:&H*4W$E3677CA_AJSH0!)E+WU\AN:N/AK'9*H*K*,$M-(6*X,T3:&_EF^;9
M,/YG)QV'N1?#*X("KC4L+0[K?DEC=GGE\AOTQUEP=LGHPW21BA_9Z1C\3X MV/QRN4U"NYYD'B0\EE'>R@9'4D6<+"OR2[B5U%A'(@-,A@<7U/G H/8RO)P],,3B?
*A!80XR)/1SEA^>9<6S$#'25X% 8RTOYLF)UA&JF5D(=%%>BAE7)A\&8GM- MT;S>BC1;<>6RDIM71:-!;'-P 2+3PK$.1RM&WZ18H\(G6JU9DQM/)<;,PK,SR1L?
FI?;'G_YLOS?'U 0G7Y(7WD!HUT8XSAN MB%!4=& 7T>/!@;A/9\F$BBF0NK_#/,EF$6B55KWYYAQY\1<"6!@40&S86419 M5;M$]$:(!I@_&VGUOQ_3 .FN"'B?$\19EYZ'A^"8)O$**
[_^GQ2]HG3!06PG MBP@O/, L$A95#;5Z2_Z,_@ M H2IDXG^N4A KO-HI[.\T?X&REC)9,0P2-;94 M]I#M3!V/C\3)U-,\/@A)UA.9RO5)MD7F=;?.A3%;]Z1+2FU/@9QLL2)0/Y/
MW"COCI_YC?!;YVU))S?!0=:['>+W M)+W<"D @_3/"A. 0N>G&/7B!1V0+8M;*^XWQ7RRE@2"V6!@I%MB I[_)6Z= MX++=FTN(76BPN_I!G>.NR:\+DN<'80Z<"
<9)EK0)Y,",'U/QIWJ7!MS!T>;D8 MS8_-+_%X_MY MW\!CTJC7>;!"D^B.6"(GM[3GUA;5467 @-E"6+,RMB5D:@8>U:Y(00;A:LZ0A MJ2-=/,0O846*I#J,@$>.\#7&;VMEGGPB
:W9V[9(7[WM4/(4)VXV@,@8$7:Q0 MDA"'5B9C\@F;!0=B XR)@Y4HS$$$#V)#U#Q1)_E'PD3$,06;K;,K.P\]YX<=,&Z.FN4$@2J*2#]#BS8L'MX7'V'I27G6VX$!
M<1XM@:3I[5^G29Q@-IZ;#;>LT^DU 8@M5](8<;Z]X.^Z]SY(9PDLA;'#2?CP M(#;4R;?C\'DSH\44QX+8*$?Q*>O\G*4^"68!L7E>TBBEPRJD:,W#?\#[.!8-
M8P@D.K"C@LZ=$P1B2 78F!3BP?R&%,S%1XCEG+ #/TBI M 0%CT6]8&\$4(.H^AK'<,LSKN29;UGL[WIX.G\CCQ7I,! (%]09H1"O%K#%+ M@Z4,V*$H8K,0U;'U%#^=[+R9IC-
03=H_ UG@6A8 @SJJJ.T8L"3U>>J6! M(:,8!$VFE!1$^;(H!"P[$!LK M5IZH:+)77$HBGWRV)SB5GL,-Z_@$+=0#P2$5 M-9^)OS&E'0W"*H W21)YKVF",V/#&C.4I>%)F!0#93912B-
0U86"L?CRW5XX M473"DB -KR&'L8P3J"(M RZB3/IL'8IY>5>M'X!A*L0(3)]1+.E,.QK&+AQ M6*GZ##]7C !!!X4J7 8>|_M.PJ_%L1&,H+$6*R(^%?7KM?)@E$3(LP MZW9?
>GY&E9:)S1/P/YV#)NYG$D/(&T 185]IP"Q+8S_VI<.%AK MK@+^ R0; V)CW8*2O.+,;QPL@C=_T],:).0$N=%V#>(X. K"2X72-;-Y)/V8 M^LQTH'P?
&SQV$(HTS0OB6M1RS_G&X0X0B*4W%3*A/_!-4^BW++#JQ_"]34/2 MT-AS)C./BB\HVJ.H+,W)V2,3"@0YBAX,D>-391R(#1:='(GHR2R]V@ P3U#/-MSNNK]Q*E,8^6V@-@L)PG"
[52A&Z2AI&*R:15!H+88]WNG99B,(IF/LU?!@*5 MM3QOO@2S;A0^Q^<<'1W/S7U$@O4S 8'H\C79]!-=Q=:,C12/,8OPD^D-+Y/+]N7 M<%@&17 @:..0.96$=+]Y'#??
XM^*#S*G)5IF4AH+8)GW?RD2KHKTX?2RP+,U] M$,DC0&SJ&>WSH.HP*(I75;6M:C_R&Y;VG,+\G2/B&$ESOT!L2S7ZBHGZ.P M/0KCD7M.8?[N$++]NF/)TW<.GYA>[*2O+D*
(RM7YGM6:8=RGZXIPZ-BM^Z7@= MDQK7*A;A.];5&(39^1#$3:MfMA^P3$?B2-.[#.&RQBBJ8XUN%'ULWWY]N/^Z MJ>^@_":
(,RAP5;24KF113LMIOL0P<"H0:*@R@JCB46L_4'I;G\(L6&_XD61-MS\/OUC+ ,DC7ZZYK3A"(J1>;]DJC\5HR\]%,(:T[RS&KXZR^]K%Q5MX,6?\% M.9%"9'L)!@+:,&94C&@GT3%
(*U[NO<787;M$NC% M#;;>[LHZF]%SF9=61*4E MSZEEHVE>$)12Q%[>X[<;[1U_@Y(D:V$D#-5D@(/B#ML.6*Q:W7)8C "Q*8;E M#LM@R3\M]9EH0@074=D2WGCQ
BAC8>_H-56\6:,X$TJ6@FU?)=Y;G!S#'T_M%-DF.A @3G^%,9FUK:DNFR"/1P .8CO=>HG4J%:O73WSN>CRF)5=C#>A[W9NH00>Q-D5*\+/!+&B"7R@;$@0
MFV"4LF&P>J$QK=\,(#8!7H-2VH,T!MH]M>?B0!Q5!<1_#5P4^,>6:UX$!V(# M[8]/PJZ+'%CS_/OK$;\$.8RR&)XR/0>"L,]"(QV[$H_$4ZY8WW75?6)=E=DS/,.MN&TB3Q0O[%
<6E'YU#U G"\8\&3V07#;B?L[>PZX'FP\%@JBJ,,^?O>2MM[/&#)>8N(4MNIYE3P =;N>TX! M8MM/41X34@M(PX===FT2/C38S8B[N(E'F,>8F2Q ,DLN'/#BH=EP($[E)R>B
M,65EI7T;2OD8)D^11ZHUW*([4C)VTA0[;+W)""VSHV1^QR%;!XB'@%B4RT' MP/HU<3_RS@>%3:P\E?&9U&706%Y.3%?QN'3F,^?MPZ63AZ"US2*>7V;%"M$9-
6CC>G4F6BP/ M*.IC4L+O[K?DC=CBG*#Q?DE S;]-[-K6->|*0 M\#,,GL3X'=[@V^:2&^(_MG4R>QH<@;DZM5ALIALQC[P@\T0FB(@UQRH?5Z5'.P?:#'H"\RC[&OPK?F,
MW7M1G-PYI_7N2QA0!G((,<,_T:+!6fJM.D&L/"R=N"3R G\6XATC_QW10=T> M*>-\C7GT_>!$Q"Z%+3YWL=BL5@L.X7#@0-QXG7E8BIJ;F_I\%&.Z-'XC"*1V M#&T/
18'!UZY*5PW>0>8*7U"P96BU&S[0@3KYRB'X.0S?,&K2B9LYX7'L^ M;T^;]'CT/13QWMKS9@2!%'9!XK(';!5BP=J_\F#SU^/&Q".%-J@!9F M'S8A0"RZ,K9@U[?0EJ>
,D];6&6NK<$?&:

58MPR_M{(4=45Q-J4_U4!(^U"L_M6W%@!5U]K=@'IVZ/K3B4WZ,<$&I%.O1_M%\;A6S8?@!;-@Q65;3-2>RH@O2/!K<#M6';B,MSN9T:0)9QAE/=-

*M(07)DDX2%PF#&I(QH17_4!G&19^]CCX\;=SJ5]PZK]G4F<-(;ALW3_F>UI"G2.QVF[*J27XO*0A1Y(1J[4E_M&%R,]^6O:C&25O13TV]X4OB$))\'<;ESVY_M],ME'Z7(OS8=P:0<;)*

*[M>;V_,JR/B@GGS;_MQ0>T-BB%BVB|E#NX4?C4T7Q!4Z.RE\Z.AK)Z"+O/B8MQ\,H4,,_ST*ZQLK.MH_M[P1Y;M2CT]3$;@(7WW>/1(`7OOY3B=VK;%!8W^*

B#.+0|IRB88$1)6Z6I\U/%+_M^XNL_XF>N8U5?3EK^14>0_SOO7Y4IH8NT?P8_25I,.]<2O^Q7"XQUS0{H\;Z_M3(7)4CM+_U^7X6RXS,%8UGK%IYQOM2,R-A5_,,9DO^/

PJ70.IE0U:R0;RUC)_MP,E@,_R5(ZWS@:&8F_IM?\;_^,:7:>A'6]^0[05/[,NN"]\N\G&2R1Y<>'/R_M1+=.B50V$_V!<6VE!]-XNX4HL.QF4KOXE;V[V9HE=Z\%I+DJ?C;*

*[>K(0*FM=G)LCAS=<#;]Y_M*G7E5G6TV;NG?%Q=[Z8"8]9^':M-2]I"7,<3QJD$EEM^#+T@^0G_0C0*R1O8_M=Q9C]YNS4/4KWF,"&"_LP_.NW_T^2)OZJ6^]QO7F'-*

*=QXF1WE0<-XV**#Z)^_]BfGOIEJZ&%[1V9<\M=Q_*5[+/#/#ZQJA?WEY3P+C1_M_PY7*3#3RKO?>FB7AZ,?GA"ZQ2-W7A(3_R\18L2].$PJQ/7U$$MT"*

*]I@"@._\XUD;Z6R^,67;)L^BI%^?CV@S%Y<*5GW'1",-M_M+QN+DEU?X1_8S[+"X733>WE(L/)&DGC&)Y0%?5[7Q5PZ4>_%^W+U;CL6#]R<*

MP:JU(]E]B@L/SXS!#]1A=^+OW;)KF_=B/SE1V7]SV>?&6!<8-5#;%9[Z8$GRZXV20?R2IO\@C8WV*.@ZUV;#"S8B+)4 MW&\.DVJO?)D*BF^?26#<_D&'W-)_>Z%NZMR@VO0&*

[0E:'H)=&\TN;\4Z^U+D_MZW\&1])@)}A+KCH7W-BM;J](_2JKC(1Q?V6'U@DHH(/B^YG^AJC?Z=%IN7[_M6|<5YM%[=GOO7/SGQ*?2]ZY.CYQS%_M_JAA''Y!&G,=]DWG$'OV8%*

<0Q.6-3RG6"$';JT4_;?ON(,>RP,-GOY_MQ$P]M&A%^]31#D>1NB_7M.SZ'L\7TI%L?CJG\G1NMF_(34E-G+R>>;N.3UN_M*>/O-\G4F4Q/E-HC]@L2[Z^1K50'7;+,V@9O3[7?*

*7K(^CI+;HSB-,6\6~-MAQ=S]L6#-K]6F[!!F%&@2^U?R+T5:8'R"WX8D*WX?2#;8?S[-R:";) S0 MDE[$11AAV8:NY0LZO<**HM78Y/*3CN.MK<(-.0'1VL2K"/BJLY_]3-I=0%)?*

29(YY>7MT=!}_3C/;^T>*<8BB .MR M;QDW>PBV?*XG @= 8]55?G"QT./M/.3F[;+R)IO-MEGXL_2 [WT_.5W/MV@^.MR&7PCH(>[Y<07O?;FAX.3G0BF,-?*

*FB(BN)8%'6^2)//>TX1B)VP+.L)2#%KF MA<0CG]+PGGBH.XY]&5GVG06&XCA4[*_KB%Q)>@QET =DVCM;!BJK@(B%7@OQ MJ&B44"5,"S'81TIGW>8!1&T+ED7**

*)M.=\C<5CA%E.7RDD.*Y6-K<2:YPP+T M3OVNZA1L>G/5.7QND) fG!%J4@POY]2$A64)DQ3KGE8@:22%ID;>.1J_I_UR M:I0HC(%2<)39EVGY-*

*DOD6/S35'VOS&*KU^AKO63)53V+)0UUE8RS&<ALR2 MR]=;@=*XZ/NE.MEW#[}YB4G;X]5&,V)RI;W8 MOBB06I]+_4ZZOV#8M8&I(+4GVY M^05XI41NA68I*5"L*

*[}9(8/*Z6WPI;R(=R'6^=[PH^VO6F;QI"W>C_._P"]_&?L.Q1Y[YCDWE\&"9W M*/;V_=G)3?P#>\WP+?GLPXW37^"'7>IE&$3YH&OO>D(1W? 0!5 M3Y&W1<|>_%OM.O3$A,(4*

"KV]2UUKYGI3UI,/A/!1I^*28,N9[":\/@2KO%PY_OX\5650VH;D&HV_\QB,6Y=2U M;#Y$U+S&BWW534?J4M&KF]M'.,1H]Y3JL7U&+CHZI@GIP3^=O--R=RUIDG@>-D

"N.+4$SH]M%B|&JUOT#N MB#.."HK=/2)WJ)\W\8+_@WJF9DO'&+M(CR&U%"W&^]\W&K;XITV"149) _.D MQ'O'PH>2?#=H#@;B,,GNFF>,7HJO@*9?T0\&9DXX7\V\fl*

[VM+R\Z(^&$R:8$D MRQSEHOUH7P._+ JEN4'1NYV'V7JA3C.]O@Z$[:9=[MYWH!<|;K,,.=%I&1K=B?3=M3)5@=DBPC?%O9?K2"LN=\;N.OTGET;F&6M^2Y MDBM9TX]'T]

VS]/R9A3W0/&Y^N3T8P3UBP$:U=KI1Q".0NO:E>2I1R*V"%_= MCM'7Z-RZ^K(1-8)NK8V$&V]I578_37K7%>TW&PQAK4_/Z<%XF]I_6ZEC[35> M=8OZUE;$3?

*AS8YFWI^I7>0.HW/ 8 1G=Z}=@$!{^$*W@>TULH/K;V-,*!.M M=5,YO.4?ZA^U?O-9FS[1!S'%]+WUB&'FW^.CY>I2AHQI>&;8#PBO5HH#[V+ M5ECY^V!2U[6>M*

50"Y)UL(2IE^(YI['BC>MZ&09J/. .)8[G7YFH5/$_57^J5?YEA9$-G,?9X+D(?+YTZ;=Y1;=7"W4D&&=M.WGR65%Q \2K,#=I*

M2G:POY<>>>]$>K\]53^_X/4(XI?/FM*D2%1,BS"NF0FJ=-'%QE-06C7^K%HQ_M^,7.,]=8VR05!9A+E@"/$$;9W]-E2\(O&;"71B!F$)1A)_0Y/3H"%CDS 6[

MZ$+QVYU&V50"K7.8+ M:4BP!?$8TTW@A4RO"-.9<2R_WX?L?7.1CS)_]{@#_(K?2Y(/&45I7\M*7Bl;_RIM;4>*

*XU1/-5N:F9@(>ES@#53UGU*j/C)3_>DUA6F@YM7)PB#5CHE M_S+T&F\.\7-K=KG!]BD*W73;L:!+3;.|<7/FH.SR3:.C?I 8*'3KB M_/+F12Y1)'D26*:,,#"<-@.MZ75?CLQ"/?*

5$&!U&[99OC&$;GBH6U0S,C826 MKM%WTHYKF069X:G\7:JQ*1DZ*W?M=[L;^J84|(S-X)-FM;.'9;PNN9.2 M97G2S$J/V9H@M(|%>-*

(H5;,BES38S0K!^9TFH%YU>$Y1M2L\3^.U,G+27C?QU?:A;I2=/.MH$"A.O=OV.RG2F$J%OA"-G+DIT6;53P1%B139'M^JE>]*&Q+FF1#"_L7*JQ:S.$Q^ZKK;IXFD03?

*%]!6,D1UTYFGC"V1@UC*X6 M55(Y9(Q*0U>/+;94FZ/J+S.JZBZXL]SG.4K_J-4;BIL8.QO,\;"_6&')E_M'Q69UY=M7&lF'K^1JC?X'I)7\]WQJ?)^C8G' N<$QC!W_ M.K^IY3@J3C-*

GFPSNFA8APEM)I)DK[KS1.I)4!A$,,%K8I,5KO@R,N M020<8VPKA-^2F$O\VF,&\A#'A=&Y%^ES)S18%#A8;O@;Q$6V]G8=<;ND;/NQ%E_P4A??D^6;BE0%@ M_-6]"2$;A(52S*

/[4]79H)Y_H93 WW\^W0G!,%B$A6"]4$,X=]4%V*B\Q)DV;#0;I&,CNC<(A9&UNZQ;H* MIG8B!&5*((K>1;0D&V6XS%AC>4+VQ8>'1%HRC]]@=_2=S5Q;=/2;/ 3D/,AM*

*MYY;!DX+KSH'WT3L*GD/(E"DMJ8\UDF4+O;R1L7 5/&C- M=Y;\ 0/M7B 0:--@(&4>%A)>R[\)2HF'/$H2#R_L(TI7"#Q-O*MTEL6#9#.*

MHYF^ZNWH:XO@TY=X@$$6FUD$5/@0&],DU<@:<'%6#+XGB>//%L^MV9)7"TOUX M2#>^:8N*V\:H(@$HZWV;?=I#7A\P^8B\(4O+P4)&F=H@P-1Q 4DQP T3FM] MS!VE"*

[YRZ-?)B7H&-5I7E+YNBA7\QCA78] M;$ZB28QOMG9]2(":Y^917Y3-9;(3\PW&ZFOQ"*M?T,'?H+L?1'}67SD5J4]Q MR? ILICO2-|$B6QD^WDFAG)\L?%Y?

*G8!\GI=]>\A%GR'9M*I7>/2YL%ZIB3 M0"3!KLH]8]Q2;M>TQ@G$KKX8:%0>$1)9E1<<5_@-7'PP@6'$!AJO MV2!^3Q4W?4(/ MV85R5066]H6-*

0,>:Q6RB&54:C\3OVB*L6%3QHQ>V<2ZV/6@],,:#0 M"E*3YGTT["Q>N*(5])+DK<]5C;6;R=5M E,O]*IJ-U<)X)TZKE2-NY+ 1RN*.M/VO0 V1!R+,B42+<2]*@K<@U F1;SN?*

M_]75\9P>./4^S$,Y7GZ\TO&P#2X^]R?!RIU-IHVTG1&:O9VXDZ]Q8@&!L#-.M01H#=Y.D3FE QM2[M_2E0GF2V!@8FR3ML43,]7>VZ4MNJBE\8^!MDD0G"KB8*

M>I,@#68&88KE6/&;R8\!$@FPOTE/I"FE/2\,K&,B=%&&JG5*.QN]MH/1LY+'.M0#(X6KV\4>4R%RX^ZP+-.^*3LR!3NL#6U-Q_]"7*/LG9!0ZGJ330(&#R,K\+*

*M!&HU,$ZOJ]$F/1RW!M*O*WCSQ!TV8-NPIHZ.S-!,#-KZ*WB M"!]IG4=H_@:_6DF\H<>34T[_UU)T"ACPU>V=F&SD #)XASFM]8JRU-M L^V\]EV?2O7O2M<(-*

*]O+!\DO8V!OP@D"-[Z?%-^]KV3TPMJ4OS6P'F>T@LQUD MMH/,=I#9#@+?#J*5D-*(B#D9Y#IYXV8!C?REH'SYG_W9)%!+*?@Q#+9ULKX 6MG?.WZW^G/O??,#E#RC! ^A=21>?*

*6^? M23NL6VIL+9,@T^Z.+\SO.I\,F%2K;P6"6OLN9Q(S>Y>;-EZ.5>_P*GI(/C=XT.X MX1 QS58?[Y4XQJ_94G8\9MTY'1_3ZJY%%[|-_;+:)S:.D,S92=G:,96#U_?16+*

M0MH6XWE3M&(J3@)IL[-MR]2E:;;5#[7UUFN.OS/ID_'(7@NH3BFC%]ELG]K;] MKS=[FFO8\)WGITF?MGRRB6#(V;.-$4BWYU(FL-5ZHR!&S/;.V8XXVQ$G^%S, M=L1!;T9+)))X-

*@Z -@[*0UI?H)(K G/QR'AI+|>)RV2R #=6UGV!#;6H?T;A/G*.;Z25"L;>*X;5]Q_+EHSV[44PC5UB M6&,J_6^\[8LP2/#E0L'60U@H>70H(?&MX.(Q0+;2+TEH>|2.,+:.3$0I]?O6*

M\9U@BS9O")$$RNI^5YP!XQ_<QCQ_\DQOE/XJ8WM16#H_DC+Q6(>[RD6 M>6N]>T7O:.DW57H>RY)B%CB!9&\ .XE%0!KMH^^-N8; .1?3IA6A2PF0M]*

*MN3'D]EKJHW,0\[*ALVFFZ7\Z!^?>0[[+)^PVB.Y,102K5?AMX42O8;)L:!(MMBRX:,(!)LF#1,)$\]N?M,1WV'<6&+=AX3MQ[.V\K-Z\.MTSQ\'8T@^8X+$J ML9W%\M(ZR3_")*

[&Y/Y"'^/8<(^*";5Z!]?MWL!:VMAF@C\>0T,,;*N]OH/XF M-49 VX;PVHC'F)/AB4,.U3CROA^\P"-<*<'-[?+CB((8":^#VE(@8W*#)] 0$ M)QME7(IF,.=<4"BW9 1QLF/OF!N-**

(/0)P(VS"!^_$@*8.63G+^C#VX82>;D! M9*YA911N$7+C^R@\U(R@E;N-6U89:3NZMFD85*]<=(MVT'8$ONO+$X.J-O7 M1'64<7JEO(DQ8O(C&XW6#PKPD@.N=QE+7!);*

<^R] ^FB%7VV5EU#?EUT;\O1B M1S>-UZY2+G8MA[8+A3;H'2\"/W>+L'/"?48:.Z[&,F(>=VY#&0_56WYXB7#% M#$'SWD,E/Q!Q&T]\+U./+5'RW-3=]T+_R-2Q=6&O2DF??

$*>*L,5'"YEN$G=_M"6)%!-UE?2U!C#8X3!E4I7Z[TM[,@VK"#7,[U4U3T7NV5LP>40ET[]#E_L_M'9OJG>_M;^)RT/,\,E80O$)(3A5WVG0:68$?!0>4X/*W'3U3O|)*]JZ&OJ/F*

M3;'U!3=3UQNOV:14R4Y%6]7H>,)E)VIXL>@4ZU\,*0^J1GYVFT:EU9BIY[> MI$V[$GD_K7C\A^I-#-&@M4D&4?7XS]UU!GF%$HQ"V.CL6TE"\"AT: MU'3O!?A"X\OYC+;*

(>R<2O>V1^OD%KT>0^'C6E,80T5R+,.7"7\1HGO&<S=Z M1_]G=P(<'LB2R&M/^D'G"NC-.RB&VE\/??>L'T+#-&V]_OP_<_4(*-3ME* M\U^JA>9_^/7KIK6VV@?*

&Z)8V(EZ$AX.7&>"$E,1!UIQ=)\2V?3)3_=[?.&) M1/#]!&'0:AO.3U/L-=XH5(AIO, M.F6OJR-?=I-,90/-I<,?CHX795;%-E%YW+19V2@HV?US*0_CI3PR60U58HZX MF*

T7W.R;^(BUTTR?#/:%\5U>BD1IZ$5%)'Q9<\F'?0QL&###RB. >,T&-+?QK MX!Q"S O_@UQJ5%@X1P^+(^3W%8KC9^03K]M=;D#(R.+%^4#Q\H-$!2R0AU>S M7WEX-

*_06YR3#V?M8WW911TJ1N=\?'#XF40KF@FF7/K$\WY.W?,.YNB&5NC>Z]-M*$[NG--Z]#4,DC=",;'KX9>=N*_OPV@1I2[\"IP?_^$0L1R_?D/^.*Q+-M4Z*

MOZ'#6GE8FG'!G!E!A.FC;^.3685#PZR:]XDE,5(!NPAYSNXV.^EL0--8%Q"T MG@.0?H'IW5=W8BR&(?X&T/O7<_Z2KX"#@9PKCD\(@B^ZI'FSH)@O1-YE//H): M

06<%U&'ZZ'N%F1,>,2M37#5!0'=/B/F4D*96)!)OXK;A\8K=!&6O2SY1O M!^9D=G]V\SZ9A=T*W*G;XQN1:S*#MQ6XFRL.],&6R)U?1O/?UFTS4?'QI69:*

MMP)W?;VGABK+@<&;)-ZC0 _#WS%IM@X3CHWD*@Y39VC#Y,=1O/I6)$G/I3% MJ2FF4RT1HP;EG12??(3=8_"}-7 MX4BP{KO\G$NKDO8ZV=H(XB2XXT?(S%*

[4G1VGO=FZGGOAH6;D3+<)T7^D=D M:1(O0:N2L!DK4I6-XSFV)#WYLH@610%=+BMY1G>-O+^W) M\A9P8Q1A9QS @

M"OIZ1_]"#9UP8PP!3:7L<([]H0F%A>SPIFBA!T6N[3"'':$'09?ML+8K$8ZK1= MJ_WN^PPS =H37_S5X:9+,'KM1:1! !#]01WU>*)X?4,)C;6^2CTD#/;$41:U*

MCBLGI@>AFR4.9&(NI#;TP+?N7T88" =*Y2R=QZ%+4SB7*:JAU9\GI:A11.1 [*74 MSM-5QR?G;,"<+ <\)ZM./,&X$<^_7%-5?,8SM=U!C=(/Y^?$3KCSGU?.Q*

M"K+N,8AT9'X(O,0C=:,CM,U.V/ AX TBR1%SZ]2EZ3[C6L;lE!,4@\0DJ@C M"@.!N(M:AZOD.6J/,:1==CJWLU3#&!K>RRNT2"/"TI00WQD$=#.WUCEY6*C M/X6QEV7A--OH#-*

AVC^FA(>@Q#+9##KPV#MJ6^FT$AK>_Q<'R5FC;?I(:5+9 M399X)E*!!T\'$0%G7U@|!0}1:=46$'U+1D?3M, CUSN"S[M MG#/]B!M EM/,,],.(8L;K?8&L.TES"OTB-*

*<;*I4CF^VB?>N|AA6D'P_"9E;D*STY M)\HL@CY&-,%@(#ZL?&7<)E=1-[,]HU"[_LL-9FV8A5*.2Q_N^?XSVB*. M\Z\'1A]HE1&O=UW1_SH-],+!"EZ]S/34A=-*

*BDXC1]O?[\/T/Z&/IEB\7_U0M MD_SVZ^,O7S:M955_U[H,%WG9*O /U2+P+[\N WR>IY47)_B>Q4O\]4ZP9R6> M28 OM=S\.YEGR@#0'1C^RY?E__Z @NCT0_HJ[*+*-*

@]3/KLN@=+U-PF8- ME)LRVY64H'D)[S"7.HA_^ >A;W*]QQ='2>WH\& 5L>%?\#TCSP+SB#H?7W1A MBRAUT=KSF1AG !@C^C&:.<+->#EU?80Q1I(&XT/5; P# P]I75%?*

*F'6/58@C36N^]VR-=?6> N811<2/M M=[XH!]KLXY7I))(}$"QE.8 M5O-.2?_IIU1$6RT(R,24:51?D".H"-%[&MVDE?I, CC?C*AI9MWM5+XYQ_AG M+WCG;A+XKIC0>*

*"2(TNCNDOFG_K)B3PB8UC_E930A(.O1%Q9_"=^S\3"H9.) M 1WEO?>]W*6'IH^14:<';=D9<[0CX'KGU>;>&# MCG/8=VC&087VED-*

*_DT3>,QG'PXQI3:,.=F.6\>LZ@>?WM&L$:7V=-=4P.XC/=^ M&$9JMZ\&>FDI2$N6KCXZ\Z+UG=W %5IXOG_F':M/<5D)6"A*G"<'"T\-X)(M MG*;,%2L!+WW!6-C4?,MZ?*

L5H5ZV;\,VNQ%T>HO<4H8.7'L1W3#++VTJ?&%_C. MLPVKS#O:.^5"7#18+6#=&'"II,5YH03|/DE>-<&@!K:]V(VJLC97:"H9<2!<_U MLNB9^*)F@S-<2CKFU7VRZ3Z-

*DU&.5L_,FO?;-$A7U*_-USC[#!2!K@V205 MH!81/=7L,]5X:X(.5)^/+'==55%L5NSU()'+Bl,FB&2% M.D\;&6.&3=?SO.K1QE8@%'E!?_H0\]5(-*

*PK+MT*3IRHML*.<"_-49%U6$(8@ MHH]A;H1S%;@21+]7,>57GYO!78%P=D=S#9UG:DR*G'.2,/\KT>(6T$M>H+- M,>S-RI+YG1H"[7?2"GS(32E9Y+QEI2@4]&-M4?*

*Z31JU,.U;+#9@TBL;6F1F) M#5;@L[>87T^FL Q#YQ7#LP5+9[X*_7)AK&C,,"K/D^3H6'(@WDQ0F@9D&=JX MG)%K';$,03J8HDJNUN7:JDR5'I83R:S*

j#X&V$I=LPQ['3XH"T*P##\],%)3 M7F&.V3]&K.CXQ:C(N]"T(4[OKSIE MV&U=$GFW=&#F>H[COUF"@:-'900,QGB%(A36TI^CMJ_6X):Q5>DGLMO&89T MA&'T*#*08_=*

*[2(![*DIL5#"P#'/G$_O42R@4/O9IQZ'UYHI5\07;$*2#*?8M M#%\(@V)9(#Q76**LX81O.=-"E4NF+_K&V>-A5B+%57L,V%.DP=*D6_BAP:XMG M4_%!%I4,L0UEYRC-PX+';?*

*&^G>ULZHM86UPH*B2KJ2I+@=K9OENB5F+DWR;WC13\Y M?HK6>,0VC2(OV-\ZL7>=C4QOXA@E<;FG"G^2CC3R<0#JE66+Y.R@ S9W$QRY*

*MFR"O12=-8]U2OJJ#$92%N&ZA*CO(_3O% 5,5K. /B/:.XNU-'%34!EI?EL9=\;?O49$Q6M<>X()_M-PB#J/$B=W14'@*T?(=Y5-7.1>(>/W@H2(S_&X3=?SO.K1QE8@%'E!?_H0\]5(-*

MHH"B$>:W<0;A21X2K5]QU8@2M1{4-__#[DJBXL8?OR@++ }}85J5'3R?I/"P A:0.Y MZ4?*&5.,OP"U[_>]WB_V=\ (/]X|$S63T".2]I&6C0=U4G_J?5)_XI^4 7.K MLGF+

],TJ#$CV%'T:*[=.P-<@PJ MQA$K"&\4>TH=U0JLUBY$|I'&,&F69>.P"X4:S2-,#)}O59C/8X@5AGD8(LYN M!YKGRLJ7D2 4#$TR(4+

*T>W"IMSK)$5EQR!F!09UI*8#3$QC%&>$E.:N4\$:-M8L*SHOCEZ.]$ZBG:A6V=&L5WI[YG^R[L!MN-?>ZE*OE^&H>N2+RQ6=A!OZOGU#\NHC+,B6\>N{6C4)EG7@*

*M&N/9RWRSFH.I(VFVW)CB,6!O*TV , F2FM1^,)^CL(XIDM5#^EB#0:P.,J0QS!9 M[W;XAZ?0][:GI8^RUF HSS%4.S;1+%"V"S]CC!D+HBH?,(_VD@/?L >!6 [ME$*:=*

[]\ZFKDQ1L,8'/E8LYF#.HS =[VAHPW P]|DF8DLL>5_&7RG685-)=& MB7>_^@F"%)W,.'#5$E(--D]-&U1Q'__H=]8MW4X|&Z'5K)9BUPGUX!G6)]7 K

*M7(;GWDV!/&1%_ZZS6=Q({8\F1&XLN\74.[#H01?C^=1.,FTB&!,#8%9!US#![MZZE@X,&B^8">]SM217PFW9F)1*B"$\);_3O'NO[#D+70? HRNI!6'P &XRJ@ # MSEZP4OECZ*

*7)3_@7C!*9^{=0,HM)#%+G'%0?KW5P<),6-X=^J3>%?I&O]M_A6A1^> &%[ZL>]Z,9Y*V&Z^A4&F"\)(E+_ -HTQ7X[C#=IGMX?O&!>/,;>5 M;!7":(LFC.9PB1?"ZXN^UA_>-*

*N0'2?! -:_HZQ&S/.0<^ MI0\7].YNT:58<#(8/T-LX/XS3L^H6A+9+8]3Q)0'Z_Y,&Z=4YC> M8I%QL8U7_I;/?C:@YM7\X$1D[_1K%ALAR?) =1-KZ,3X!Q4,\4!A]&T#Y?*Z*

M(}F__3LG[ZX?WH1!G'H>RI!3{@,$AI,PG71 M"H"-G"BI\@C+1DQ]T$[;^OA'X45Y_O/,\<17&+C MDXDCR)N /CE8$Q=ZX!F @!QQ" FOD6# =&()M-("311R:,AC?'NJ?R((,.DQ-M

*=RWIJ,/3R9@X<[,8=$5!5MTOO9]"4+)XI.D)S4(4R#!,LU7[4%OGD3!D, M002E =,;%RHX#O$7%(9R/;MYM2#B,IR$B['2OO(@+'3^ MS-1Z9S*33?*

*+I4*T>O@X6051ZOD.OR28|$'6+5';FGJE%>,"[CC&_M)Q_B!R"_E;=A^!M-A;[.#$NRF:KBCLA_PX(T9GA:A<$>OXT'LBA20$A@+&2" M&QOZ]YKPVS8P4,X !H-UH2&? VPP_2_*

*3.LQ3#C%B?EP1HFENG)I>@>O48I9]OOW*7MS"-G"XF@/5N@6G=2X1\ MBP$XQKTGAO\7#(8VZ!T%]]Y[=4L5[^6;A_68M?3N;_\B(`3W-7 .891X_T$N*

*M>=O)E7B*T,%+#UBHI'QG#K!%BW",(D?!;7.SYO5X$-,3XXL2O(0M^%T^]"_ M(^'JQR/SHQ,PWYB-]R'POFO_$]/BWTW1C#<4+O$/ZX"ZL M^?GE, <8YT.HS(+%$*KF:*

(1T+8AI&SQ&#!:Q=4D'JZ3 M-Q0]AD%X1,0;$^PS!"_CBB(Q4URE8."X)6'T^B @7I-'>OF05]4%7B*B$WB MX'#5E!:_]4F>,JW/^1!K?8W/YV0M@,E:SUC".5"G M:]MJBGG,\?K?

*FP"=[" M NW]K_2&*L3I-)#CO/U.Q9\B9/OW@N<8(OY.N&-_.,<.A6{[*8Y,>WJ$\/R M:CBW812%WS")+9PC_H3;B[S7%}]/6\-MNY1,9B)S>LX0O-BMRT61CC\Z\?#UG&C]?*

L$\V("B^\(R.:;1]&J*;6'QB]\,3 M%R:K5>@(#(4B\#D%]D*\[,-!|E"\C3PJ1_?(e1\)I= M^^/F^1<'V|>!$OQ&: MB4D=L5U$?Q2(<@K#+,I.-D=RPRAL1(+:E%

(!$3C^B:*P(704,L87!RO7XS_P M#TS+O$ >FU'=<+_^S=PVET!DG_"[Z)S(*M>[!&P$[;T$ X"R%KK=]RE:K=%*"X4 VF""^'<'0US:@Q ,@FN/8JC/,(PW+PT?&S7BH$$AV0

MJRCBJ9I6&$+R8XE)==!6BP#.7D4CC&WCL^,%\2[,8Q2O@^4'<>>D7OR6L0#W A$-'$V5&-C\,E%)$V(%"HHM.%((2*!C21+X/75L02ON" D_

M2GD!=42I!;%;Q\QV=,5B^%.6ZKET?1T|"E+$U+&-+-7&.6H40\-/+&-?. MCK"B@*..NMO3Q)#,DM+_ g?*I"H;9$;>RLY>U)0A26:,*WWNHQ(.S:*:..T79

M0:@RCE$+%!*.Y@]^UE7P!8Y@X,NPZI5V907V%%Z(H2_#9+D>S-+'<#$TI*.' MUMJ[<%$SG8+0X$N4]WX9^^F!5M2'[O$R],U(M.N.<]E?U\8]1K%LN(CI5R=[

MQ'KB<%'4R\$13$&UHO"Z"I,29<+:.14T=3M0*\1NCPCQ<;(S=\N "A?K!X+*W M<"7.=;8"@P]\2RF|VJY;.ZR1\E_M0,ZXG4>T(A'<=3R3H;'XETT(8\H6G&R$ M'#U_L_Y2ZJEV,

8Z@5-;#[U(4NS 1NP-fD?Z=SMNK)"Z1$4JQD 3<%KJ<1-% MM3!RS'T_$YBPOD81=#'MX%_]H3Z".AX%2N?H'95*(6VM#IWK|MW1%!RL,#:. MM#U&FAO$:S7*7C>)*55/*?

V;:O9N>$^K.(L:>8NH*]#:*VZ20\)\)26.NY MQ!S_^S_ ^\8\W@?OJG_[VETSYO/Z&J[5-4J%3N80S$WG]'R(O) M M

MF58Z]G=G<#@V;'4R*__>NRTWCF/IPN^R[WMF:GKZ4#OBOY!E.)L]3LME M.]/VS$T%34(2.RE2Q8,S54__R0EGG"D0&*!9,1,M=,&2.#CPC]OA<=.NLM2

MP;I4L/8_F2)#=KSZ/O"Q FRU[C)4Q M*.9VI$,=*D\PYN5D+E)U4[I]2O>.'W]U@HQ+6?@O6?O&(]5'@-[H*THQ9[AFG^SE/@[>AY"DJ>+'ZINI38>C8/72DNGG"

(=TAW%K'7(_39IXA63^]@2QAY(T M"V_"4#!5*QB8],0RJK4KQN1@[*$$SZ*?MP5!PTA3N6118#P7H4%O6A89I%,!BD%],BR%]/@%6JPR%8\.B&;(*E(4E7*?X

MRO\8[\/X9;&G_K4'&%IM?;E25027<+'_&8-W.^HQT MHGD.LMW.#W>KT%N].V$4MHX%,P%4:3X8X#FY^=2AYLG[49",3QEH;-$OV);) M?1>;'&LGV0O=9LSAQCB@<7T3=2?

B>9I/K^#NR>YQY4\!3C{B+)&&R1X%_D? M1+,\ZJ?[A\,OP\1\;GYS[!B7:E<&_=Q&G-EL;_JNQHJ3N12UN4/U:O"T"PY/;MS)UUM@88\T\0NA%V ME6D-TNQM("WB22/-

AY#4\Y"OL#A.=.IMXPXW#R'%--8:,2HR,?M_=LT,=9]97-MG+I*KTNR2T+F=G%'SR81;,:,8?_2U7,/_0M-T2N$<0I(RF"O/EQOM7F!N0#'2RZ#4&>(<5

M<^#_8%*DP47=X1$GW[MC*C9$P$BQLSBRT\9^10E9T[66;HG7XE9&*;_ M/9]X,5Y2_??XBQ)V?RR,\;89SO3&>F>$9/&X=PCQ1H-2]J.%P2>>(2]4)OX

MDJ(Y!B[W8:J%U09"3\KF'>15YNQ3%.=^'WR6"\,(/?^LT0#2AE[3R(WV)<2B-M\N7U"W<3_#EFO9Q27JWS=5UM7\(L8GKT,WKQD'-]1D, !#"N0/,Y-6X.:4$X

M:,H1^KDNE]^QC]W4(YN2M+K4Z#7&<5E-'2]NSBW8V&A\OJ 7.R^X=:\Q2ZJ60"G MQ[?5")W](^U9? &V0ZV.JHP':Z1.4X=?K&$A^MU,,Z14GA?UPF6[CJR1$JET

M)*YQL2C+EI2!\&HC$+M?>K9AT,E1T\[D8[fW542M:U\JL/TH@6'[[G M7I1G/-E&R(.B2E/FM78H@@CH@<&3AEN#%68X]RV:V$%_PFUQ #7Z$ MI;_-5':.1K.N?

_OS,'E,H.X/&A+-85)} !6.#@(>Q;VC-9\#UD5!5W5AK)AM M*]V(I"BU,N?R#*25F_H?\$<4XG1K'Z!33(41=K6$>+6Z?/8'IZ"(G1FRLH M>3/KM[T3;O*#12[L*BZ*+"]@=&.G_'X

B1A+DSK[.IXL(?%1N,0@+ M57YTYM%Z/5R E_Y"8U/FUURH&*/.UNLG"//!%&^1.Q+C(:@HTA_K7NI6ENY4-M2W_)?V6OB8*>Q!42_^)E@_5689/O=&<9]^K&OO:)

M5@65+#WVR1!U?YQ\^SQ;SX2$_W&(DQ%0?5.6?4;EJ&3Y+?^V'$9 7U$Y<%E^ MQ;\O7Q'05U2+,9:?\,?E$_;PGDP')"^NND6I@70"U2*?EX~IU>'*M@+!F5+?V MG-

/6'J6^ZP16EK 1F2S]WMDA_XG=7U?D*^(%F6.=R^+)]..&%FJ0>U+,]<,<1*G-7CQORHHR6T#++V3YU//1-M_NNHR_KL_/ /V8&YL.,?QT>,4@S; -M2T@NWD\;S6NG.'-M+)(

\Y48UNOWV6!3G5?KQ4B_2,00.>]2(P2KHZTV2<[\'C6)QU<%\">^]$ MG ?-.Y.T"[@9T%K2W&6Z2_ U\%E?!ZS*,P!IAU2'3!3[?DNTOV:CI[HIC"*.MYM.0_5-'*)G9 M^-

{).,P.!R<^,;;K),D.A;_Q"Q[S%JV=P,V(;?:VIR2.6IG+F!,%V08WHM0> MI3FX?,'R,SY>>W8XF3H.;D2/=08O%%,C,$R-GU&ZC[PHB'8G06K &&\V"VOG M4'8W]RZSN;L?

1T0$T1N*#]PH_3 OM(\V.Q;IE/(JEWRQ"2543"GI2h8%WYW MRQC[6!./W7Z-\/?)+YYZP1L<0VPRW@P7UB6_ ,1Z?/&3,_.U;_.Q%?3U'Z/RBM M;NED0#G<^Z9WL8

I[WW7;+^$+ND6]2QBNB..Y1V/W$!FZ_+=Q@\IQU##U-. MEK;,F@%=,G],?P&JP=PAR[J$G04L)H7GT#Z!>:1J#H.Y, MFO21A/>$"7I"J94I7$L@7$?V4)NK;<\6ZKX

=C!H%>0OQ5_53U!1,Y-__K5S M(]%,#4Q&4&SEVQ1K%Q7 3EA9&'*38,D]3'\K, A"M%6QS!7XTPPIR9B^LC%#3>?MSG(.)9XH1V'JAQGI2W-$<22'6*Q(X0&:.#\1=^('"@KK7

M47R.BM>P#P5WO.:U89)=.\G^@@F=*7*' B,)8MJ$+CY\A6*5WB.L8SL!D409 M7.L.5B)5M2>;*Z*IK06\$)};(@;.YN&6).8K.<+']= MR%\&"K21$ BY)T$_BZ>FN_$P!)3-

7.FN0;OG;6TE[O>$_@0\AU,2L_!O"& ML0F![>72]58LN_>N:<\RIRP7.E.X>XPP.W'B^+2-XCRLS%*3V1(@G$-5.4F= M!<.U*7)-U9V6/"_0Y-/AJNKP,)TK6N'YN8 G1#NG**6!

M%4B0=M%"0$'U,%F'H_33G)I^*8G$4X75I*%AVDLR$S=MH\A1 GWRJ4>_CXONMYE A<.MP9T4?>3SR-F7PE/;N3Z/A/DK,+M J)<@(#E'B

B7/<(=)7@_+^#U#9V<+8)I^WGD(.2%8,XX3=O>[.G7& K;3R-8#8!2 ML0G5/*.XSU_=$DGN>I96AZZ&R?O7:QHW/KD\E*O.\W*G.T]D?[QH;EL0I 2 MQQQN+&KYA-

+J4S!6W1QC;*F_(G^W)P7''YA5[5!QOV?97R#99&F2.J&'T82T!L<04> =/' M@EEZ";]DXL^CS=5K8H/8(XOP/] KHI"U.R_D=16_YH= MCX&/E1RYZU=Z/51S3>!7/TRB\"[XAQ_W\?

&97:A(\VCLTS#HI^,6ECMFCU=7 MK#/@S6]0W7S';#+9+T?;_%W"NG;HW9Y*,\@$5%RJ@PT5WB7YP:YOA/D8'\K

MN>EC#>*!\PG#)T1Y;I]4;ZY4^P>GAX3J4X!NM_:C@/;4G@+B-+&%'O?#2C_M8(G5>_H0XN^1$Q7%.(?*P MB8_YG]B]G*0FFPMI_9YA7ERTRGXH M>EPCKI'F:"94E;'*

BB^RST.%RF.\A<>,UUB2LJ>4$N\C^(P?V$F.$RZEAS M>1%1&-?T'BX'T,?J_O8>-M?*UHGX<83B-5Q0#0XCO2@# 2RZ'O'Y0=^F<,U M4\0]EIW?

\+"5]^$G>,L^A"2_ZK/C_K=S>MW[*/"2Q\MUL<\+ THTDJ_=8!EIX,W0KGOX8^?@'!YPV?YTQFM= JBWC*+@D$" $_M.R%V>]-LK(!^4Z"2.W6

MU?)Z_/67FD.&;WP64,KZUR]@<3S=LP.,W=:"X9J>"4*]?-MU^)3]Q5-OZ:#N M46[*V:79J2,F$ +]$LE^&O=4I0TS7D' HS+5J2(QD&U&B\?,HN.2BF&F&@J: M21&#G*G&"S%-

FM)D=#Y*D&O2F&C7]*X5Q5-OE-;'S3$BF,,H)Y+C:8R Z53[-MRTEQ,F[(=A:TH]%L5?3P397PQ)'T9KL2EDOJC(_>.\(A(=2'S[-#_9-N7BC# MS=32#28-EW;NQDYR& -)'VP\I-Z-

BTG6W,N>4FM(0("IF S>^K#R3%N38$=!!. MH PM=9-R9E&LK8VOTY2T(1"TA9I8"5;C%;M(@:1$4G-FQ?_KZ'#P.07M\K>QOD2IX;X:GC>;MH>N+X_5D80R&

ML_B;TY.38EQ)K^+SKWE%\@H/ ++)&C$;_$I. E(O"*9-Q8T3 M?EMC6\G<0URG0M'=V2.-;B&D>]]@S\RMQ.W,K+<4M" CTL!U"F. 5*4](# MM%@5%VWJ4&,+_Q)B=9

X/KPO(A <[]IK->=)0YOXG"ATOB,*2]":'FI,,2%[UV3;/R&V"&E@HX(',L M*&'#\>(S1@]B@SU7YA11H9,7= P<%VWB-?E5\[#>9\0WP+,'9!^@>?5OWU'P M@9XC/TS_%\41^?

^]3+Q_>SX=C]7M]L=O/1S\),%T0.XV>,?&;A02P[%2MS@[M4IFN>>6_9$Z,C840'\-]C9C9:^5/,-?/!>7NA4K.<)DY:[1AZRXYVVSU>S)X M38V$TW0KN@'"ZEY^|%

{)3_<^/HC%V>L>M=L.O7V/WO91EN_UX5,;X@/[_^"H MQ?]KGG?G[&JCN+5#EI0Y9]S!D(Q.V@%EN14EE_+++DN.FF1/4A YM(XR1$,P0S

Z#,.."5U=YB;Z0SPWA'LOLH?D0[)ZB6)NI(.M1IMA;!N?!L"U-@A1E,M1;1 .,;L2&YN:.(K9"S*W(G+UEP,B7F"6 *I,=^!HP$ M.5&&4Z/?

$2>9:*H5[S*Y2)=DRW:&T#SZ4/"3C1IULNS$GBG3CS QZ)P'STK'-MF2HX5V7SU F+E2,SBP.HGF/#AJZ5O#)UPN/G5G$IC /R5%'C)PR=F1A;6DX9

M%VZ.4IN_4P3!5+&13X;J2]#$R4FSX.O2S0W9:4;SP$DB.,*IA+;3FF:!$B)Y MJB'HJ=E+[EJX!(;S93'51=]4!3EQ+264Z7WL=/$V)%V0K+93@F^*R XF<2U5&B MI^W,$B2FW<@

<_(L2EA164=)D(TT"XIBIS'5D:+K){, 2&^B<-4^B)FS-0M4 M!4E?C<"&6.V8.EL3>\)8WI^I-ZJ4]EQ(I_3-HLFJM!=#2T;A+"""5=.'BH9R_.M

CUU&U.01SD+U.1M)V:VYCQPDH\H40VMJ3=1E9.F\JFSL^CI*RU#=68YS@)9 M%5"2!0> B> C1YA=C\&3E _]\KVC#U?K4*]I<@#WT6'9+E987NMA9P"M_

MOMF9M5/M;IOCQ+(]$R;=4]H'+,%F5-M;=O37.!5B]P;EX]D]?=#5B-FKA% M.T/@92ZG.8K8BRU4R9A] - M.GP6'T(,8D"WR/F^7KENC"WIBG0300ML^?E

MMKBTOU[:7T^X7?- #&&5KITX/N%??G6'3.[PL.;.K[O6TI)01%/-.&/205::^2)#L@3^)D=,>,M<875'SES?8N2?T#5G^5-MEDN9#HWZ2S^A&O&?)P'.C$91\=M?

H&VNL;R2N2KMD/H R)NLF%3_?=:> <.# ML?0LZI7<)+8.3;54@0O:TDUEZ;8"R^DO)[6' ,V(*,\U]2)4[@N?_W5$-/. M5US*60UF@,V\9D[:J3"+RI$>)Y'KN9@%:%]#F3,ON1%T-

)+\&92(.1B2BLCH;.MXGS06?@C5+"2H9SQ[$9X?/J2SUG[W3;Y\SZEN;X5WLR9[CFOUQ M,!R:8S2G.GPYXA.&G ,[++:DUPC14E_<>(^N.:B>0%=2IQC;V0HJ5,\1:_.7/

M>A>8Q&EM?0A&-KA.;W5RX'AZBV3FEY4V\[9(X% MHMG+Z&P4]7XN^2941?#BEV]K:4.@ ;!/DXK*5Z>=2J:.% RFEHCTLI2C";M

M71#K5^=:;3:6D^< 5#6.C"#9O9L'35621S!5=DCKR/#!D M\B1)K7+JJ6FJ1$8U:F;2\U."F*30G'I^52^;8ANJXR4) 8S N'OD90';,%)(-MRW_25"K_6;,/(-OT=N>=.8X.N$IJ;?6>",I

7;VU*CVSB&HFU/Y1ZJOL,>3 MS'M#EI#4U=ZOXCN3!UF^AAVC8@TU#1ZX8)51^<2BUIB44MX9YKAG4]$6W*\ M+>BMO(,?^@3,U/] EZZUU%V(9AG;SOD*5I+XR1- XO$&

VY8549)RO\"[5'& MEOL9@Q>3>3FTK/VC(6?H2I<&$73#*VF5N$-737+[-CCP'*;3A,Y0?",/[@I39* M337'HUPWSE?$IZK.,,TJ2WXW F;6!30Y(RQ\9^7J$%2\20H#3#(/Q_"Y[PP

M@8$P,X8Y(5"V!B;>R^?8=]&+GWS[[(3.KNCIBK'_\$D+5[HPD)QM='L)62%*-M-IBR"?.9G^SS]NLMZ47.V1A_GN[4 92NG63_[/C>INRIZ[UBVOC(A6O5,9V>-M2R !V;2F1)Z+O-

>]$Z,;6&>;0V9IH.X2G' MEH9HSP3(2:0#1T$0:X@+/%B>_H&IH;8C[%R?#"F5#»'JO9YP>6QPT6G@&%7Z^I M:$FK,[T)_,1Y>]RQKND2R.H/N63SCYS-/]7D5R+5J?=0<$H//:.

;$?F%D;>_M#$/D@YD#7@_I8BZ1K=X9K#M;CC#5^B'[T;L*HKNH%&A.]^/_B5,CLCUMSY6 MJUC(L<>.NN3G.-H3G(N**67 R'B>62V[C+62>G -.7US]N%$WSEH)DYH$

M$S2?O1OG%&4W6*"OW>0Q<-GGD3YP7!HZY_N<#QR+.*CC#++;4{T:8BX4 %@CK M*$E7H8=_A^(/GC04S3*VG3?\,**#UI;'E8;I\6!* M9L%\A\|=>)=[#,ZY_B=;/G,':]Y;6OGZ*?

EC03L%5%&&;=^A.9S:Z@Y/A&B M-_ ^ WE!\|,/"#X%"M/5%#$,T#=3!8VL_K-&Z+=' I>/9]OQ$J87%!0^O$<, M1G$-4N'M)_R5XX<0S]4,Z2^9$Z;4J,,QB$X(O:(/

M+'!#%W\/*&OT4E,H4"5*N(AQD_S$U""",IH%5T/J6T0SD'<)9CR$6)W}!<9I M=@RK*!4ZVVE,3/RC*_&DS[;XPS_+L??LK(QO2!!@NEW;K)0#CH)B8M,"=

M!=$$LS1S@IH!AF++\ZEWHEX$@TN^*R@=$4TP>JYQ7 M!;C*)0LO?;N8]S&PLYCU]ND2:,_PFD6U6T1U+OO(K0S/)WK+,_0__MD.Q>2=X;OF)7LGW*&'1$Q.K"N^#Z$;9%B)?0A7

MKiN[YY^=$^%WY-H"UXVQ4?OH.^]8C28>9=JAU??PY:)K]B?\HN'\KCSABCN1C-I-@/L-8 M3IU-4;F:QL>;^[1QY"+D%1_U#F&2YBXO9^$=]BNZ[OOO>]"L*

D(.Q]Q'0G>^MBBFW^?-G:!Y=?EWH]VB M^ , OH,/2Q#%'FX11\HB(X;G]RJ[\E)(?$^BF/-M4> L31NS1K6$K)#9/@ M++#G+NE3MQ0DA9?S9AJ^9%/Q-(I\Q?,H5NHC'#6ZLB<-

\D#W/D\3K*5\SC1#L8XAD #K@&E?F^G?*!E MP$ONWR9YB'OEBR\EARWTI!$RK;A-[PI9^9C<7"KD>NF*.D,$6DO#)DBQJJ'& M(6J=ID*XPI#G4J###O

R>`XM=:G!8P)5AXJ721DHLRX6L!ZG H:-IO/XF>T^(`MA,46[D?NX"N#&$Y0]?**!OE'N]1[O%6V$;1/*?R+3M!+A_W")%>=17E5=2)

M\6^4;9;^-0M))BE:IR2OS&.GE,&ZC$2V56=QS[=/,I9\W^1CI/<.K^6&,AK1\ M?N4/<_QRU:S)P%9^H38@[]Z7^?C>G:S=4^?\GO8,J+E9D 5

MM,:URID=F51,UJE_HQVPAWLPW'J:*D=`$CR]R;=*JQ)[_0'&\%E;5S>6=P MVJG&RW6-8NKA&<"=5#"*O3EU?$2F*K7#H(SQ. NVKG*O6.KD9,OOI*@:+D'5OS

MN^E'DK#&\OE,OBY&$F^YBQ>F6XT@@&G.=_;T4\$>.Z4LP]Y\(IFFZ*&M7UQ* M0/[:P.^2#UC^MF_JX@O^3T4LZ\W3[=W3Z]TM_N%U_APNWJ[NWU!P__]?/?T M]KJYWSS?

O:S>'O!?S;7[/B^\A\G:4;GN0/_=E+D)$LU!YENGGB_F$V2EL,<; MV\;+2C(0+.M1.A9.8[(3/^-BYOI651C\H3C&K\N"/P*)G%+_N;7.4Z"CF M<#_N'$2WY51# M;

L;Y(4LV69JD3NB)>U K/P;\AGG<2.T9IHF1E-`1BXG@_JN?[M=9DF'3-;Z8 MG<3RQ__GO3D_^/2]]"3[F/-O6.=VL. WVJVVU#(P@I7*Z>IWZ#SC!XUPF0GB(Y:?!%A?Q\\VZ'PIU.>J>

(' ZU'D>;J M28F3S0ER1_ !#_VBN<8'XG\/T2R#5:5%$@A_^>U1YHB&U.NWZ*%HMK]&G)SS9+A M4Q1&5*+BD2%[$!#O5 3;,KR\RA-Z@I91C(HQV/1 R=T/S+.^B&&N#3GS*?

>UX M7R2.&4=]$LMD_]Z>M]H&,;*,KO!+'_K\R'HCC9G#Z%4*(B;8RA+K2)8U !@ ME7M!ENFE_Y>$QY"W__V?-,Y0]4O\5>&=/]*YH^X.URZ)O"2M*>> G ^6'IZQ@1 V9(25I%|\RAL.)#_9&XC\Z2&R=H&(@TEOU_QT^,W>P=_0G_%B^]9H$S MN (UP8(>FH"\<0G2EV.$W0"'Y=ON&P"I@Z(84[<,5:,BT(F:J$'T+B<^<6? MO 9'[#!/;KRRQ3AH#-

,259<1$KV[OP!>!D&AJV'"T*OHP1[+;A&@;H$C2S% M0%F%XH6=+,5 39O@G\?+|S^@6L$,Z%F.F0)B,9"Z_9] 185<*-%21*39IE0< MTE(0U/AF-

X0YO+;_#/0T*,1#+8=%48K6?;9#[/R_@!*$, QK.1AR9-")W@ZQ MZ[\ )0%1++AR+.0H0#J&/ 0:?X6&AF3(>0@L_@8-"U&,>@@0_@X-A$%CVT,@ M^#-,!"EA[4$L3W#!CU98?)!-

@_/1L#UZ@^?PG*VE[LF1PZ6L V[6^<*O E[_M8_7TZ>[UX>GU;;/^[W]L'F_O?E[O?OGR\/8_2UGP9,N"'"U!'1V.48C;MY>V HJZ5#8PVF>Q\.4?

B:1NXW;DE'=YQYTFA!R;N4A3_'7L(Q7Y25D\0^"K!\2HHE M,C(!9Z"YFH%+XQER#>[ELG#N">#/@7" "Z'[D"09L!,_-=I@G5**R1AY9SV*

M^PD8@XTM_BU&3I+%QS/$MH<5<;ZV>,A;8'[" =CC#1[F?V6EO^(M8IS2'.9W M!VO,A(F*7EXT LJ^GFA,JJ"E7@_\L@-]IM"K?SJ!!FS;FCHUT( ] 4% ^1W> M$;9J28H2X=_XY-

U'EZ3.YM;$6"D_T:QD*_CC;1,C-1,;*?\)X2KOO\2!HFRI8 ME(Y= ^ZLF0!M<3F$!MJ;:"T,%J1$4^YH8W@P8VZA.?DQ8'+D.@H169;#FKJ4.RWE3L,DI?*<$,V\

MFHZO"/36N4GI2MZDAL>?#[_/\:.;#H$<"0SO MA)U%EN!5KM=99"V\LWGD<6IZ2C M>1[9G5S7[#P2/,7'W $$"-M?SH?

_7QO^8VAF&V'Z"YG#NLH/D9%*0\UQ4L\WJ;/(T%]]D^S:?O#4"> =.,+ M1R2E9DZRW\3/3IR6_ZASQS:O\DXQ30)UA%FH8DOK2[']F:^,.G!S:DXU,=\P<3?R6;_'JN&C[[S[M

=X)MGNPX7<<@K>BPFB%_M/2\13.-WH4?*%20B=SQNN5U=C=GX\8D@5[,[":V+ MV;%*T]A_5](9*F+#EI=#!8GM.H>@"5_M_0]VA8;S)D=5?/CN< RB$SKW+TN> RNYZ,

M^&CI2US%6!X6/2NQG*W&/#NGO(_E=R?VY(+*USX?DC_0QFCS$LWII[R>_$'$- MC%=$NM"%+LH[@$LXQ94?HGD7;_@_2#$:(9QCKE XRCO'(N\%_S?V77(-0SUQ

MKNBO*Q5!ZO4H !S[LNYG%.=Z .:CG'E^P2)<#8(K'SK8>;,+A-K2BF]$4@4+ M<4),D&/A.E(XD?I> X LSCI(6>+"D+M!O@S\4]W.*)O"UXD33&ZWV==+)$R' M$DFWP*_6R2"

[O7IX?S3H'.*]XW"WSUQ?>+]'P; F"Y00ZP'7]2\W:QOYKLUHPD$H7#=%3]HA[TYO-SC#FR M1SK#W#%$37(\[$I4YM1CP D04<>-#&\&+B4[.G%Z>G(.M(//(*#;]

M0E_0,8O=/=;#5CMLR^:W#[46Q?SP\G.GMR7S-5:$1V 5JI)5'Y)Y'SLOC<3]-M%[MT?SAK^2]%'$++J1B']"-;*5;!%6?-,?8L]6I"84BOM1._1Z1)'3'Y\CO6 M?\]0<4LR+Q O.TT+N

ER_VT7??R[A_P"5_Q#!2?^QV^Y="><Q@8O)<[-M M_*JU"86)QF@DOYF5M%/TBZ9X7&)A#-9.+?<9^=[/0;,,D7L-0V_UIH11V+QK MGT\W=C-

14`,PI1KEN=PV5&]1\'&70E.;Y@QU/B">_@^S),#MI[" MX?+4IH6 6WD;,;X^^Y;GCYQNV-V=&=K8[69FTS/$SZJKRMO=CC[0SGSB^R?88 M.Y,>KXX3TH/$S*

;Z'0JV!'KOW$,EBD*1C2M&2RP!@W9RM*-AR?&0XKO<2%+C MVA!5*68)-CQ>.Q0X4R(@J$%A"#!(-]FG!MHN,E8J M68]

/]M()=)F*5ARGIX+W:C%PBS'1+W29.]M#R6B5G7.*@BI6((':3]CH!&0R MHH>7:%E'@QV>@@Q CY)900([]6YANO8"&1@)RI"*L=;AD L 6HI*KQ3)NJQI M!!M!@R#A(.$')\]N 9X?

R1($V%Z1:R&P1()(J1]\F&F'0U 45TL0X"D7UT$P M)6)8"N `B?9Q0LN68M3?=!N_8.C!#KX*'BG#ZPH9D,%4KFY6 >3>!\/0!3M^.M [F!P9!8L+0VR'T'AN49H_9STG5A_;"0T'4YR/?

4#XO'=8D3D&`Q^Q8WKL/1 MUCX8 MZU<3.$FRV>8M!@?A3+08).=PR$*Z4(^NJTQXU:R_/JHM#!ZLF7,#DB-[_& MAEG*PQX[ZI+/%WY08:4,,"ZUC-

\6KKV>#J5!43!1N#P!EJ%!AX$A?]W]X^< M6COYV4"EP\U)T$%*>CK0#6H3?^:KS"XF65TXR+03Z8RW4?Z9:8YUP? L,1CE MK/1QILD_\U2>-P,.7&R:8T9*]&NLSN'?H?

B#QZ9$LPQW;FHLCTOX[/"V;\$\ M8;D'L#GR,?LT_RT[W_@9Y1 M{)*7$NJMY#NZP*4KZ\L \X2]!+>"UM_J CSB%XG(.0&IV?$.?N@7U5X?4LV4Y.::CKK$GV#0

MP1QBG%+_/4#/^(DHCLM;803N9OXL2!*7)9O_G:*;O^E5A MM47(=2#:;.G6'0Q1,:/.1D^1!|K\F@0AW*>0-CSD$C.AW1U4VQ9+L3'92O.+

MU@.,;;;*\]BMYBTK#]KQHE'R*HX2U>$T@P$BS,X+CG6;NUV+N[0*3O:$ON=_M8D>+I"8;)\D:&76<7Y=L>P57&N\AQC=;.SXD"]SW4,$? MR1_0WF_0S$)

]L/H]$)_'X>\H<7@:\QWH39#(1K2;?%^(VQP<;?\]/CD_^?1ZE M3Q!SWJ&9=)@W]M*^/GLP$.?<^M8*SS .)764W3/ANT3 M2@OGUB-;

,O/MZ[=*F>+CW)-5673]"%7[/;H;U#+'1_#*8>Q:QFN0PW(=IR M-%23Q'X%F;VRE'T'BYVEo>Q1W$D+MG3?4ME3YVK,=LZN1?^0IUC=8M12*4% M#9I4OPC5M-

KZR9%G1I;@Q&LQ,@904V$(LSR;?!@"]>V!.*!!JO],>"0B3 MC_RB"\X+-D]JUO5==N? A&<25PR)K;5(6;M&L)'CP&H1.0*1'*E?G--+NX

MAV((&D>Q2BS*D*L:.DGF+5N.AZHS2C7I&30\4L=.G/G/$2W.%HZ-&@0I$X*.V6Z3A)L#FP) KS3<1T$EIR(I=?[X(VK);.M+8=%

MG'S8\|>QLK!:@I TIS47_9/W3D*&3&.X4*.PP'(H9,-;@GQKRU'08-6)JAJF MAY! 9Q<43%B.A[*&PJB[F%A'X_[*1T.G33,HZ62RLN4MEN.APXG6IRIF>K I

M\.!.;J!=H.6"@_BJ;4@94M3X? @ M\ &,C8AJG@?! ;#34J5\>1!L+/ S250]S^^2K=?L<'#B$^;(Y;V9S['OHN66

MK>66K5G>L@7!1J?)7"FD[9M,X!X571%'V2,V9A^^^731GDK/3@IP.27DBH$\ MV+4Y2Z._V38:6UH%7O'=1;WTI!ZQ=&)BJMJ0<].73DR&>@!Q%&70;"R]4P#Y MF\ D#

((NM#20M+V4#BVE0T @&X<3U4VWZ:$!+BT2<(@(?*@;< C>3'Z;?1FB M'"MV':L5+/@9\^(PW;/4=YU@B;$M,;99QM@HZ5*87GP\ GQMSY!>2V?Y4M'))?(GT?\;S_

6\#G#XNB R)=6O;X#T1@?3@!8='R/C.=+S4.YA(>,>^0?D+I M9IL31TD]ZL[I[B,6_^WBOYVK_U:#5J1$LDP/SL5#-QFZ_[]TR> ; M^$,_QQ&V%]/3<^"$;NVY

M;_X!I2\HQ5/RLLWWP+\5]BWME!I,RR3(M+OCD?E]Y\V 2;4Z5B"H574YDR#8 MVI)7X)OSH_;'$>B5\>))@$]EI+$8 >?ETP 7C:%,D;NHD/ZRI9NFX-

XRF;2B;P'IF,4[7*YIIX]J4UX"I-8_\]2_,RIZCVH"6" M9TG06A*TBA-$N9&N/$IE&VYL0+,_ZH5L_HZ1))\I-,R<0;%S?>XQ#MJ1A@:++1 M.R<,_7"7;&+?2 '9P4NWQ.LM2KY8PUQ+F6L)

<@@ND:TELC7P">Lc M\:<'Y @QK6FY\WX[*0AEQ DQ3V(]$=VXLCB'$$S-@14(?WS'-+549^^YV9D+;U 4&.M7E^AU18LR-37G6V9.OXN/_C-Y977I&<=+?V\9)?%?^*_ ?@\.&;_T@2U5N

M5Q]:\&:+$Z3Q6FB9M)O]8OI8;*X018WR"!GIM=U=S8AL^3]7D4H JUOIFFW M*EKB!'UCM9]7GN<7NP'D_2HXVN4>ZQLG(!?!ONX1(EGCU9*KS6(M#/_C&"5.

M\"F.LF."Q%D'OZ@9 S6H_V0M)0_ELV,YS;P9K?]6^_F:"=]f:\3EH:<8SW2RXV!]f34)^? /W1] MGS;OI5_-CQA'^W^=@W/OH\!CG^_V$-

W,A=A&C]'WM1,_1^4^CA*TWLG4.O^%, M@$$FZ(\)$ &EOZ!*0 ;VZ],@#9Q\1=,JMN;$_G-4Y32*9A[MJfF^Y^N.(SIQ&&4I)W##8& !%[#V6,8WE955C!K1M<(\-?

XXY)91X>;_E2.3^ MP0_])"6$^H'N?AQ1F"#N<9","X,;-!D5A^!$LR!NYSI^#<=T8/@NF$,U<]%G M%+LD1V^\-MO6'798:K=C^%)3=.1>$?Z?/ "!(;A[_O*ZPFR%HWEPAANG8Y{A

*MR[]BO#EF" 7N,_KANY% ;6L,,G=E4!RY"'G)?1P=:L[T*D& V3919J;N-IWD M;H+Z'04W:!L1S_^_LB0]4!JHR\XR3]\Y_V3I=<0SDR>$A^?A%TF_V1;B_XX$ M71+_/4"/6%+*,&M]+L-/+WHZ*;QVE$J59VI"\0L1J_H R\B=-$ZZGQAE9GF M$JCKRTA8W+D]RG@>WMT//^6NF#+0VCPZ_'*>E1[M#B>O7E(4K$Y@JD@O&0) M_J7U,_$%\O$%B@X26E2\;?*

Z0>,&ARS!@T8;0P!B!Z%(YP"(G"MQ.8'L_PL9 M5D[JEER,\I+?5X\;@MZQ%,<9-\98/ZF](U"6@,YC,!;A;@?O%!QR89+,Y8QW_M HB6[EI3M+?B??RPYI10XCG/F0?JNG"BY?!)I"152?+-6"3HG?>1HI2@)<<= M;@<'0>,AI@2IT&=#:Y<+,(*5+Y6X,+3B(8 QA*E1>@F$D5! MSZ89S%G>GZD+J853%:Q'!G#YU@JFP9RI;(-IUL0VX$,+UP*ELZO@GP9$V3J MY1MDD%&%2[1#9]%!OA(+,JU+.3&-?PQL%,EJY,I1AHQ*K+RAYC)R\N]>]'V+^B'G="W*1_T'HX.94_?R&U\,I ML+SJD<:.*Z%6W!)'3HJT;V@!,4?Z)?,*2W8FQ-9"KF>,/\A*X\A(31MU(XW7 M,\\-;90=R]1;>IL@]]\VT<>_Y^*7SBSN >-,5ASM==]1JR)YR#;[3!_(OK@NQ-&8>M^8W8EJ=)<1*1WYJ%.=PL.WK"1DIA MU(6ILT-2W"A#:NJH;@L?UE(0T3\#?0P8L< YQJ2AQA:^)?0.$>;%?R OM^S7 MSM"4H'\^O%,_"\H((&&_WN!5F\.3]0#1"G7R,>KV3WZ>#:?%)6,%R3#V M/M3;1B7-/%##H!%BO"'F4.52S"O E_(I\W1YCMR*.KQVZ]^,DO75.F^WG*$SW MA-PBS\=&,HG(W4?Q.LX\A,\/_O&9.'+>OJ/@_^5C:2]"UN<;^EB/_N^9[ZE\ M,_H,TY^NC2>U7X6&IVK>)|;$2 ?Q<_IB<;9I2Z_@X"}5<7VX[3]4#\3#=4I; D,K)8NFG"PI'I+0\EYW=ENZ5[E M7/.7#!PU=[GEF/23KT)?.VA4EIII52KAQ8[K*+!=Y)8##H%PT+N=KAXQ*C_M> MY1)UIMVLB1-)/V^<$KH O6$I?LD+<'0.!D4(6U[;V4^.#A9<@8SFX(Q%3L>'M#-'U/(8=@[*\^%+MH T0_(*,WZ!'B_[<:.B\S@OHH26%A2.<;HH_F_(IH#WFDV&\AQA"26_<$CB#P3@B.6.8P H2 "PO%K1.((# M>$>&(%8KC0LC+01@"R)_G\Z0T24(I\;RJ.Q^1DZ $[_H8A<2"V6SSW^0NF&3G8Y5&LH?/^ M(/=R:D VG?%3MNFCE!%;=G;)(^UMJL.06Y43R@^[=N+X1%+\#KESE=C22>H?2,C]WO'CKTZ0(6P;_MTAYBVC"\1>]IM1R1,<@:;>Y2W<;"'>$8?;.0YC3)&GI_>.ZX?X\//L>$H XTM M^BUVPF2+8D+?KRC^\$G(@$[5)&3 (GB>B:#U%9H-N2(HM7)WO7YWCAQCCC<< MR'\]MKFGIG:<,W0/V0/\AQA"?6_*(|._U]=2/&*\)WC/9?RXQ6%^_?\,\R6 MO3R.Q?X(>AX,A$UP/Q5U]/8+[<-OS?=\SCM9)Y^=T]OWZ&T?98D3>F_?,;KD M%^SOTO-)QATAY$ (O!OY$,.M11KLD"-=6*,7$2/W"O.NJ2:'YGQJRD!;V=K5 M[(NDT!L>EG?)#>_]#Z15#EWYZ+$8^E/TD;^PPXOOHRSNP=9EGF>N/VB!LP2/MDXW4_$F*N&A#9]%!@#H>.YXV$;OI#]7DAZ.?1B%Z&@BMXN(GD% OJK&:/\E= MB%&Y"P@V..FT&567-&XSU,76_\'^3KI?85#R%K449;5:'O)_0BS.P1JM^P.6 MD)ZAY!]K#.$N!FNJN^Q6.$?B14!8AJAJ*Q9W7I6RQ:+EN=:,& 0>PL95 M#$2/&1'N"2XC^-K;+B_*,XIR/N7" 0,899=0GI+M9QC6KOWJYX6R'!L%%MRT9$#O6RHR+G!JU;>NEU-9 ATO'&X(.TMBX*WV3-] M;&R]I\[JJ4> ':YD*SZ6[9YWAOIO?]AC,'H=O:0&3#LPD/<_B")WK1/9EI(=8B M#Y"[*.@\3=KC'),"3N#>980}(+=6T$H[ND,LEC=5D 9.3V1FR2*G/014K?&2 M4FY^V99D@BWYR$L^\[*/?.VY.7>Y>L&B(N\ YE4D)762N | 0FWC%,DL[;%+M:BSCG.4K)MP.GQ"I<|68I"2*#OZYB/:(I>@&F=Wl:/IQT6,=2'X6?&-]-9N:2 M,+ED*R[9BDNV8BI.H&8KCA6K79+NH,*U)-UL7E50.@^W)'TOFPY+Y,/7,AY7GM^<4&'L)M%!*9F0X>6$=A>3+%)SQQ4^^=1AKM^$O:X*Y+D#G=)&;TXT3D#RM MUSU"Z:HCGNMB89EB@^.G%Z(N\]P#9!DG+6WF#3BQ-_ZQ1U_]NE3]2=*Y.1IV)SLWJ'YC|HTP!LY7";+2I;*B!C=HL2- M_2/E=@G)298PA<_.#_^0'>Y^';0 N+;.#_3VN"UV !I%,9);?H3B+:.(%?)6 M"WJV9FH)&MR*=&UP6-*H0<8;(U:TZIAPE6.3302$B&9\7]DXKH]SB X1#5+(T,A$+)6D1+)--#5TZ*6QD=2R/GXK)WU4]#G(D S. M7;o:.#*F1DM#$7KC%M?>O:X;BP#7C+4;B:#AH. \OC]T-*W(]#87*QU*]*..%PM),=I[Z35(4N>HO27S G\;5Y?GOP#>3O\0VW^0X@#1]3 C1Q[^(8D"WR-)]WG] M:CY@L]U@CI_##>#.1J[F2]_G 8# \K =N5XQPDSL=%X4-YC'&@W@.U@>LGL(,2]&%]:W&!5J.6)U5/ M/U.N@L9A\?/W+4NZ4B.>B(];BGXD5)TZ' *5 C0>8KXBI3!=/#)]M1?+0=(N MQZ1U(13SROD8!_B.ALU^1O]OCWZP^4(O/M6'f@\M_]0?""7(1Q^X(7&I/FP.EFV]47 #G_Y%UZH!QU[,.7.X]%/4LR]DSO\>B?I1!(/'6FI'Y3NHW10R.N:S!+H#^G\]W M_^\?*(O/_\C>.1W!*,_\!6SWF\&!1WC9JE^ZM+:2/IB?6W6*I<-87(\ M?0_7_F2.*U].OROZK/A?V V0,0\]1-U_CS]PM9QYE<'U -I1PPP+7?=) M$YRZ7F'N:O/OS$1;1:H-_,#"+ \)+X@4-8887RCW!+0&V;38@:KDI/@Z MY>.W_@A5V)BO+:R9/_@MFVUUN,7V4GN"N>)[_HV;[7!QOF@(EI^@M)XVS$L*R MU0Q6\U3_NH]B?IY?<1X]O7#_1>]?9W_7K.=\$\GS)SX1-/329OLW?2O$:(3B_0T[=7)0>!P\&_\'8!HR?V;_4F$% J5 MVM 1Z9U(L^@5'5,V5;(Z.NA]MNZ.]<3@_M4Y%01Q<2AS>M%S)P @I:*SFG9+[#9\S'FVU1D FID)'M_XP<3K&\|F-TDU864 G@>B>?IB?K;MS_W3DFO_KI_C4*/#ZEL88"(#FRM%QU M+Z*\7YW8)V&G/"MD^@^/*,KQQJ>3"@3WGO_T>V@>L31E,X+0O MY=4E<62>"^BCE4>HQF?KSASOS$(Y<.WOSW'D92Z_39'V=VC&H(*IE3[QFL;^ MMX+C8<;^R1-'}V.%)^@>?WM1JP:I,.N1P,XC/=!%,5RIZ\V=&P_2$N7KOYT4V43?;J!(I9V@N#*,U9_Q+@:,%>5N$X%EGXT@$.V=HYR1^PR<.,P#1D-3\RE3 M?,5@1^V2;EL\ZW!#,/*K;X{]0DH[GZOZR MV2Y+TD$^K9XG:]YO\[8$|9+49+C&IT^2/9/51KA!U&N6ES$P"LNE:XCGH;7*K M_^02U\EV:.D MRG=@:QJ4ENR=)PCZ;GZKW(->E]10_N])_9!WVZ-]2:)/$>@#_ M;=Q5K23(">#M6#!)_3)^9M]Q-.S?G@RZ%$)]5?!\1"0_!TH06DK9IX,:)(.J5[?/,3>?P9* M,#I+JB>#VW6\IU&)/4BD"Fj"N+8J[^F@)LE^JLKO0;9N;\>/OS!AC9XAIO*L1_N;IS$-WX)XF5AJR1[^06B MC[!S[@?YU;'G]=<6C0<16'}1+>=&F_M%CT(>/8<68I"H(5%$GX,R^%3\^30*;GA)@&-AUS+,'DG'I4Q\;QY2]#A=<8. M#I]],X:7A*L/ZI0*AB[E+IC>;2@0R.=‘&7]M :?%3[>*8<,X)(>%M M$XD"SMF\!.H3DD5M,3H.+(B!"LCL,0?T4U:#M_@M&JWL]YD*CCK5VO^T@;.!4VNY@AAR7{B1N)W04V\Y1H,11U@0/D*%[7 MDM"F9&UWC[PL0%A;N&1<;VN5ZS0ST7 &]J5"J.;Q[LCO5CR+/\=88(ZV+%[&M,WL\F/#I&I^O6M1.$"P[CUZ2?Y?DWR5+K',\L,1REXA^>H\!W3W04TCS3EZ,N1UZLR0 V=UG,U8Q!_DF M]VA&,6. M5#(I&Z31]Y6MZ5L>#U&&@FDQ6 [$DNVEP:TCM(B-W1RQ!/^-^^G'X$9U0NR MHW18+/B6&^0(D:@$;%N!IF;_1B"'::+!G&.3MWNM+P#MQXTAN:I(S8+NO: M,U?RSLCZY X9KCKB*V[9PFVV*151CR[O<,K,HS2O>1]Q#BS:>M2"1C@.FX MHW'!G8_8\H$H(,"83T>X1EYX4G*RWLTE<5K;&/Y7M2ER,[!H3=W?(O3D'! E M,'3UXT;=.&LEU%BEQ 2,%V^^7\ E+?,F2_I3Y+7PB69<,*3_#GFME*L@AOS M;H[1'+1^(Q+G?&WA#]^-V*%[UE#-*_IR3-(8.0?V0EHCC'T\!F-F?$;6:,WP MO3Z3UIA8]<-4_NP?$9Z!'A_7:#3Y$S2O;NW$[U&X=HXIR4\D/K;?,T2R%.M= M/+MKE)D&C PVW_%)2?;^\1G%+OZWLV-)>OGYFC_&C7.*LANLD:[=Y#%PV?#3 M!VI>S3^D# =!],+-A(MO9IF"3!"V*1M <9U%"91X'OD5J.[,Y,#\\PP%6>PL2_RU8E] MM*F(8 YFO MBZ1A/,<^N<@),P-!8ET',|CM&:O^G"40/,,&80>'"%OBUO@KLV<%6#S?Z2!D(M*-)2W40M&5]JY3)A.'%4K+>0)\$Z>');/QQI4%AH!A M#EWB<_,&Y_C&FEB5K /20V\#CL(7.Z*[(`@>$OIEA_^%PS:[K(.FIR-)X16X4>1\EXRZ@<M>R5M?I&7(WB;H7O'F'>8*[Y]C][V498XH??V'4_-@5?:#PWO^H MSJKDZ=S[6!G>"#F]A!;C7/=6@.,Z_%F40!RWQ^D.Q'Y'P8>"J/FG$U(ES:O_@Q/"U?X2 MH_STK621'''YZ&.+Y<|T%A!'D?(:+$@1O'WT4GC%=86,L4/MLP[T.Q.?CM^:E MC=>4:!^V35O>/F#6@^DR:+6/-V8G??A8]\ U[5:>^G@?@,X,1KW8%&=!I 1D+F.B*N;-PL5.],IY7L7&?>?$.DMYO:DH%/@&VW;&S0.4D%FMDG.1L&:5 LI'C>5!X#M0P!7E#],@B&#:&/'L"3 ME*>T@P-Y_UJE*I"'"4)!U!.Z"/V!%?FH*N<2=."B-I$E%O"S^E MJ*MGA^Q\CU+?=8(E%VO)Q5IRL99=BG:OW7K!<+FNPH/ M +))2_*TP"2$+ E._J@NU[PQB[C%AT**^AH3ED2[)3'IFD]WMQ_N?AS]HC$A M(:N?)+XE:^.2Q@3J8Q>\2OR=W1LJDGEJRPI\/S8ZXK,%*I M+7W2?Z3<;4.@!|>;4*6) 4E1.B9'03RUHDEZW.8,7!+=[$AJZ4<*==RH2WUQPATHZ;\UU&7]1DK,X?L MP%Q8\^_C(\;XH-7?8'Y$\YVWEKS/)>_3EKS/\V6C*_?WS$!*ZY3\&",.^T8KG M:;;>7S"=8 ##*$[WM9>R*9$_P?CM;80.N A3!FK/QTGRJ\C#!5,<)^%'CVW M7C0:R!&U)6NY:9CPE3S]6&-+?PC=Z(N*MTC>0DY^6S@>3.@;8-['/ESP)@Z MUA0C;=(]BI^B,#HB$L<(=P7 =S^.*$SX-^Y)307!X#E?HS,,Q((5)9)Y79NF MA[!!9XT>U9)YCHFCY. PC9G6@-F7W(GL:.<'WXYN_'VI_%8^1+(]+UD$4CO]%<<=10.LXZ MQF>G]R+C7]_F);G&OMT=TXG)F0YD@^5R"*N3"RPHR]\F88V\8GQP^3QRA)4+()fWZ0»$?F)_N" M/7 XB7@>$%*UM.T/ZV"0;/,3%#*QCHZ/S\?N9[A+B74,K.7CIP "P8UUTN MSE55OZ=Y9V27& M&PF,PQ"$!?#MSTZA#]"[YU,])2O[O.%6>COH30H_<2+E8D<9!!T>=+,A126[KF/!VV4WLXC M?6^>#ZE9VF!)ON%Y)9^H[K<#ISJ$!LAD;"Q>]>L0.ZOJ5N.VC4H&1Y;A((%P0O%97YUE;F^@OS8OMA5"9V["KP2S'18';J):70>[Q MK)OI='ULD'<_<.;F"[[_L.9@L^3/Q@:M!;^FTW)L)'B&5('H$##)\1COX$>N(2-@UQ40EF"DS$@&YQM_W9@."G1D++>O M\[3H*88>]V_@SPWO#++I(5#X&20*\G76@X2M;,@@;M9F#P*#U1%-3G7W(&#! MC$=P*[\'P0&FIU2B='P0-&SP @U_">E/,(U=[,KU0?"P1V>G%KS;?)/=:.W; M=CQ6)5]2 I/(G__C/_X#F_8___EO?RGT4E#WVU?K[7Q$R:X*U3QPK2+D:[]IK MSP&WE4)%E;Z!@3H1Z*84+N!A3)WJQLRW?U^N6IK@54N6W.-B90OSYFN3IKGF MMJ"7GKOTV-?18[_2%^0V4Y2>.^B:.\)_F^:.A2-FU"^9/!+<41_.5,>#QY(*PZ75Q@!?X;],B+'=VGH8.P872F>]JG$ M @ .S=*^\!MY9=SR.K6E\M$\%Z:K!I"1,73L!L!,!8R[86.R%:S-2BR2A*$ M-Y?Z<6[-;=X#?Y??"8KS_.+'3R$6])>HB.F0V*5*6I@B@(9;"Y^R//:^'% M.5]#$-Y'6\7]$]X?F3%8L]?D/B,9EL]!MMOYX6X5>]MW)X5'"%KVRO29*\\$MS_'^4H<;6_@+PDS2=U/DK9UD_Q2%;E'RRE@\O$Q+4JE3P);KEF]_7AV*I5RZ/.63=QRL<.DNO1>'XHY3:[NHRB E-M]4#+T5#GEWQETRY?V0O^SV^5P^SN<RB$T(W>,,63Y/GH"@)?MT[<=Y?P,/L MD30E+CJG#>!$8RGX2@MC^<^N>I0Y#YN!UX6H,V6\IGBF'0#>OI?D_PWP!_P0V-T6IS(@AQN\'7**O_GKFVJ[(>1D?!ATU:OV"4J]5N\[KK++#P8E/F^TJ?;)#84I_MP6/>HK43N%G@I.AM3TEE6_*REKP!&_.R\C402N9&Q-]C-,?"'+L?I_^: >W;T MBSINR<-9\G#@L=6+8*C)$;ROSRC=1UX41+O3ZAT;C8l;OAEGS#>;A;4C>[N; M>Y?9W-V/(R*NS#<4'[B!XV%>N#12O%+RB-CG98SYI:H(R:L31V QKS/1?XVP M#ISW2'.[6QV#>3'>/ U87_SDVWV.T$.8(GPHTI% L,YW&!'>Z>76__]:8.R. M3;>-]P*X5Y-SW!HE2)OO*LGS1NI_)U5P[UN2H999D*8B M2U,Z18;)L.E\YZDC;V.GJFEEWXS0M>2DA)G0 M.MW/!#D)8B8?ANZMFFNCPNL^S(_^+[NR7U]-BAV"/:I.3I0LO(\OUCW0YBK MYN0?QI-74DSTA 8ZAEW:7!L=:,YG?5X+-T.D. MXCLTYVG.!?HEH)F2[K#>%A9DL8[B8U2\ADU-W/&. MUX:_]=I)\A=,Z-R$.Q0821#E-W0QU1;"/[U'V(AP]+09'@-I\9@)5I1>[(Q M6&{1%N'3Z^&%U,XO_M?Y#\4Z&5N7G0UL>TJ[,2_]L-WV[H=A2[*V_-S$Q(:W"A CO-AB/XNIFCG37*.]EXEDI)+--#5TZ*6QD=2R/GXK)WU4]#G(D S. M7;o:.#*F1DM#$7KC%M?>O:X;BP#7C+4;B:#AH. \OC]T-*W(]#87*QU*]*..%PM),=I[Z35(4N>HO27S G\;5Y?GOP#>3O\0VW^0X@#1]3 C1Q[^(8D"WR-)]WG] M:CY@L]U@CI_##>#.1J[F2]_G 8# \K =N5XQPDSL=%X4-YC'&@W@.U@>LGL(,2]&%]:W&!5J.6)U5/ M/U.N@L9A\?/W+4NZ4B.>B(];BGXD5)TZ' *5 C0>8KXBI3!=/#)]M1?+0=(N MQZ1U(13SROD8!_B.ALU^1O]OCWZP^4(O/M6'f@\M_]0?""7(1Q^X(7&I/FP.EFV]47 #G_Y%UZH!QU[,.7.X]%/4LR]DSO\>B?I1!(/'6FI'Y3NHW10R.N:S!+H#^G\]W M_^\?*(O/_\C>.1W!*,_\!6SWF\&!1WC9JE^ZM+:2/IB?6W6*I<-87(\ M?0_7_F2.*U].OROZK/A?V V0,0\]1-U_CS]PM9QYE<'U -I1PPP+7?=) M$YRZ7F'N:O/OS$1;1:H-_,#"+ \)+X@4-8887RCW!+0&V;38@:KDI/@Z MY>.W_@A5V)BO+:R9/_@MFVUUN,7V4GN"N>)[_HV;[7!QOF@(EI^@M)XVS$L*R MU0Q6\U3_NH]B?IY?<1X]O7#_1>]?9W_7K.=\$\GS)SX1-/329OLW?2O$:(3B_0T[=7)0>!P\&_\'8!HR?V;_4F$% J5 MVM 1Z9U(L^@5'5,V5;(Z.NA]MNZ.]<3@_M4Y%01Q<2AS>M%S)P @I:*SFG9+[#9\S'FVU1D FID)'M_XP<3K&\|F-TDU864 G@>B>?IB?K;MS_W3DFO_KI_C4*/#ZEL88"(#FRM%QU M+Z*\7YW8)V&G/"MD^@^/*,KQQJ>3"@3WGO_T>V@>L31E,X+0O MY=4E<62>"^BCE4>HQF?KSASOS$(Y<.WOSW'D92Z_39'V=VC&H(*IE3[QFL;^ MMX+C8<;^R1-'}V.%)^@>?WM1JP:I,.N1P,XC/=!%,5RIZ\V=&P_2$N7KOYT4V43?;J!(I9V@N#*,U9_Q+@:,%>5N$X%EGXT@$.V=HYR1^PR<.,P#1D-3\RE3 M?,5@1^V2;EL\ZW!#,/*K;X{]0DH[GZOZR MV2Y+TD$^K9XG:]YO\[8$|9+49+C&IT^2/9/51KA!U&N6ES$P"LNE:XCGH;7*K M_^02U\EV:.D MRG=@:QJ4ENR=)PCZ;GZKW(->E]10_N])_9!WVZ-]2:)/$>@#_ M;=Q5K23(">#M6#!)_3)^9M]Q-.S?G@RZ%$)]5?!\1"0_!TH06DK9IX,:)(.J5[?/,3>?P9* M,#I+JB>#VW6\IU&)/4BD"Fj"N+8J[^F@)LE^JLKO0;9N;\>/OS!AC9XAIO*L1_N;IS$-WX)XF5AJR1[^06B MC[!S[@?YU;'G]=<6C0<16'}1+>=&F_M%CT(>/8<68I"H(5%$GX,R^%3\^30*;GA)@&-AUS+,'DG'I4Q\;QY2]#A=<8. M#I]],X:7A*L/ZI0*AB[E+IC>;2@0R.=‘&7]M :?%3[>*8<,X)(>%M M$XD"SMF\!.H3DD5M,3H.+(B!"LCL,0?T4U:#M_@M&JWL]YD*CCK5VO^T@;.!4VNY@AAR7{B1N)W04V\Y1H,11U@0/D*%[7 MDM"F9&UWC[PL0%A;N&1<;VN5ZS0ST7 &]J5"J.;Q[LCO5CR+/\=88(ZV+%[&M,WL\F/#I&I^O6M1.$"P[CUZ2?Y?DWR5+K',\L,1REXA^>H\!W3W04TCS3EZ,N1UZLR0 V=UG,U8Q!_DF M]VA&,6. M5#(I&Z31]Y6MZ5L>#U&&@FDQ6 [$DNVEP:TCM(B-W1RQ!/^-^^G'X$9U0NR MHW18+/B6&^0(D:@$;%N!IF;_1B"'::+!G&.3MWNM+P#MQXTAN:I(S8+NO: M,U?RSLCZY X9KCKB*V[9PFVV*151CR[O<,K,HS2O>1]Q#BS:>M2"1C@.FX MHW'!G8_8\H$H(,"83T>X1EYX4G*RWLTE<5K;&/Y7M2ER,[!H3=W?(O3D'! E M,'3UXT;=.&LEU%BEQ 2,%V^^7\ E+?,F2_I3Y+7PB69<,*3_#GFME*L@AOS M;H[1'+1^(Q+G?&WA#]^-V*%[UE#-*_IR3-(8.0?V0EHCC'T\!F-F?$;6:,WP MO3Z3UIA8]<-4_NP?$9Z!'A_7:#3Y$S2O;NW$[U&X=HXIR4\D/K;?,T2R%.M= M/+MKE)D&C PVW_%)2?;^\1G%+OZWLV-)>OGYFC_&C7.*LANLD:[=Y#%PV?#3 M!VI>S3^D# =!],+-A(MO9IF"3!"V*1M <9U%"91X'OD5J.[,Y,#\\PP%6>PL2_RU8E] MM*F(8 YFO MBZ1A/,<^N<@),P-!8ET',|CM&:O^G"40/,,&80>'"%OBUO@KLV<%6#S?Z2!D(M*-)2W40M&5]JY3)A.'%4K+>0)\$Z>');/QQI4%AH!A M#EWB<_,&Y_C&FEB5K /20V\#CL(7.Z*[(`@>$OIEA_^%PS:[K(.FIR-)X16X4>1\EXRZ@<M>R5M?I&7(WB;H7O'F'>8*[Y]C][V498XH??V'4_-@5?:#PWO^H MSJKDZ=S[6!G>"#F]A!;C7/=6@.,Z_%F40!RWQ^D.Q'Y'P8>"J/FG$U(ES:O_@Q/"U?X2 MH_STK621'''YZ&.+Y<|T%A!'D?(:+$@1O'WT4GC%=86,L4/MLP[T.Q.?CM^:E MC=>4:!^V35O>/F#6@^DR:+6/-V8G??A8]\ U[5:>^G@?@,X,1KW8%&=!I 1D+F.B*N;-PL5.],IY7L7&?>?$.DMYO:DH%/@&VW;&S0.4D%FMDG.1L&:5 LI'C>5!X#M0P!7E#],@B&#:&/'L"3 ME*>T@P-Y_UJE*I"'"4)!U!.Z"/V!%?FH*N<2=."B-I$E%O"S^E MJ*MGA^Q\CU+?=8(E%VO)Q5IRL99=BG:OW7K!<+FNPH/ M +))2_*TP"2$+ E._J@NU[PQB[C%AT**^AH3ED2[)3'IFD]WMQ_N?AS]HC$A M(:N?)+XE:^.2Q@3J8Q>\2OR=W1LJDGEJRPI\/S8ZXK,%*I M+7W2?Z3<;4.@!|>;4*6) 4E1.B9'03RUHDEZW.8,7!+=[$AJZ4<*==RH2WUQPATHZ;\UU&7]1DK,X?L MP%Q8\^_C(\;XH-7?8'Y$\YVWEKS/)>_3EKS/\V6C*_?WS$!*ZY3\&",.^T8KG M:;;>7S"=8 ##*$[WM9>R*9$_P?CM;80.N A3!FK/QTGRJ\C#!5,<)^%'CVW M7C0:R!&U)6NY:9CPE3S]6&-+?PC=Z(N*MTC>0DY^6S@>3.@;8-['/ESP)@Z MUA0C;=(]BI^B,#HB$L<(=P7 =S^.*$SX-^Y)307!X#E?HS,,Q((5)9)Y79NF MA[!!9XT>U9)YCHFCY. PC9G6@-F7W(GL:.<'WXYN_'VI_%8^1+(]+UD$4CO]%<<=10.LXZ MQF>G]R+C7]_F);G&OMT=TXG)F0YD@^5R"*N3"RPHR]\F88V\8GQP^3QRA)4+()fWZ0»$?F)_N" M/7 XB7@>$%*UM.T/ZV"0;/,3%#*QCHZ/S\?N9[A+B74,K.7CIP "P8UUTN MSE55OZ=Y9V27& M&PF,PQ"$!?#MSTZA#]"[YU,])2O[O.%6>COH30H_<2+E8D<9!!T>=+,A126[KF/!VV4WLXC M?6^>#ZE9VF!)ON%Y)9^H[K<#ISJ$!LAD;"Q>]>L0.ZOJ5N.VC4H&1Y;A((%P0O%97YUE;F^@OS8OMA5"9V["KP2S'18';J):70>[Q MK)OI='ULD'<_<.;F"[[_L.9@L^3/Q@:M!;^FTW)L)'B&5('H$##)\1COX$>N(2-@UQ40EF"DS$@&YQM_W9@."G1D++>O M\[3H*88>]V_@SPWO#++I(5#X&20*\G76@X2M;,@@;M9F#P*#U1%-3G7W(&#! MC$=P*[\'P0&FIU2B='P0-&SP @U_">E/,(U=[,KU0?"P1V>G%KS;?)/=:.W; M=CQ6)5]2 I/(G__C/_X#F_8___EO?RGT4E#WVU?K[7Q$R:X*U3QPK2+D:[]IK MSP&WE4)%E;Z!@3H1Z*84+N!A3)WJQLRW?U^N6IK@54N6W.-B90OSYFN3IKGF MMJ"7GKOTV-?18[_2%^0V4Y2>.^B:.\)_F^:.A2-FU"^9/!+<41_.5,>#QY(*PZ75Q@!?X;],B+'=VGH8.P872F>]JG$ M @ .S=*^\!MY9=SR.K6E\M$\%Z:K!I"1,73L!L!,!8R[86.R%:S-2BR2A*$ M-Y?Z<6[-;=X#?Y??"8KS_.+'3R$6])>HB.F0V*5*6I@B@(9;"Y^R//:^'% M.5]#$-Y'6\7]$]X?F3%8L]?D/B,9EL]!MMOYX6X5>]MW)X5'"%KVRO29*\\$MS_'^4H<;6_@+PDS2=U/DK9UD_Q2%;E'RRE@\O$Q+4JE3P);KEF]_7AV*I5RZ/.63=QRL<.DNO1>'XHY3:[NHRB E-M]4#+T5#GEWQETRY?V0O^SV^5P^SN<RB$T(W>,,63Y/GH"@)?MT[<=Y?P,/L MD30E+CJG#>!$8RGX2@MC^<^N>I0Y#YN!UX6H,V6\IGBF'0#>OI?D_PWP!_P0V-T6IS(@AQN\'7**O_GKFVJ[(>1D?!ATU:OV"4J]5N\[KK++#P8E/F^TJ?;)#84I_MP6/>HK43N%G@I.AM3TEE6_*REKP!&_.R\C402N9&Q-]C-,?"'+L?I_^: >W;T MBSINR<-9\G#@L=6+8*C)$;ROSRC=1UX41+O3ZAT;C8l;OAEGS#>;A;4C>[N; M>Y?9W-V/(R*NS#<4'[B!XV%>N#12O%+RB-CG98SYI:H(R:L31V QKS/1?XVP M#ISW2'.[6QV#>3'>/ U87_SDVWV.T$.8(GPHTI% L,YW&!'>Z>76__]:8.R. M3;>-]P*X5Y-SW!HE2)OO*LGS1NI_)U5P[UN2H999D*8B M2U,Z18;)L.E\YZDC;V.GJFEEWXS0M>2DA)G0 M.MW/!#D)8B8?ANZMFFNCPNL^S(_^+[NR7U]-BAV"/:I.3I0LO(\OUCW0YBK MYN0?QI-74DSTA 8ZAEW:7!L=:,YG?5X+-T.D. MXCLTYVG.!?HEH)F2[K#>%A9DL8[B8U2\ADU-W/&. MUX:_]=I)\A=,Z-R$.Q0821#E-W0QU1;"/[U'V(AP]+09'@-I\9@)5I1>[(Q M6&{1%N'3Z^&%U,XO_M?Y#\4Z&5N7G0UL>TJ[,2_]L-WV[H=A2[*V_-S$Q(:W"A CO-AB/XNIFCG37*.]EXEDI)+--#5TZ*6QD=2R/GXK)WU4]#G(D S. M7;o:.#*F1DM#$7KC%M?>O:X;BP#7C+4;B:#AH. \OC]T-*W(]#87*QU*]*..%PM),=I[Z35(4N>HO27S G\;5Y?GOP#>3O\0VW^0X@#1]3 C1Q[^(8D"WR-)]WG] M:CY@L]U@CI_##>#.1J[F2]_G 8# \K =N5XQPDSL=%X4-YC'&@W@.U@>LGL(,2]&%]:W&!5J.6)U5/ M/U.N@L9A\?/W+4NZ4B.>B(];BGXD5)TZ' *5 C0>8KXBI3!=/#)]M1?+0=(N MQZ1U(13SROD8!_B.ALU^1O]OCWZP^4(O/M6'f@\M_]0?""7(1Q^X(7&I/FP.EFV]47 #G_Y%UZH!QU[,.7.X]%/4LR]DSO\>B?I1!(/'6FI'Y3NHW10R.N:S!+H#^G\]W M_^\?*(O/_\C>.1W!*,_\!6SWF\&!1WC9JE^ZM+:2/IB?6W6*I<-87(\ M?0_7_F2.*U].OROZK/A?V V0,0\]1-U_CS]PM9QYE<'U -I1PPP+7?=) M$YRZ7F'N:O/OS$1;1:H-_,#"+ \)+X@4-8887RCW!+0&V;38@:KDI/@Z MY>.W_@A5V)BO+:R9/_@MFVUUN,7V4GN"N>)[_HV;[7!QOF@(EI^@M)XVS$L*R MU0Q6\U3_NH]B?IY?<1X]O7#_1>]?9W_7K.=\$\GS)SX1-/329OLW?2O$:(3B_0T[=7)0>!P\&_\'8!HR?V;_4F$% J5 MVM 1Z9U(L^@5'5,V5;(Z.NA]MNZ.]<3@_M4Y%01Q<2AS>M%S)P @I:*SFG9+[#9\S'FVU1D FID)'M_XP<3K&\|F-TDU864 G@>B>?IB?K;MS_W3DFO_KI_C4*/#ZEL88"(#FRM%QU M+Z*\7YW8)V&G/"MD^@^/*,KQQJ>3"@3WGO_T>V@>L31E,X+0O MY=4E<62>"^BCE4>HQF?KSASOS$(Y<.WOSW'D92Z_39'V=VC&H(*IE3[QFL;^ MMX+C8<;^R1-'}V.%)^@>?WM1JP:I,.N1P,XC/=!%,5RIZ\V=&P_2$N7KOYT4V43?;J!(I9V@N#*,U9_Q+@:,%>5N$X%EGXT@$.V=HYR1^PR<.,P#1D-3\RE3 M?,5@1^V2;EL\ZW!#,/*K;X{]0DH[GZOZR MV2Y+TD$^K9XG:]YO\[8$|9+49+C&IT^2/9/51KA!U&N6ES$P"LNE:XCGH;7*K M_^02U\EV:.D MRG=@:QJ4ENR=)PCZ;GZKW(->E]10_N])_9!WVZ-]2:)/$>@#_ M;=Q5K23(">#M6#!)_3)^9M]Q-.S?G@RZ%$)]5?!\1"0_!TH06DK9IX,:)(.J5[?/,3>?P9* M,#I+JB>#VW6\IU&)/4BD"Fj"N+8J[^F@)LE^JLKO0;9N;\>/OS!AC9XAIO*L1_N;IS$-WX)XF5AJR1[^06B MC[!S[@?YU;'G]=<6C0<16'}1+>=&F_M%CT(>/8<68I"H(5%$GX,R^%3\^30*;GA)@&-AUS+,'DG'I4Q\;QY2]#A=<8. M#I]],X:7A*L/ZI0*AB[E+IC>;2@0R.=‘&7]M :?%3[>*8<,X)(>%M M$XD"SMF\!.H3DD5M,3H.+(B!"LCL,0?T4U:#M_@M&JWL]YD*CCK5VO^T@;.!4VNY@AAR7{B1N)W04V\Y1H,11U@0/D*%[7 MDM"F9&UWC[PL0%A;N&1<;VN5ZS0ST7 &]J5"J.;Q[LCO5CR+/\=88(ZV+%[&M,WL\F/#I&I^O6M1.$"P[CUZ2?Y?DWR5+K',\L,1REXA^>H\!W3W04TCS3EZ,N1UZLR0 V=UG,U8Q!_DF M]VA&,6. M5#(I&Z31]Y6MZ5L>#U&&@FDQ6 [$DNVEP:TCM(B-W1RQ!/^-^^G'X$9U0NR MHW18+/B6&^0(D:@$;%N!IF;_1B"'::+!G&.3MWNM+P#MQXTAN:I(S8+NO: M,U?RSLCZY X9KCKB*V[9PFVV*151CR[O<,K,HS2O>1]Q#BS:>M2"1C@.FX MHW'!G8_8\H$H(,"83T>X1EYX4G*RWLTE<5K;&/Y7M2ER,[!H3=W?(O3D'! E M,'3UXT;=.&LEU%BEQ 2,%V^^7\ E+?,F2_I3Y+7PB69<,*3_#GFME*L@AOS M;H[1'+1^(Q+G?&WA#]^-V*%[UE#-*_IR3-(8.0?V0EHCC'T\!F-F?$;6:,WP MO3Z3UIA8]<-4_NP?$9Z!'A_7:#3Y$S2O;NW$[U&X=HXIR4\D/K;?,T2R%.M= M/+MKE)D&C PVW_%)2?;^\1G%+OZWLV-)>OGYFC_&C7.*LANLD:[=Y#%PV?#3 M!VI>S3^D# =!],+-A(MO9IF"3!"V*1M <9U%"91X'OD5J.[,Y,#\\PP%6>PL2_RU8E] MM*F(8 YFO MBZ1A/,<^N<@),P-!8ET',|CM&:O^G"40/,,&80>'"%OBUO@KLV<%6#S?Z2!D(M*-)2W40M&5]JY3)A.'%4K+>0)\$Z>');/QQI4%AH!A M#EWB<_,&Y_C&FEB5K /20V\#CL(7.Z*[(`@>$OIEA_^%PS:[K(.FIR-)X16X4>1\EXRZ@<M>R5M?I&7(WB;H7O'F'>8*[Y]C][V498XH??V'4_-@5?:#PWO^H MSJKDZ=S[6!G>"#F]A!;C7/=6@.,Z_%F40!RWQ^D.Q'Y'P8>"J/FG$U(ES:O_@Q/"U?X2 MH_STK621'''YZ&.+Y<|T%A!'D?(:+$@1O'WT4GC%=86,L4/MLP[T.Q.?CM^

*ZJTGDDG8&ZT[&(0SI,_KANQ$[%;@I:%3HSC[RQ+=!YQ@MR-O\Y)V]-9L0-MFPS'*$"QLZ4'I.4D=A<1J*P_!O*E;SDQQCQ-4?Q/,WLO[B&.[>=SV%!_$ZV M%.",U[RVM7/TT(}QQ)7M%E%'&=6RAD=8:.NZ8A>C-/Z-W%|_\L+!V48BVONB\MB.:!.GB<,_@8HW7;.X'+N16L]E?C>?B"*W*9UJYXKF9(?\F<.$5Q&.7IOF!'-M#R%'>>4--Z>%'(Y!=$+H%7U@\16ZB'OF6*.70AF!%[2$BZC0R4],AV=SE+DZ-M,#]Q"R<]\BX^^H?A4JO-M;G)8VMK8@Y>2H*4D"&:V|[AU0%)!M79>C96WVDGGN++B6E6B7C?69/'&A5&I M\R%HQX)`IUE8'"*,C>'1&1A2/-8T4GSKD0DV7H\$<(-8 &0$PJO!C1F08XQ\C>-MW2N&F^IR@A/2-8W'<'ESZA$B2X%;2BW!EEJ.>;+;I+S](CSX@2/+X9!(^;H M08M2@=Z^PEF@1[2ZIZ&KA8-&0$P PAR'!DL4!M% HR%WSSP_KM:XZU?,2R-7-MVH[=O42HKD$&2Z.=7HN16KIC755B@B"LY>BHJQK<6*_E:"(@)&F;_&'*Y^IBN MW^O\1)!1G%@=LZXF &,+;Z8:!!FD-456)IL",I2-> M=D'\-YO4]?+G5COT)OQR3-$;.@-@S*> M?*

*FZK^185D776D9">*4BN)R4G0#3=MD8E+HOP21CFSTQX"TJ4P+HNBQK6]+3 MM3>JB-\)31S3W[^/4/%U0)YC -S)!^SF03S&<9RZFR*RM4T/M[E8U.,Y*E$'#= M=,M-B/2;$-G.,DOQ6$KUP);JV5\]8N#JW.6"1)@,4Z-CUE+X;+@],ZG*@(3B MU2I;VY4^C?:.&%R,T_T\("^8#!S-+A]<$R)ML&K_D3L32E^<$\]20.I[PW5QD MY\.ULQ]9P\WE;#97Q.W M2"34]TI-\NRWZIX^Y>GVYKT*' :-O JJ,6YOWHV2Z3Z-&TBD\!C7<&8V(5&O M*NT'76!1\LYAS7H#C8.F6V!8)I6E>]?D4;'V;J#E\A,A;^"9EIV,$XHQ9-D" M11DV 07$P\V%)}!.@EUK9?Q:3DN*G=;M.Q:RW1$#@7: MDP559V)"X'O"+M3/<$Y8FMW,M;*W6)BE>:Q-L<(.(%2)]-PF&Z)Z"3ZC#K#NVK_VW7H@W*I;&EG]KCG1NU-P. MW=-@Q"T+1&;CH O$DT;#TW4"-PL<=QI;/*L=9G;$GE 9Q\N%VB1"@YSVSF!;D(RTW, M;3#S;7_'GX#OLH_7$>'@U_TI"":0$VF8LV^504H_MC9<.P0>;?H&'/7+ZO. MCP"*5QUZJP.IW_\C_SWS\32_.@02(6E9V^K79ML)8(M;/HU8LKWKI>]F^R4\-MMB3PW@^BA1_IT%*G^W5Q2/P/9-U\CPO"BEB#/KVA&+LTBKDGY%/[ELL\A-O M_ "/W%6RK7.N_Q/XQOM(-MHH^[8K9MIS!DMW)G..=6)V+8=LK7(%](ET7>QX4!\K)3#"7UK"*?8W3$.D$95VR?Q[_XSL\\CL/VS)S@2'L6(WC#P9 M2[8I-K*)#D<7%G(%OC=)PY+9J)1&Q_%D_PWX5MFD2T1'5;?U&Q_O/M6MSX[B1 M?R6UWU-[L_?AD;WZP\[=P^MPTE5LC,G-D!VH]'H;O3#/PP-K%IZ-#71#7_Z$$C:HD/K-N4? 5E=$DZC%CEH M-/6"![V.+PR'U>%S*]S+#X%@K=@I),ZGGK=#[YF[8TZ2:L-,F,GC%)VH1,%M M+(1,!^/]E"'1SD, D+V;Y^PU]}#Y$>W3;Q^"#Q$6G=AKJB(01"8QRR8(*6? MZ@-)-U1)5#?RO#,Y_B@Q.9_D.2:(KPSG-M-(814Z['2+&3NK4;9_HI":0+HM1AK($'([""!@TZB?6!DT^ZC]O!@]K-VP*; M+G6Y,TR0@$1^::UX&&9P@4(68&U_#$0;#1#0!/)IC8&U,#3+9_#MA)_!-U2%&9P@?)^M#RE3?KL6?$(@[,%B&E2L_Z<$(@[,%B&E2L_Z<$+'*F-BHH,&_E6MG(,F-:I88WNTKL];$,G0TP?PZ5$1@L^I2]!%:&E\R8H-M8"?[=&T0EO+C=-=-G:?8D2V4=.657*1L-I->'+)X1;.-&PRA-R"H91(.0V%-M5E+27KS+.@Z6-'#53B YF8QA3$H\3",^:F&X{UH+=1B29AF4P-_VN9[U85]4-M#=].B)###4LAC(*@F;GO:9#@5%<^DFF93E#RKR\P5[\>&Q4N1R^IP5VQQY}(Z MDS!EE>;I0WJLOV!NCM\EB?!BIP(N_0E",,2F&T<5SE5*080>I-8'-U6L&L10-M-15.!\,T(IP#3[K9'W&01WAU>$ AX6**-MR:-2VU4-@23%E-JY:LM++KH*61[L56DPWD@X5W1,A/"XYMJ-96_8H51#.E"B-MK9,HW%\6$=Z+(G>?XGU$_&E+M7(3.#+26AB%_J=N_S1?/=\OGC>+>_J7S>IQ>3_;+NXW6_K?-M\!7S=K-Z6*T7+[/MDCZ%H(.(PN&/=-.S""\1V9A3J[/N:7;'#PG! FZ+OK.0-ML(P@*M.I-DY1-5T>-M^\=*E<2]H*[:3AZQ",&.:+\HFDTF\(H_A@1&&S^0-WL\X,Z_D3?>&)T2JN5G+ MZ25Q6*>*V\VG.=1!NE![EZ}3,.@_PLHA;R!{^BXV;M@Q=]WV77UUN<+ET!-MZ,T*.F[O&K,[>M0?0[6]-G.)-W_GL+!_)C/-3=#]YL!+!BH,W91#*P7$%8"]CR M96L2[O%+F'Y]0C%Z%5UL6"?JIC\,>ODO%W[1AI"P,':.//(V@8[UNTN3YNM_M+\CEPC*.,%,21;S5["F,0]:,B9FZ,]-_Q_6]349VHTO!$Y6O*V*)KEPB*VG M5Q=5IP/W/=M|WI0ME"U#;_/&Z>.VNLJK+EJC.3EAZD';3NPD&!2/)TP65.^_.M3K*@!#9E-HJIRT5#=/<9IHMX59EI//343'(9.L(;'Q<+6G/MXS!T.L250=*U9 M)8+NXX&HIOWRCMS&3L><-J-2S9264=.&^AJ,/:4B,!XT+3(&R\V#SY@\-R#4F(9-\>Y8(B^^Q^+/25Q??]T<4O^(7R@J+PP&K6Y?W M(;DG1-6@5$2\6KD(74YB'7B,_S:A6BBS!CKX(2&;(R+X#O&VZ"!02+A@R4_-L*&U-TD8=('[*842HYZ4WIP_^R,DGY3 M,I/9GM*;N1$S2L9PM^>&RQJ.OW#6.=*)BZ 6?G8=+0O;@4-.F@T*-.KN.2YLY8QE2/IYN&JJ*Z_>1-.M)![.Q[.#5H1K03GCY#T_WBJOL:.R5^Y/R7)"U:|:KGK3+NTZ3GC!YXH7[E#\-MM:5Q_LE3+G#4,,K[[%4L#-2.$/A/3_$?L/;"[FBMOI_8!U[]^S])RFOKKTZ-MR-Y17^\C!F@-G?T(/ONO>]1R0,A;_E-D6W]F_/$R///3CT";$OWO*!;UUZ<7W-M_R&H^1*KB>'((/KBJFQ.% ;;9(.SK&&'?O+5R'-W-MRGNDNGSR58VT4((]MXNAPAF!\8.KEECGZ\W11WG9'4EQT^-^GK&.]+!$//SD-MZ>6S]O!M1+!*B8I9L)+>/5]>GS,^P\N--23AP0T*L3A&7=KE3SUO-XMZZ&G-M-;HI$;X33)DX24-7'*9%#5U886V&W!%3^5W_ AH;&\PN|S87G7!=&P_,)I/-MO4F&3C=EN/W-<#TE-09(!XW-#7;E&INX)(BVR";=SF09!XC3.D%*-MCAPFCP.V2]IXHQZ+11@.,.U4$40#!,/4LMP2#]3$R#P&T!]H@GIZ;JW&T.G/ M6[<('3=MPC0%'$3[Y:-Z#P%53NE$.2CS=-MQ_^K:HJKPVA(<$'7=31@ELDE^04#7=TV3ATU=US75P.\/U6-+^#4 9'-M\=%S^MUA4%2.W! (4IP=.]*GZR1P,V?'#\))92WE1RN5HO^<:+8[LX)*1.0869'>,,NW45HBW/P>:|^<7PM5OHQ_2?P-M]?<\X_I[+(R4+?]NN]W"7SU-<_HK61\26_LFU4\F4T!]!'M=O55;_D0Y%*9 MGGN*E'X.8"HOM]L3LOO1#$--@E-V.K7S9L'VIVMOO2W]OV<#\&P.HOGYORJ>?&'(*K)K+F]-MG]]_*CBQ;T6R+S_W.6 ZF$AG0/T<1.ZE6S=2TXCI6VK.2*X G##VM2MZ-'&O'<#)/EHA M5Y3?W(6;CLZ2S%##3N WDC]ZTV1QD+.'SZG0&1NJXF46_"-/,OP\M)&094_401?=4F]QG9:PQQ9HG&\8DL+5WJL5+G;MI-(M+&1O-+"F;#7BJP3T M#=OKU!+:54,/"G3S M*AB'0&.HYG;NPU.-<;#6QHJ0;90/>E>1J86B99QF).IH!"\CN*)X89R??>2+;A:?;8F;I[*:.=RA?N]@>&K?]OU%# M/"?9ZG"@?UDG4;B_+"$\9R^YI_N=_\6;<])EN:U"6CD8_'*2^'$Z*"W"V;667S0;%CMILI.%/H)"WH@84KM//:0MP#@EN)=DGSE M8@"2'[.JAMN6[+NLUL#FB)+*^9X8D5,O#F_^R'Y.4:BW@FNRK6L"3Z%-8D7 MM:*@14E@?M'RC)5'.;#CS*@,8RBQF9>TX@4PQ-@B-S@)P=<^_]@SA=G,Y1-M0+B7[U3.A M?UOJ%H2S\!OL"[WQ*;2J{3;."R8CTLVVD9)BMWK;=.7T'/>)DAJ.@WTXV.K* MFG2=.#J5'U>P-$_2*G_/3#A-J M!8E/YU^;KO(LS5#.6EZIQ*AFBLY83A9OCIY;$48W@8=@$.UWA57P?83*0+t)4 MZ#L+-'1US-T'6'ST<$_H?-IC0)^ M*GZ(XT1(9_X;^PE'7'OY0Q@<4'6OS!-'/B:C5$LSWZ6.T?\+LDW_X S72*,VU MC\62!!GY(_M,^G.0G% 8+ZE@=___"--_OJG3LI;^0)#__Y0>V1.'/A>SA M? S_5@W\KILI%I3[ZYC"*6*PN_4*2TZD0G8F@?5;\^T<],FT[,WW! 3YQT2$T MC.VWI(V=.5Q(=#_'W]KL]A"2-+M'\&1^2N+LR'MT!6%VX;7[\A(R)WF 5V%$ M_TI_2LCV&X[>, (=-2Y],/*D@7$JR@G"4\I_C,+LQY0XH2HVD^PW%.55AZ IO MCTF>TOU(-1?ZY7%V>4ARPFJAGS.^]@V0^OF:)(6KM\U0HT|+DN_*\&WF=|NP MR" [J+PLRX[JQ'X^H;-? O28WBF\QO+R<:R_5.UOGH M>1W/XN$5F(8QTWZRJQG%;_A>+/%H\N6MX4(N8YR7!Z MG^..P-V$WZ5-//:T(.5 ?97)\[C6><8/\EHETCP>_R ? @Q6F*UPBR#7=^T>6 M0,Z+T5\ S?)7>N!K=.;]O)=5HA:$!$6,-!O(S;ED_C3F.Q)K&6*H.!<\]"C MHTB8!ERX_AV3A/V_/FZH8$WB@)L0U+KH"MLV&XPR%4@>>>*8"A>.U/1+F3GU0)PNR6O;UN1A"0BR/:S#VCC,X5 M_8+2FM\DF><_"!+!?J$1CU1$L0^NV'/P\";_TF\-X}>IM^& ?G'%%ATP$HQB M$."=62^H&;E":'4&$96B1E<1'!0U4FSP,*6<+-Q\%>Q NKX&";B"/>FER!8Q@CZTU2?88 M!RDKA;.Z6'+D:O*T92TL()YY M>B<>HS"BZNR)KNR #HQ]1X/<.RSRE)E\ M-[M1#AX.DAA&9W?/+#4_<|/*=5S0'10@F>/+7\'L=_>$M.6D147%NB2?"R08 MQ*TB3B30GNM+_1U+H$V:S=6;F;9&0'_8]R8E T=PY)HFA^EJ;!95;.@Y?? $% M!1!(&=_H#*/-WE$]!HG,YALZIU_"[+A)HJ#K'-(^AHE,?CKQ2)47Y]7,>7.$ M9UQT:)QE&0EW>:<:5ZJ3!;!K%?92YP*KL+[R<5%W+N71A_B[[.1T 0?)"X9]=M(T*D.T75$Y HC-G4ME8F)^NKV_I3_-$;+$TJ/\?DJB;7AO$@&=?JB-3'U_9W-M:CK-!0),+$ZI.6FW?(H/&/<"(]WX%?VE2!<,@'7^\#3D']O6(.1<&+ MKN%NC$2]1#|:WV@5@%\8'8L$S99M N>) '$"F+M7\9#G \$ZB!87I8)$8X]' MC>.F""%8TFDFX"I>2]M0\$(T[PHI"SP,O"!,[CU0>FV@% .1GS?9"0E*+%N/ MS;BC[?KKYH_"N*/#H]V#PW]S>=# <:,]2/OH!P?.O;)!RIL)A:P.XG37=5HD;Y M7.Q+>_\NE%CU!?!=C112-5T;*.#21M+Z4 0ID7L]M"TP#V*+@=-(Q3UAJEQM M#OL%23HD1 @RU6*YEPYPWM6YE(;B0Y($-&Z4-S3II*2UF>7V*L3PE[X-)6 MP"""0$F="CQ2&9>*4[R%6]ZO>;;('B'W7$R9\5]?D" >&/[+Y-%#X)]0#R)D M_\41\MXA9(F7]P\^]Z8G*#V2";&.6YUSBK+ ;&FH B,]\1,/EZC+),P\=$/OK";1 Z(7)8LZCDM#*%{(S%:IS;1U MN$'0#Z',QM#T=]AN9YNW]4E!2$26&^*5]3'PYC<|.3\T+V>6;06[AMS.$EF*.M29[(O'!VD])%4@G3,E/0E4[H#? D:U_2T_"VO7^R\-HV_RN]U_\FZQDROK:.M/(!0%/ODW3R6$'$>.D.NU7QS\S@*/Z>-G265O@$ZLTPZ)\3GXG5?(V\E@43" M0]IE$.0$ZBV%7_RE^G.Z]HB_2PD' _)2YK?+]U:,]2L-UKN8E9'H.+!Y$KP MAC;I.+LOE@(HKQ+"V8.'6/!/E.&%"L?G>+XV\V_2HOT#^),M3<1MDA7A!R>.MH*,5LXAS.\^JD@Y]P!547K609UHDF,,,@#',D?>FBO8KWV>L<\CG[\Q+V KI M(%5,#9,R&@ L? 0"]?PKW@HKM9!FR7RDU4A0KI7S0?4FVE1!2V2%TA.!N^.A M#F&*7V.BF(,XN>CV+9C^,H^,_^N/*3A!H!2'I2"!.CM,MM!18IA.XA&0A.(6 MZJ]$TIZA;ANXJSH 8(H75K1LV!R:D=$?$0ZZ_;EF&&"FH]-655B@6M/^E1"D-MDNL@V(L3-N.2^XG@'_,S?&]$|-^/L>P.^IC=?W4|K\C:EC-C&631I17H;JH MGFEXSD]!V/H+5ZS;P,&N'25>,:VKG9P=+@\&(L\N8-WW+.I&2]K'G;LSO*1 MQU5SLT;4'3/9*0>(8.R@QG;KN_M?!]^7Y?$:-\^X$GV;3@9+2+PE'33%MW_, M,)0B9=TK&9>T1\S>APK=9^,?#"[(!'+/?+7+HW]]^2&\RT'^M>3RUN=H@[^4 M@GS_B=E"]54@*8YRG8AIGXUK:,+N\?ZHSRWW*++]>24T_&9O%Z;6OQ]AA M9<4A\N1YOB;[!KZFFM<.P]E:[1!&6)EYBLJBQ=683ZQ?C(]WZ,.^-S\=[_C/ M O\/4$L#!!0 (R0!UEF648;UP@_*_X / =&%L;RUE>#,Q7S(N M;'1M[5MM4^,X$OZ^OT+'U&Y!50P)$%X2=JIR$&ZR-=1=\ORT(*_],A)\3,.M[_13F-S^V@K7$)@]Y(XZNMDS*P,*_'K6L;-ESF0>#82\&C@T[%-+7U!5OZ7E/2U M282)T >51\5$2ZIS1R*BU:@7KATL'3&7-7X-V}>GM^9EN B(*2TXQQNC"?"?/+A[?MD[1UW+GL?SMB'M4W;KM<[9:>]LNY@9<._S'DVOXIO3%0BH%HGK? 9"0E*+%O/S.C#S?I>\T=AW.'\X?,^0;W9W&_N-M-NJ'7T$XOO'I^{Y}6+@6L/-)T\.8EC=BEBVB_M1\@]YU-F_-<?)(@'AOXB>?80N"+DDPC97SI"/CJ$W.'EXX//H^D)2@]E0JSC M5N>EDFY,Z>.B86F1\ SRY C\OB$Z5\'Y8'Y=_M3;@H30%R6I_NQK$VB3?_UW)7(D<6F\|'1W!$%D9]$4*<&'T*1D-7BZ8{)K\O$_M>_F8V!UR5?KX03_5:8I22@X!,+N@))]EJH\ (B.%R<9GDF8>."&8V%&-]7;K[-M37A,R.93:4&59OKP(@?K3VI8OYB(X-K8TR;E*_*|*GF2)2#/28#E77C3MF%5-MW?@[BTGTA.A%R:*.X](0BNPR\^4U/V@_-RZEE&\&N_;? 31)9BDB>P2'RP]BZI NF8*?E9J&H'}9)M=EN]+L7>V_/(VVS?_K_1?_)BN9I+XV"R-4S^9Y-XLE1)PG)+AW:KZ9>1R% MG]-*WP"=62;=$^)+\;JOD;>20"}AH=>R#GH"J9,"+_Y2_3E95<1?I<0$ M_)2YK'?+]VX;Z/E)4|*W//R^P%@[#W7F9I5O%_M(\T#I*-0L,&Y$LL"[4'2 M;F8L!4AGI7Q1.WD$\;6FHME["#O""B,H3=+1B M&E#O7T;JBA5)L\2@L*R%--HBA[9E!HS!1WXV53*S\'7-*D5^;?]T+> D'4UN5V>(R18Z4@SK23P"N%"V0_VU-M2-I3X&T">E4'8$S9PJ6#=M?4S[ZH\)!MS_?# /,9'3:C MK6S&O2OQ^"5'(3 MYTV.;:=MN>1Q OC'W!ZO.CGM_;G0YR-,)NICU?W<]K\C;EA6+D7!(^V%$ MI80FD$FK4'"@ & CZ0:8H"U$[TDO<'JU FF.42WA/7'\VY8L>F5V;2SS&P2 M+:)4Y\$K0G^&S!BI!'+?-W'V9IUCTN9)0(_-8E0ET@<0-S8*R!/Y(":8RWQ#YB MI5(S>E7(MK>&AJ6)),4UDB@5!, I#8CZX;RW)^9VP%*E1W9"N%EP89P;@]VP MLC;'&SLQYHZU*^"],G5VEX ZES=P%I*8P[;MV%$EUK1RZS25N%RW&QZ%/<;-_M\'@'?F5?" <(E$YAZ'W@:4 \2RQ"X*'C1-;8;(Y$]T8_&-UH%X!=&QR)!LV7K MP'DB0)P YNYU/.#YE6 =1(OS4D&BL<.C1G-=!"L:S21"$?Z&864 M.1X&7I MCQXHO3%0BH%HGK? 9"0E*+%O/S.C#S?I>\T=AW.'\X?,^0;W9W&_N-M-NJ'7T$XOO'I^{Y}6+@6L/-)T\.8EC=BEBVB_M1\@]YU-F_-<?)(@'AOXB>?80N"+DDPC97SI"/CJ$W.'EXX//H^D)2@]E0JSC M5N>EDFY,Z>.B86F1\ SRY C\OB$Z5\'Y8'Y=_M3;@H30%R6I_NQK$VB3?_UW)7(D<6F\|'1W!$%D9]$4*<&'T*1D-7BZ8{)K\O$_M>_F8V!UR5?KX03_5:8I22@X!,+N@))]EJH\ (B.%R<9GDF8>."&8V%&-]7;K[-M37A,R.93:4&59OKP(@?K3VI8OYB(X-K8TR;E*_*|*GF2)2#/28#E77C3MF%5-MW?@[BTGTA.A%R:*.X](0BNPR\^4U/V@_-RZEE&\&N_;? 31)9BDB>P2'RP]BZI NF8*?E9J&H'}9)M=EN]+L7>V_/(VVS?_K_1?_)BN9I+XV"R-4S^9Y-XLE1)PG)+AW:KZ9>1R% MG]-*WP"=62;=$^)+\;JOD;>20"}AH=>R#GH"J9,"+_Y2_3E95<1?I<0$ M_)2YK'?+]VX;Z/E)4|*W//R^P%@[#W7F9I5O%_M(\T#I*-0L,&Y$LL"[4'2 M;F8L!4AGI7Q1.WD$\;6FHME["#O""B,H3=+1B M&E#O7T;JBA5)L\2@L*R%--HBA[9E!HS!1WXV53*S\'7-*D5^;?]T+> D'4UN5V>(R18Z4@SK23P"N%"V0_VU-M2-I3X&T">E4'8$S9PJ6#=M?4S[ZH\)!MS_?# /,9'3:C MK6S&O2OQ^"5'(3 MYTV.;:=MN>1Q OC'W!ZO.CGM_;G0YR-,)NICU?W<]K\C:EA6+D7!(^V%$ MI80FD$FK4'"@ & CZ0:8H"U$[TDO<'JU FF.42WA/7'\VY8L>F5V;2SS&P2 M+:)4Y\$K0G^&S!BI!'+?-W'V9IUCTN9)0(_-8E0ET@<0-S8*R!/Y(":8RWQ#YB MI5(S>E7(MK>&AJ6)),4UDB@5!, I#8CZX;RW)^9VP%*E1W9"N%EP89P;@]VP MLC;'&SLQYHZU*^"],G5VEX ZES=P%I*8P[;MV%$EUK1RZS25N%RW&QZ%/<;-_M\'@'?F5?" <(E$YAZ'W@:4 \2RQ"X*'C1-;8;(Y$]T8_&-UH%X!=&QR)!LV7K MP'DB0)P YNYU/.#YE6 =1(OS4D&BL<.C1G-=!"L:S21"$?Z&864 M.1X&7I MCQXHO3%0BH%HGK? 9"0E*+%O/S.C#S?I>\T=AW.'\X?,^0;W9W&_N-M-NJ'7T$XOO'I^{Y}6+@6L/-)T\.8EC=BEBVB_M1\@]YU-F_-<?)(@'AOXB>?80N"+DDPC97SI"/CJ$W.'EXX//H^D)2@]E0JSC M5N>EDFY,Z>.B86F1\ SRY C\OB$Z5\'Y8'Y= M3;@H30%R6I_NQK$VB3? UW)7(D<6F\|'1W!$%D9]$4*<&'T*1D-7BZ8{)K\O$ M> F8V!UR5?KX03 5:8I22@X!,+N@))]EJH\ (B.%R<9GDF8>."&8V%&-]7;K[-M37A,R.93:4&59OKP(@?K3VI8OYB(X-K8TR;E*_*|*GF2)2#/28#E77C3MF%5 MW?@[BTGTA.A%R:*.X](0BNPR\^4U/V@_-RZEE&\&N_;? 31)9BDB>P2'RP]BZI NF8*?E9J&H'}9)M=EN]+L7>V_/(VVS?_K_1?_)BN9I+XV"R-4S^9Y-XLE1)PG)+AW:KZ9>1R% MG]-*WP"=62;=$^)+\;JOD;>20"}AH=>R#GH"J9,"+_Y2_3E95<1?I<0$ M_)2YK'?+]VX;Z/E)4|*W//R^P%@[#W7F9I5O%_M(\T#I*-0L,&Y$LL"[4'2 M;F8L!4AGI7Q1.WD$\;6FHME["#O""B,H3=+1B M&E#O7T;JBA5)L\2@L*R%--HBA[9E!HS!1WXV53*S\'7-*D5^;?]T+> D'4UN5V>(R18Z4@SK23P"N%"V0_VU-M2-I3X&T">E4'8$S9PJ6#=M?4S[ZH\)!MS_?# /,9'3:C MK6S&O2OQ^"5'(3 MYTV.;:=MN>1Q OC'W!ZO.CGM_;G0YR-,)NICU?W<]K\C:EA6+D7!(^V%$ MI80FD$FK4'"@ & CZ0:8H"U$[TDO<'JU FF.42WA/7'\VY8L>F5V;2SS&P2 M+:)4Y\$K0G^&S!BI!'+?-W'V9IUCTN9)0(_-8E0ET@<0-S8*R!/Y(":8RWQ#YB MI5(S>E7(MK>&AJ6)),4UDB@5!, I#8CZX;RW)^9VP%*E1W9"N%EP89P;@]VP MLC;'&SLQYHZU*^"],G5VEX ZES=P%I*8P[;MV%$EUK1RZS25N%RW&QZ%/<;-_M\'@'?F5?" <(E$YAZ'W@:4 \2RQ"X*'C1-;8;(Y$]T8_&-UH%X!=&QR)!LV7K MP'DB0)P YNYU/.#YE6 =1(OS4D&BL<.C1G-=!"L:S21"$?Z&864 M.1X&7I MCQXHO3%0BH%HGK? 9"0E*+%O/S.C#S?I>\T=AW.'\X?,^0;W9W&_N-M-NJ'7T$XOO'I^{Y}6+@6L/-)T\.8EC=BEBVB_M1\@]YU-F_-<?)(@'AOXB>?80N"+DDPC97SI"/CJ$W.'EXX//H^D)2@]E0JSC M5N>EDFY,Z>.B86F1\ SRY C\OB$Z5\'Y8'Y=_M3;@H30%R6I_NQK$VB3?_UW)7(D<6F\|'1W!$%D9]$4*<&'T*1D-7BZ8{)K\O$_M>_F8V!UR5?KX03_5:8I22@X!,+N@))]EJH\ (B.%R<9GDF8>."&8V%&-]7;K[-M37A,R.93:4&59OKP(@?K3VI8OYB(X-K8TR;E*_*|*GF2)2#/28#E77C3MF%5-

V,S N:'1M4$L! A0#% @ #) '689@1$: P(NYH? !$ M (!32 # '1A;&\M,C R-# V,S N>'-D4$L! A0#% @ #) '6 L!0!T M86QO+65X,S%?,BYH=&U02P$"% ,4 " ,D =9[4F>X/L% Q+@ #P-M @ 'D-04 =&%L;RUE>#,R7S$N:'1M4$L!%!@ & 8 =0$ ' P\!0 $! end XML 96 talo-20240630_htm.xml IDEA: XBRL DOCUMENT 0001724965 us-gaap:EmployeeSeveranceMember 2023-12-31 0001724965 srt:NaturalGasPerThousandCubicFeetMember talo:JulyTwoThousandAndTwentyFourToDecemberTwoThousandAndTwentyFourMember us-gaap:SwapMember 2024-01-01 2024-06-30 0001724965 us-gaap:CommodityContractMember 2023-01-01 2023-06-30 0001724965 talo:SPFourtyNinePipelineLLCMember talo:UpstreamMember 2024-06-30 0001724965 us-gaap:OtherCurrentLiabilitiesMember talo:DecommissioningAbandonmentObligationsMember 2024-06-30 0001724965 us-gaap:OperatingSegmentsMember talo:BayouBendCcsLlcMember talo:CapitalCarryMember 2023-01-01 2023-06-30 0001724965 talo:TwelvePercentSecondPrioritySeniorSecuredNotesDueJanuaryTwoThousandTwentySixMember us-gaap:SeniorNotesMember 2024-02-07 2024-02-07 0001724965 2023-06-30 0001724965 srt:NaturalGasPerThousandCubicFeetMember 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srt:OilReservesMember country:US 2024-01-01 2024-06-30 0001724965 talo:QuarternorthEnergyIncMember us-gaap:GeneralAndAdministrativeExpenseMember talo:NonrecurringAdjustmentsMember 2024-04-01 2024-06-30 0001724965 us-gaap:OperatingSegmentsMember talo:EnvenEnergyCorporationMember us-gaap:EmployeeSeveranceMember 2023-01-01 2023-06-30 0001724965 us-gaap:OtherNoncurrentLiabilitiesMember talo:DecommissioningAbandonmentObligationsMember 2023-12-31 0001724965 talo:GainLossOnDerivativeInstrumentsUnrealizedComponentMember 2024-04-01 2024-06-30 0001724965 us-gaap:MaterialReconcilingItemsMember talo:TalosEnergyMexicoMember talo:UpstreamMember 2023-01-01 2023-06-30 0001724965 talo:EnvenEnergyCorporationMember 2023-04-01 2023-06-30 0001724965 talo:SecondPrioritySeniorSecuredNotesMember 2024-02-07 0001724965 srt:CrudeOilMember talo:JulyTwoThousandAndTwentyFourToDecemberTwoThousandAndTwentyFourMember talo:LongPutsMember 2024-01-01 2024-06-30 0001724965 talo:ElevenPointSevenFivePercentSeniorSecuredSecondLienNotesDueAprilTwoThousandTwentySixMember us-gaap:SeniorNotesMember 2024-01-01 2024-06-30 0001724965 us-gaap:PerformanceSharesMember 2024-06-30 0001724965 us-gaap:CommodityContractMember talo:GainLossOnDerivativeInstrumentsRealizedComponentMember 2024-01-01 2024-06-30 0001724965 talo:DecommissioningAbandonmentObligationsMember 2023-12-31 0001724965 srt:ProFormaMember talo:EnvenEnergyCorporationMember us-gaap:CommonStockMember 2024-01-01 2024-06-30 0001724965 talo:EnvenEnergyCorporationMember 2023-01-01 2023-06-30 0001724965 us-gaap:CommodityContractMember talo:GainLossOnDerivativeInstrumentsRealizedComponentMember 2024-04-01 2024-06-30 0001724965 srt:ScenarioForecastMember talo:MonumentProjectMember 2024-08-03 2026-04-01 0001724965 us-gaap:AdditionalPaidInCapitalMember 2024-01-01 2024-06-30 0001724965 talo:TwelvePercentSecondPrioritySeniorSecuredNotesDueJanuaryTwoThousandTwentySixMember us-gaap:OtherNonoperatingIncomeExpenseMember 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DE 82-3532642 333 Clay Street Suite 3300 Houston TX 77002 713 328-3000 Common Stock TALO NYSE Yes Yes Large Accelerated Filer false false false 180153856 37797000 33637000 243826000 178977000 156287000 79337000 13468000 19296000 16412000 36152000 79870000 64387000 18123000 10389000 565783000 422175000 9435902000 7906295000 653143000 268315000 34824000 34027000 10123869000 8208637000 4643062000 4168328000 5480807000 4040309000 104368000 102362000 2784000 17551000 109688000 146049000 62991000 54277000 17041000 16207000 12429000 11418000 5964000 5961000 6361855000 4816309000 91871000 84193000 315191000 227690000 84126000 55051000 0 33060000 78765000 77581000 51607000 7305000 48970000 42300000 3928000 2666000 37181000 48769000 711639000 578615000 1435899000

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(the "Parent Company") is a Delaware corporation originally incorporated on November 14, 2017. The Parent Company conducts all business operations through its operating subsidiaries, owns no operating assets and has no material operations, cash flows or liabilities independent of its subsidiaries. The Parent Company's common stock is traded on The New York Stock Exchange under the ticker symbol "TALO." The Parent Company (including its subsidiaries, collectively "Talos" or the "Company") is a technically driven independent exploration and production company focused on safely and efficiently maximizing long-term value through its operations, currently in the United States ("U.S.") and offshore Mexico. The Company leverages decades of technical and offshore operational expertise towards the acquisition, exploration and development of assets in key geological trends that are present in many offshore basins around the world. Basis of Presentation and Consolidation The Condensed Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the SEC regarding interim financial reporting. Accordingly, certain information and disclosures normally included in complete financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, these financial statements include all adjustments, which unless otherwise disclosed, are of a normal recurring nature, necessary for a fair presentation of the financial position, results of operations, cash flows and changes in equity for the periods presented. The results for interim periods are not necessarily indicative of results for the entire year. The unaudited financial statements and related notes included in this Quarterly Report should be read in conjunction with the Company's audited Consolidated Financial Statements and accompanying notes included in the 2023 Annual Report. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Segments From January 1, 2024 through March 18, 2024, the Company had two operating segments: (i) exploration and production of oil, natural gas and NGLs ("Upstream Segment") and (ii) CCS ("CCS Segment"), of which the Company's only reportable segment was the Upstream Segment. Subsequent to the TLCS Divestiture (as defined herein) and sale of the Company's entire CCS business, the Company had one operating segment. See additional information in Note 14 — Segment Information. Summary of Significant Accounting Policies The Company has provided a discussion of its significant accounting policies, estimates and judgments in Note 2 – Summary of Significant Accounting Policies included in the accompanying Notes to Consolidated Financial Statements in the 2023 Annual Report. The Company has not changed any of its significant accounting policies from those described in our 2023 Annual Report. Cash, Cash Equivalents and Restricted Cash The following table provides a reconciliation of the amount of cash, cash equivalents and restricted cash reported within the Condensed Consolidated Balance Sheets to the total of the same such amounts shown in the Condensed Consolidated Statements of Cash Flows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:65.887%;"></td><td style="width:1%;"></td><td style="width:15.057%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:15.057%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Cash and cash equivalents </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">37,797</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 33,637 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Restricted cash included in Other long-term assets </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 104,368 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 102,362 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Total cash, cash equivalent and restricted cash </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">142,165 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">135,999</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div> <p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Organization and Nature of Business</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Talos Energy Inc. (the "Parent Company") is a Delaware corporation originally incorporated on November 14, 2017. The Parent Company conducts all business operations through its operating subsidiaries, owns no operating assets and has no material operations, cash flows or liabilities independent of its subsidiaries. The Parent Company's common stock is traded on The New York Stock Exchange under the ticker symbol "TALO."</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Parent Company (including its subsidiaries, collectively "Talos" or the "Company") is a technically driven independent exploration and production company focused on safely and efficiently maximizing long-term value through its operations, currently in the United States ("U.S.") and offshore Mexico. The Company leverages decades of technical and offshore operational expertise towards the acquisition, exploration and development of assets in key geological trends that are present in many offshore basins around the world.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Basis of Presentation and Consolidation</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Condensed Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the SEC regarding interim financial reporting. Accordingly, certain information and disclosures normally included in complete financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, these financial statements include all adjustments, which unless otherwise disclosed, are of a normal recurring nature, necessary for a fair presentation of the financial position, results of operations, cash flows and changes in equity for the periods presented. The results for interim periods are not necessarily indicative of results for the entire year. The unaudited financial statements and related notes included in this Quarterly Report should be read in conjunction with the Company's audited Consolidated Financial Statements and accompanying notes included in the 2023 Annual Report. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.</p> 2017-11-14 <p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Segments</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">From January 1, 2024 through March 18, 2024, the Company had two operating segments: (i) exploration and production of oil, natural gas and NGLs ("Upstream Segment") and (ii) CCS ("CCS Segment"), of which the Company's only reportable segment was the Upstream Segment. Subsequent to the TLCS Divestiture (as defined herein) and sale of the Company's entire CCS business, the Company had one operating segment. See additional information in Note 14 — Segment Information.</p> 2 <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table provides a reconciliation of the amount of cash, cash equivalents and restricted cash reported within the Condensed Consolidated Balance Sheets to the total of the same such amounts shown in the Condensed Consolidated Statements of Cash Flows (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:65.887%;"></td> <td style="width:1%;"></td> <td style="width:15.057%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:15.057%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p 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<tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Restricted cash included in Other long-term assets</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">104,368</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid 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recognized at their fair values as of the acquisition date. QuarterNorth Acquisition — On March 4, 2024, the Company completed the acquisition of QuarterNorth Energy Inc. ("QuarterNorth"), a privately-held U.S. Gulf of Mexico exploration and production company (the "QuarterNorth Acquisition," and the merger agreement related thereto, the "QuarterNorth Merger Agreement") for consideration consisting of (i) $1,247.4 million in cash and (ii) 24.3 million shares of

the Company's common stock valued at $322.6 million. The cash payment was partially funded with an underwritten public offering of 34.5 million shares of the Company's common stock, borrowings under the Bank Credit Facility and the new Senior Notes (as defined in Note 7 — Debt).</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table summarizes the purchase price (in thousands except share and per share data):</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:80.2%;"></td><td style="width:1%;"></td><td style="width:17.799999999999997%;"></td><td style="width:1%;"></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Shares of Talos common stock</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,349,452</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Talos common stock price(1)</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 13.25 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Common stock value </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">322,630</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="text-indent:10pt;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash consideration</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,247,419 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="text-indent:10pt;vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total purchase price(2) </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,570,049 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td></tr></table> (1) Represents the closing price of the Company's common stock on March 4, 2024, the date of the closing of the QuarterNorth Acquisition. (2) Total purchase price net of $331.4 million cash and cash equivalents acquired at closing is $1,238.7 million. </div></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents the latest preliminary allocation of the purchase price to the assets acquired and liabilities assumed, based on their fair values on March 4, 2024 (in thousands):</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:80.2%;"></td><td style="width:1%;"></td><td style="width:17.799999999999997%;"></td><td style="width:1%;"></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash and cash equivalents</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 331,374 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Other current assets </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 160,117 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Property and equipment </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,622,597 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Other long-term assets </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20,780 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"> Current liabilities: </td><td colspan="2" style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Current portion of asset retirement obligations </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;">(6,748 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other current liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (193,928 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Long-term liabilities: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Asset retirement obligations </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (192,771 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Deferred tax liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (168,481 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other long-term liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,891 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Allocated purchase price </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,570,049 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr></table> The fair values determined for accounts receivable, accounts payable and other current assets and most current liabilities were generally equivalent to the carrying value due to their short-term nature. The fair value of proved oil and natural gas properties as of the acquisition date is based on estimated proved oil, natural gas and NGL reserves and related discounted future net cash flows incorporating market participant assumptions. Significant inputs to the valuation include estimates of future production volumes, future operating, development and plugging and abandonment costs, future commodity prices, and a weighted average cost of capital discount rate. When estimating the fair value of proved and unproved properties, additional risk adjustments were applied to proved developed non-producing, proved undeveloped and probable reserves to reflect the relative uncertainty of each reserve class. These inputs are classified as Level 3 unobservable inputs, including the underlying commodity price assumptions which are based on the three-year NYMEX forward strip prices, escalated for inflation thereafter, and adjusted for price differentials. The fair value of asset retirement obligations is determined by calculating the present value of estimated future cash flows related to the liabilities. The Company utilizes several assumptions, including a credit-adjusted risk-free interest rate, estimated costs of decommissioning services, estimated timing of when the work will be performed and a projected inflation rate. The fair values of derivative instruments were estimated using a third-party industry standard pricing model which considers various inputs such as quoted forward commodity prices, discount rates, volatility factors and current market and contractual prices for the underlying instruments, as well as other relevant data. The Company is still finalizing the fair value analysis related to the oil and natural gas properties, other well equipment, asset retirement obligations assumed, certain contingent liabilities and deferred tax liabilities arising from the assets acquired and liabilities assumed. The preliminary purchase price allocation will be subject to further refinement as the Company continues to refine its estimates and assumptions based on further information available at the acquisition date. These refinements may result in material changes to the estimated fair value of assets acquired and liabilities assumed. The Company anticipates finalizing the determination of fair values by December 31, 2024. The Company incurred approximately $22.1 million of acquisition-related costs in connection with the QuarterNorth Acquisition exclusive of severance expense, of which $0.3 million and $19.1 million were recognized in the three and six months ended June 30, 2024, respectively, and $3.0 million was recognized for the year ended December 31, 2023. These costs were reflected in “General and administrative expense” on the Condensed Consolidated Statements of Operations except for $4.9 million of fees associated with an unutilized bridge loan that was included in “Interest expense” on the Condensed Consolidated Statements of Operations during the six months ended June 30, 2024. Additionally, the Company incurred $8.1 million and $22.3 million in severance expense in connection with the QuarterNorth Acquisition for the three and six months ended June 30, 2024, respectively. See Note 9 — Employee Benefits Plans and Share-Based Compensation for additional discussion.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents revenue and net income attributable to the QuarterNorth Acquisition for the three months ended June 30, 2024 and the period from March 4, 2024 to June 30, 2024:</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:66.86%;"></td><td style="width:1%;"></td><td style="width:14.5%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:14.64%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30, 2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30, 2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenue</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">173,157 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">217,106</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 55,550 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 62,299 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> Pro Forma Financial Information (Unaudited) — The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2024 and 2023 as if the QuarterNorth Acquisition had occurred on January 1, 2023. The unaudited pro forma information was derived from historical statements of operations of the Company and QuarterNorth adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and New Senior Notes, (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) weighted average basic and diluted shares of common stock outstanding from the issuance of 24.3 million shares of common stock as partial consideration for the QuarterNorth Acquisition and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 34.5 million shares of common stock from the underwritten public offering in January 2024 that partially funded the cash portion of the QuarterNorth Acquisition. Supplemental pro forma earnings for the three and six months ended June 30, 2023 were adjusted to include nil and $31.7 million of general and administrative expenses, respectively. Supplemental pro forma earnings for the three and six months ended June 30, 2024 were adjusted to exclude $6.5 million and $31.5 million of general and administrative expenses, respectively. This information does not purport to be indicative of results of operations that would have occurred had the QuarterNorth Acquisition occurred on January 1, 2023, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data).</p><div style="font-size:10pt;font-family:Times New Roman;"> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenue</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 549,165 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">509,934</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,106,366 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">992,885</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,522 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,968</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (92,937 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">93,288</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basic net income (loss) per common share</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.51</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.53</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Diluted net income (loss) per common share</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.51</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.53</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="text-indent:2.267%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">EnVen Acquisition — On February 13, 2023, the Company completed the acquisition of EnVen Energy Corporation (“EnVen”), a private operator in the Deepwater U.S. Gulf of Mexico (the “EnVen Acquisition,” and the merger agreement related thereto, the “EnVen Merger Agreement”) for consideration consisting of (i) $207.3 million in cash, (ii) 43.8 million shares of the Company’s common stock valued at $832.2 million and (iii) the effective settlement of an accounts receivable balance of $8.4 million. No gain or loss was recognized on settlement as the payable was effectively settled at the recorded amount. The cash payment was partially funded with borrowings under the Bank Credit Facility. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company incurred approximately $21.8 million of acquisition-related costs in connection with the EnVen Acquisition exclusive of severance expense, of which $0.2 million and $12.8 million were recognized during the three and six months ended June 30, 2023, respectively, and reflected in “General and administrative expense” on the Condensed Consolidated Statements of Operations. Additionally, the Company incurred $1.4 million and $24.0 million in severance expense in connection with the EnVen Acquisition for the three and six months ended June 30, 2023, respectively.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents revenue and net income (loss) attributable to the EnVen Acquisition for the three months ended June 30, 2023 and the period from February 13, 2023 to June 30, 2023 (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:69.697%;"></td> <td style="width:1%;"></td> <td style="width:13.151%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:13.151%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenue</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">113,582</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">175,641</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;">Net income (loss) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">25,878</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,788 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> Pro Forma Financial Information (Unaudited) — The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2023 as if the EnVen Acquisition had occurred on January 1, 2022. The unaudited pro forma information was derived from historical statements of operations of the Company and EnVen adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and to adjust the amortization of the premium of the 11.75% Notes (as defined in Note 7 — Debt), (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) other income (expense) to adjust the accretion of the discount on the two notes receivable to settle future asset retirement obligations and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 43.8 million shares of common stock as partial consideration for the EnVen Acquisition. Supplemental pro forma earnings for the three and six months ended June 30, 2023 were adjusted to exclude $1.4 million and $64.1 million of general and administrative expenses, respectively. This information does not purport to be indicative of results of operations that would have occurred had the EnVen Acquisition occurred on January 1, 2022, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data).</p><div style="font-size:10pt;font-family:Times New Roman;"><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:66.653%;"></td><td style="width:1%;"></td><td style="width:15.834%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:13.512%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30, 2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30, 2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenue</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 367,210 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">741,835</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss)</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,813 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">132,903</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basic net income (loss) per common share</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.12 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1.05</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Diluted net income (loss) per common share</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.12 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.05 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr></table> Divestiture Talos Low Carbon Solutions Divestiture — On March 18, 2024, the Company entered into a definitive agreement relating to and subsequently completed the sale of its wholly owned subsidiary, Talos Low Carbon Solutions LLC to TotalEnergies E&P USA, Inc. for a purchase price of $125.0 million plus customary reimbursements and adjustments, combined totaling approximately $142.0 million (the “TLCS Divestiture”). The TLCS Divestiture includes the Company’s entire CCS business including its equity investments in three projects along the U.S. Gulf Coast: Bayou Bend CCS LLC, Harvest Bend CCS LLC, and Coastal Bend CCS LLC. A gain of $<span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-

width:fit-content;">86.9 million was recognized on the TLCS Divestiture during the six months ended June 30, 2024, which is presented as “Other operating income (expense)” on the Condensed Consolidated Statements of Operations. The Company incurred approximately $5.9 million of costs in connection with the TLCS Divestiture exclusive of severance expense, of which $5.3 million was recognized during the six months ended June 30, 2024 and reflected in “General and administrative expense” on the Condensed Consolidated Statements of Operations. Additionally, the Company incurred $3.7 million in severance expense in connection with the TLCS Divestiture for the six months ended June 30, 2024. See Note 9 — Employee Benefits Plans and Share-Based Compensation for additional discussion.</p> 2024-03-04 1247400000 24300000 322600000 34500000 <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table summarizes the purchase price (in thousands except share and per share data):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.2%;"></td> <td style="width:1%;"></td> <td style="width:17.799999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Shares of Talos common stock</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,349,452</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Talos common stock price(1)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 13.25 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Common stock value </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">322,630</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash consideration</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,247,419 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total purchase price(2) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,570,049 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) Represents the closing price of the Company’s common stock on March 4, 2024, the date of the closing of the QuarterNorth Acquisition. Total purchase price net of $331.4 million cash and cash equivalents acquired at closing is $1,238.7 million. 24349452 13.25 322630000 1247419000 1570049000 331400000 1238700000 <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents the latest preliminary allocation of the purchase price to the assets acquired and liabilities assumed, based on their fair values on March 4, 2024 (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.2%;"></td> <td style="width:1%;"></td> <td style="width:17.799999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash and cash equivalents</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 331,374 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Other current assets </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 160,117 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Property and equipment </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,622,597 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Other long-term assets </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20,780 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> <span style="color:#000000;white-

space:pre-wrap;min-width:fit-content;">Current liabilities: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Current portion of asset retirement obligations </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (6,748 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other current liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (193,928 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Long-term liabilities: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Asset retirement obligations </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (192,771 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Deferred tax liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (168,481 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other long-term liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,891 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Allocated purchase price </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,570,049</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 331374000 160117000 1622597000 20780000 6748000 193928000 192771000 168481000 2891000 1570049000 22100000 300000 19100000 3000000 4900000 8100000 22300000 <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents revenue and net income attributable to the QuarterNorth Acquisition for the three months ended June 30, 2024 and the period from March 4, 2024 to June 30, 2024:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.86%;"></td> <td style="width:1%;"></td> <td style="width:14.5%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.64%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenue</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 173,157 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">217,106</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 55,550 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 62,299 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> 173157000 217106000 55550000 62299000 The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2024 and 2023 as if the QuarterNorth Acquisition had occurred on January 1, 2023. The unaudited pro forma information was derived from historical statements of operations of the Company and QuarterNorth adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and New Senior Notes, (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) weighted average basic and diluted shares of common stock outstanding from the issuance of 24.3 million shares of common stock as partial consideration for the QuarterNorth Acquisition and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 34.5 million shares of common stock from the underwritten public offering in January 2024 that partially funded the cash portion of the QuarterNorth Acquisition. 24300000 34500000 0 31700000 -6500000 -31500000 This information does not purport to be indicative of results of operations that would have occurred had the QuarterNorth Acquisition occurred on January 1, 2023, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data). <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six

Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Revenue </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">549,165</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 509,934 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,106,366</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 992,885 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net income (loss) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,522</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,968 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(92,937</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 93,288 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Basic net income (loss) per common share </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.10 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.51</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.53 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Diluted net income (loss) per common share </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.10 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.51</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.53 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> 549165000 509934000 1106366000 992885000 17522000 18968000 -92937000 93288000 0.1 0.1 -0.51 0.53 0.1 0.1 -0.51 0.53 2023-02-13 207300000 43800000 832200000 8400000 0 21800000 200000 12800000 1400000 24000000 The following table presents revenue and net income (loss) attributable to the EnVen Acquisition for the three months ended June 30, 2023 and the period from February 13, 2023 to June 30, 2023 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:69.697%;"></td> <td style="width:1%;"></td> <td style="width:13.151%;"></td> <td style="width:1%;"></td> <td style="width:13.151%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Three Months Ended June 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> <span

style="white-space:pre-wrap;min-width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenue</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">113,582</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">175,641</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">25,878</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">19,788</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 113582000 175641000 25878000 19788000 The following supplemental pro forma financial information (in thousands, except per common share amounts), presents the condensed consolidated results of operations for the three and six months ended June 30, 2023 as if the EnVen Acquisition had occurred on January 1, 2022. The unaudited pro forma information was derived from historical statements of operations of the Company and EnVen adjusted to include (i) depletion expense applied to the adjusted basis of the oil and natural gas properties acquired, (ii) interest expense to reflect borrowings under the Bank Credit Facility and to adjust the amortization of the premium of the 11.75% Notes (as defined in Note 7 — Debt), (iii) general and administrative expense adjusted for transaction related costs incurred (including severance), (iv) other income (expense) to adjust the accretion of the discount on the two notes receivable to settle future asset retirement obligations and (v) weighted average basic and diluted shares of common stock outstanding from the issuance of 43.8 million shares of common stock as partial consideration for the EnVen Acquisition. Supplemental pro forma earnings for the three and six months ended June 30, 2023 were adjusted to exclude $1.4 million and $64.1 million of general and administrative expenses, respectively. 0.1175 43800000 -1400000 -64100000 This information does not purport to be indicative of results of operations that would have occurred had the EnVen Acquisition occurred on January 1, 2022, nor is such information indicative of any expected future results of operations (in thousands, except for the per share data). <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.653%;"></td> <td style="width:1%;"></td> <td style="width:15.834%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:13.512%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenue</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">367,210</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">741,835</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,813</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">132,903</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basic net income (loss) per common share</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.12</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1.05</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Diluted net income (loss) per common share</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.12</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1.05</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 367210000 741835000 14813000 132903000 0.12 1.05 0.12 1.05 2024-03-18 125000000 142000000 86900000 5900000 5300000 3700000 <p id="note_3_financial_statements" style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Note 3 — Property, Plant and Equipment</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Proved Properties</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">During the three and six months ended June 30, 2024 and 2023, the Company's ceiling test computations did not result in a write-down of its U.S. oil and natural gas properties. At June 30, 2024, the Company's ceiling test computation was based on SEC pricing of $80.82 per Bbl of oil, $2.44 per Mcf of natural gas and $19.86 per Bbl of NGLs.</p> 0 0 0 0 80.82 2.44 19.86 <p id="note_4_financial_statements" style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">

Note 4 — Leases The Company has operating leases principally for office space, drilling rigs, compressors and other equipment necessary to support the Company's operations. Additionally, the Company has a finance lease related to the use of the Helix Producer I (the "HP-I"), a dynamically positioned floating production facility that interconnects with the Phoenix Field through a production buoy. The HP-I is utilized in the Company's oil and natural gas development activities and the right-of-use asset was capitalized and included in proved property and depleted as part of the full cost pool. Once items are included in the full cost pool, they are indistinguishable from other proved properties. The capitalized costs within the full cost pool are amortized over the life of the total proved reserves using the unit-of-production method, computed quarterly. Costs associated with the Company's leases are either expensed or capitalized depending on how the underlying asset is utilized. The lease costs described below are presented on a gross basis and do not represent the Company's net proportionate share of such amounts. A portion of these costs have been or may be billed to other working interest owners. The Company's share of these costs is included in property and equipment, lease operating expense or general and administrative expense, as applicable.The components of lease costs were as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Finance lease cost – interest on lease liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,272</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,657 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,644</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,365 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Operating lease cost, excluding short-term leases(1) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,113 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,188 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,010 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,096 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Short-term lease cost(2) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,787 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 36,864 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,439 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 69,849 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Variable lease cost(3) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 616 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-

align:center;"> 827 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,232 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,190 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Variable and fixed sublease income </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (359 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (69 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (718 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (69 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total lease cost </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,429</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 42,467 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">26,607</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 80,431 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) Operating lease cost reflect a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. (2) Short-term lease costs are reported at gross amounts and primarily represent costs incurred for drilling rigs, most of which are short-term contracts not recognized as a right-of-use asset and lease liability on the Condensed Consolidated Balance Sheets. The short-term operating lease costs incurred during the periods presented are not indicative of the Company's current short-term lease obligations, which are approximately $116.1 million as of June 30, 2024, or its future short-term lease costs and obligations, as it routinely enters into short-term contracts for the use of drilling rigs to support its drilling activities. </div></div><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(3)<div style="width:100%;display:inline;">Variable lease costs primarily represent differences between minimum payment obligations and actual operating charges incurred by the Company related to its long-term leases. </div></div></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The present value of the fixed lease payments recorded as the Company's right-of-use ("ROU") assets and lease liabilities, adjusted for initial direct costs and incentives were as follows (in thousands): </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:65%;"></td> <td style="width:1%;"></td> <td style="width:15.94%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:15.059999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating leases: </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating lease assets</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,429 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,418 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:bottom;"><p

style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Current portion of operating lease liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,928</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,666 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Operating lease liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17,332 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 18,211 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total operating lease liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,260</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,877 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Finance leases: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Proved properties </td> <td colspan="2" style="vertical-align:bottom;"> Proved properties </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">166,261</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 166,261 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other current liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,703</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,834 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other long-term liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 121,614 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 131,230 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total finance lease liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 140,317 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">149,064</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The table below presents the supplemental cash flow information related to leases (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:67.926%;"></td> <td style="width:1%;"></td> <td style="width:14.037%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.037%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating cash outflow from finance leases</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,644 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,365</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating cash outflow from operating leases</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,639 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,787</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">ROU assets obtained in exchange for new operating lease liabilities(1)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,909 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,971</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="padding-bottom:1pt;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;border-bottom:0.5pt solid;margin-right:73.333%;text-align:justify;"> </p><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(1)<div style="width:100%;display:inline;">See QuarterNorth Acquisition and EnVen Acquisition each in Note 2 — Acquisitions and Divestitures.</div></div></div> The components of lease costs were as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Finance lease cost - interest on lease liabilities</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,272 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,657</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,644 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,365</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating lease cost, excluding short-term leases(1)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,113</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,188</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,010</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,096</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Short-term lease cost(2)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,787</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">36,864</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,439</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">69,849</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Variable lease cost(3)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">616</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">827</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,232</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,190</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Variable and fixed sublease income</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(359</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(69</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(718</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(69</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total lease cost</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 9,429 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">42,467</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-

bottom:2.25pt double #000000;text-align:center;"> 26,607 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 80,431 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) Operating lease cost reflect a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. (2) Short-term lease costs are reported at gross amounts and primarily represent costs incurred for drilling rigs, most of which are short-term contracts not recognized as a right-of-use asset and lease liability on the Condensed Consolidated Balance Sheets. The short-term operating lease costs incurred during the periods presented are not indicative of the Company's current short-term lease obligations, which are approximately $116.1 million as of June 30, 2024, or its future short-term lease costs and obligations, as it routinely enters into short-term contracts for the use of drilling rigs to support its drilling activities. </div></div><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(3)<div style="width:100%;display:inline;">Variable lease costs primarily represent differences between minimum payment obligations and actual operating charges incurred by the Company related to its long-term leases. </div></div> 3272000 3657000 6644000 7365000 1113000 1188000 2010000 2096000 4787000 36864000 17439000 69849000 616000 827000 1232000 1190000 359000 69000 718000 69000 9429000 42467000 26607000 80431000 116100000 <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The present value of the fixed lease payments recorded as the Company's right-of-use ("ROU") assets and lease liabilities, adjusted for initial direct costs and incentives were as follows (in thousands): </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:65%;"></td> <td style="width:1%;"></td> <td style="width:15.94%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:15.059999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating leases:</p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#fffffc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating lease assets</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,429 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,418</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Current portion of operating lease liabilities</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,928 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,666</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating lease liabilities</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,332</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,211</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total operating lease liabilities</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 21,260 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,877 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> <span

style="white-space:pre-wrap;min-width:fit-content;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Finance leases: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Proved properties </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">166,261</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 166,261 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other current liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,703</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,834 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other long-term liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 121,614 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 131,230 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total finance lease liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">140,317</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 149,064 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>   12429000 11418000 3928000 2666000 17332000 18211000 21260000 20877000 166261000 166261000 18703000 17834000 121614000 131230000 140317000 149064000 The table below presents the supplemental cash flow information related to leases (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:67.926%;"></td> <td style="width:1%;"></td> <td style="width:14.037%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.037%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Operating cash outflow from finance leases </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,644</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,365 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Operating cash outflow from operating leases </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,639</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,787 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr>

<tr style="background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> ROU assets obtained in exchange for new operating lease liabilities(1) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,909</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,971 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> (1) See QuarterNorth Acquisition and EnVen Acquisition each in Note 2 — Acquisitions and Divestitures. 6644000 7365000 2639000 2787000 1909000 12971000 Note 5 — Financial Instruments As of June 30, 2024 and December 31, 2023, the carrying amounts of cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate their fair values because they are highly liquid or due to the short-term nature of these instruments. Debt Instruments The following table presents the carrying amounts, net of discount, premium and deferred financing costs, and estimated fair values of the Company's debt instruments (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:52.525%;"></td> <td style="width:1%;"></td> <td style="width:10.585%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.838%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.778%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.273%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair
Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair
Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 9.000% Second-Priority Senior Secured Notes - due February 2029 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">609,712</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 655,794 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 9.375% Second-Priority Senior Secured Notes – due February 2031 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">609,333</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 659,188 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">— </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">12.00% Second-Priority Senior Secured Notes – due January 2026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">601,353</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 655,130 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 11.75% Senior Secured Second Lien Notes – due April 2026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 234,221 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">233,410</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Bank Credit Facility – matures March 2027</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 216,854 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">225,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 190,100 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 200,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> The carrying value of the senior notes are adjusted for discount, premium and deferred financing costs. Fair value is estimated (representing a Level 1 fair value measurement) using quoted secondary market trading prices and, where such prices are not available, other observable (Level 2) inputs are used such as quoted prices for similar liabilities in the active market. The carrying amount of the Company’s bank credit facility, as amended and restated (the “Bank Credit Facility”), is presented net of deferred financing costs. The fair value of the Bank Credit Facility is estimated based on the outstanding borrowings since it is secured by the Company’s reserves and the interest rates are variable and reflective of market rates (representing a Level 2 fair value measurement). Oil and Natural Gas Derivatives The Company attempts to mitigate a portion of its commodity price risk and stabilize cash flows associated with sales of oil and natural gas production. The Company is currently utilizing oil and natural gas swaps, costless collars and put options. Swaps are contracts where the Company either receives or pays depending on whether the oil or natural gas floating market price is above or below the contracted fixed price. Costless collars consist of a purchased put option and a sold call option with no net premiums paid to or received from counterparties. Typical collar contracts require payments by the Company if the NYMEX average closing price is above the ceiling price or payments to the Company if the NYMEX average closing price is below the floor price (“two-way collar”). Put options give the owner the right but not the obligation, to sell the underlying commodity at a specified price (i.e. strike price) within a specific period. Certain of the Company’s put options have a deferred premium, which is included in the fair market value of the commodity derivatives. For the deferred premium puts, the Company agrees to pay a premium to the counterparty at the time of settlement. At settlement, if the applicable index price is below the strike price of the put, the Company receives the difference between the strike price and the applicable index price multiplied by the contract volumes less the premium. If the applicable index price settles at or above the strike price of the put, the Company pays only the premium at settlement. The following table presents the impact that derivatives, not designated as hedging instruments, had on its Condensed Consolidated Statements of Operations (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50.82%;"></td><td style="width:1%;"></td><td style="width:10.540000000000001%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:10.64%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:10%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:10%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"> </td><td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net cash received (paid) on settled derivative instruments </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(17,518</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,162 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(21,012</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4,161 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Unrealized gain (loss) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 19,820 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 18,035 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (63,748 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 89,295 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Price risk management activities income (expense) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,302</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 26,197 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(84,760</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 85,134 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> The following tables reflect the contracted average daily volumes and weighted average prices under the terms of the Company's derivative contracts as of June 30, 2024: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:29.293%;"></td> <td style="width:16.162%;"></td> <td style="width:1%;"></td> <td style="width:25.273%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:25.273%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td colspan="7" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Swap Contracts </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Production Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Settlement Index </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Volumes </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Swap Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Crude oil: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (Bbls) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 – December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 38,185 </td> <td style="white-space:nowrap;vertical-align:bottom;">

</td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">76.52</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">January 2025 - December 2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">NYMEX WTI CMA</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">22,926</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 73.41 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Natural gas: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 - December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX Henry Hub </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32,500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.84</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">January 2025 - December 2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">NYMEX Henry Hub</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">43,630</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.55 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:29.273%;"></td> <td style="width:16.162%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.201999999999998%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Two-Way Collar Contracts </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Production Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Settlement Index </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Volumes </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Floor Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Ceiling Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Crude oil: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (Bbls) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 - December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">70.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 75.00 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> January 2025 - March 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times

New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">65.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 84.35 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Natural gas: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 – December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX Henry Hub </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.90 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table>   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:29.273%;"></td> <td style="width:16.162%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.201999999999998%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Long Puts </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Production Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Settlement Index </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Volumes </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Strike Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Deferred Premium Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Crude oil: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (Bbls) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 – December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">70.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.28 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Natural gas: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> August 2024 – December 2024 </td> <td style="white-

space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX Henry Hub </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,660 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.90</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.40 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr></table> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:29.273%;"></td> <td style="width:16.162%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:16.201999999999998%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Swaps with Sold Puts </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Production Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Settlement Index </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Volumes </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Swap Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Strike Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Crude oil: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (Bbls) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 – December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">72.20</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 60.00 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr></table> The following tables provide additional information related to financial instruments measured at fair value on a recurring basis (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.98%;"></td> <td style="width:1%;"></td> <td style="width:10.705%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.805%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.705%;"></td> <td style="width:1%;"></td> <td style="width:10.805%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="11" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Assets: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-

align:bottom;"> Oil and natural gas derivatives </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,196 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,196 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Liabilities: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Oil and natural gas derivatives </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (53,048 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (53,048 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total net asset (liability) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (33,852 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (33,852 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.98%;"></td> <td style="width:1%;"></td> <td style="width:10.705%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.805%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.705%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.805%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="11" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">Assets: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Oil and natural gas derivatives </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,703 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,703 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Liabilities: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Oil and natural gas derivatives </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45,603</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45,603</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 45,603 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Financial Statement Presentation Derivatives are classified as either current or non-current assets or liabilities based on their anticipated settlement dates. Although the Company has master netting arrangements with its counterparties, the Company presents its derivative financial instruments on a gross basis in its Condensed Consolidated Balance Sheets. The following table presents the fair value of derivative financial instruments as well as the potential effect of netting arrangements on the Company's recognized derivative asset and liability amounts (in thousands).   <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:49.13%;"></td> <td style="width:1%;"></td> <td style="width:10.718%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.718%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.718%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td

style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Assets </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Liabilities </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Assets </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Liabilities </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Oil and natural gas derivatives: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Current </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,412</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 51,607 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">36,152</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,305 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Non-current </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,784 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,441 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17,551 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 795 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total gross amounts presented on balance sheet </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,196 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,048 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,703 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Less: Gross amounts not offset on the balance sheet </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 14,424 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 14,424 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,100 </td> <td style="white-space:nowrap;vertical-

align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net amounts </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,772</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 38,624 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45,603</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> Credit Risk The Company is subject to the risk of loss on its financial instruments as a result of nonperformance by counterparties pursuant to the terms of their contractual obligations. The Company has entered into International Swaps and Derivative Association agreements with counterparties to mitigate this risk. The Company also maintains credit policies with regard to its counterparties to minimize overall credit risk. These policies require (i) the evaluation of potential counterparties' financial condition to determine their credit worthiness; (ii) the regular monitoring of counterparties' credit exposures; (iii) the use of contract language that affords the Company netting or set off opportunities to mitigate exposure risk; and (iv) potentially requiring counterparties to post cash collateral, parent guarantees, or letters of credit to minimize credit risk. The Company's assets and liabilities from commodity price risk management activities at June 30, 2024 represent derivative instruments from nine counterparties, all of which are registered swap dealers that have an "investment grade" (minimum Standard & Poor's rating of BBB- or better) credit rating, and eight of which are parties under the Company's Bank Credit Facility. The Company enters into derivatives directly with these counterparties and, subject to the terms of the Company's Bank Credit Facility, is not required to post collateral or other securities for credit risk in relation to the derivative activities. Had the Company's counterparties failed to perform under existing commodity derivative contracts the maximum loss at June 30, 2024 would have been $4.8 million.</p> <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents the carrying amounts, net of discount, premium and deferred financing costs, and estimated fair values of the Company's debt instruments (in thousands): </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:52.525%;"></td> <td style="width:1%;"></td> <td style="width:10.585%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.838%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.778%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.273%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Carrying
Amount</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair
Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Carrying
Amount</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair
Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">9.000% Second-Priority Senior Secured Notes – due February 2029</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 609,712 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">655,794</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 9.375% Second-Priority Senior Secured Notes – due <span style="color:#000000;white-

space:pre-wrap;min-width:fit-content;">February 2031 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">609,333</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 659,188 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 12.00% Second-Priority Senior Secured Notes - due January 2026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">601,353</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 655,130 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 11.75% Senior Secured Second Lien Notes - due April 2026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 234,221 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">233,410</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Bank Credit Facility – matures March 2027</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 216,854 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">225,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 190,100 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 200,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> 0.09 609712000 655794000 0 0 0.09375 609333000 659188000 0 0 0.12 0 601353000 655130000 0.1175 0 234221000 233410000 216854000 225000000 190100000 200000000 The following table presents the impact that derivatives, not designated as hedging instruments, had on its Condensed Consolidated Statements of Operations (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#fffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#fffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td colspan="2"

style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net cash received (paid) on settled derivative instruments </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(17,518</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,162 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(21,012</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4,161 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Unrealized gain (loss) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 19,820 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 18,035 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (63,748 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 89,295 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Price risk management activities income (expense) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,302</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 26,197 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(84,760</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 85,134 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> -17518000 8162000 -21012000 -4161000 19820000 18035000 -63748000 89295000 2302000 26197000 -84760000 85134000 The following tables reflect the contracted average daily volumes and weighted average prices under the terms of the Company's derivative contracts as of June 30, 2024: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:29.293%;"></td> <td style="width:16.162%;"></td> <td style="width:1%;"></td> <td style="width:25.273%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:25.273%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td colspan="7" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Swap Contracts </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Production Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Settlement Index </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Volumes </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Swap Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Crude oil: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (Bbls) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 – December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 38,185 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;">

$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">76.52</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">January 2025 – December 2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">NYMEX WTI CMA</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">22,926</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 73.41 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Natural gas: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 – December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX Henry Hub </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32,500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.84</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">January 2025 – December 2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">NYMEX Henry Hub</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">43,630</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.55 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table>   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:29.273%;"></td> <td style="width:16.162%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.201999999999998%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Two-Way Collar Contracts </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Production Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Settlement Index </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Volumes </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Floor Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Ceiling Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Crude oil: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (Bbls) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 – December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">70.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 75.00 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> January 2025 – March 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-

*align:center;"> 3,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">65.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 84.35 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Natural gas: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 - December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX Henry Hub </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.90 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr></table> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:29.273%;"></td> <td style="width:16.162%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.201999999999998%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Long Puts </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Production Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Settlement Index </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Volumes </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Strike Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Deferred Premium Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Crude oil: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (Bbls) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 - December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">70.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.28 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Natural gas: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per MMBtu) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> August 2024 - December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> *

NYMEX Henry Hub </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,660 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.90</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.40 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr></table> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:29.273%;"></td> <td style="width:16.162%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.182%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:16.201999999999998%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Swaps with Sold Puts </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Production Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Settlement Index </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Volumes </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Swap Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Strike Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Crude oil: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (Bbls) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per Bbl) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> July 2024 – December 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> NYMEX WTI CMA </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">72.20</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 60.00 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr></table> NYMEX WTI CMA 38185 76.52 NYMEX WTI CMA 22926 73.41 NYMEX Henry Hub 32500 2.84 NYMEX Henry Hub 43630 3.55 NYMEX WTI CMA 1000 70 75 NYMEX WTI CMA 3000 65 84.35 NYMEX Henry Hub 10000 4 6.9 NYMEX WTI CMA 4000 70 6.28 NYMEX Henry Hub 13660 2.9 0.4 NYMEX WTI CMA 1000 72.2 60 The following tables provide additional information related to financial instruments measured at fair value on a recurring basis (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.98%;"></td> <td style="width:1%;"></td> <td style="width:10.705%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.805%;"></td> <td style="width:1%;"></td> <td style="width:10.705%;"></td> <td style="width:1%;"></td> <td style="width:10.805%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="11" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Assets: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td

style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Oil and natural gas derivatives </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,196 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,196 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Liabilities: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Oil and natural gas derivatives </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (53,048 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (33,852 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (33,852 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.98%;"></td> <td style="width:1%;"></td> <td style="width:10.705%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td 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style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">Assets: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Oil and natural gas derivatives </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,703 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,703 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Liabilities: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Oil and natural gas derivatives </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45,603</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 45,603 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> </table> 0 19196000 0 19196000 0 -53048000 0 -53048000 0 -33852000 0 -33852000 0 53703000 0 53703000 0 -8100000 0 -8100000 0 45603000 0 45603000 The following table presents the fair value of derivative financial instruments as well as the potential effect of netting arrangements on the Company's recognized derivative asset and liability amounts (in thousands): <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:49.13%;"></td> <td style="width:1%;"></td> <td style="width:10.718%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.718%;"></td> <td style="width:1%;"></td> <td style="width:10.718%;"></td> <td style="width:1%;"></td> <td style="width:10.718%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Assets </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Liabilities </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Assets </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Liabilities </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Oil and natural gas derivatives: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Current </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,412</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 51,607 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">36,152</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,305 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Non-current </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,784 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,441 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17,551 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 795 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total gross amounts presented on balance sheet </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,196 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,048 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,703 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Less: Gross amounts not offset on the balance sheet </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 14,424 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 14,424 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-

color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net amounts </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,772</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 38,624 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45,603</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 16412000 51607000 36152000 7305000 2784000 1441000 17551000 795000 19196000 53048000 53703000 8100000 14424000 14424000 8100000 8100000 4772000 38624000 45603000 0 The Company is subject to the risk of loss on its financial instruments as a result of nonperformance by counterparties pursuant to the terms of their contractual obligations. The Company has entered into International Swaps and Derivative Association agreements with counterparties to mitigate this risk. The Company also maintains credit policies with regard to its counterparties to minimize overall credit risk. These policies require (i) the evaluation of potential counterparties' financial condition to determine their credit worthiness; (ii) the regular monitoring of counterparties' credit exposures; (iii) the use of contract language that affords the Company netting or set off opportunities to mitigate exposure risk; and (iv) potentially requiring counterparties to post cash collateral, parent guarantees, or letters of credit to minimize credit risk. The Company's assets and liabilities from commodity price risk management activities at June 30, 2024 represent derivative instruments from nine counterparties; all of which are registered swap dealers that have an "investment grade" (minimum Standard & Poor's rating of BBB- or better) credit rating, and eight of which are parties under the Company's Bank Credit Facility. The Company enters into derivatives directly with these counterparties and, subject to the terms of the Company's Bank Credit Facility, is not required to post collateral or other securities for credit risk in relation to the derivative activities. Had the Company's counterparties failed to perform under existing commodity derivative contracts the maximum loss at June 30, 2024 would have been $4.8 million. 9 all of which 8 4800000 <p id="note_6_financial_statements" style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Note 6 — Equity Method Investments</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents the Company's investments in unconsolidated affiliates by segment as of the dates indicated below (in thousands). The Company accounts for these investments using the equity method of accounting.</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.505%;"></td> <td style="width:1%;"></td> <td style="width:15.171%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.161%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.161%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Ownership Interest at</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="5" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Upstream:</p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Talos Energy Mexico 7, S. de R.L. de C.V. ("Talos Mexico")</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">50.1</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">%</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 108,454 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 107,259 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> SP 49 Pipeline LLC </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 33.3 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,234 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 861 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> CCS(1): </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Bayou Bend CCS LLC </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,183 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Harvest Bend CCS LLC </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,746 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Coastal Bend CCS LLC </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total Equity Method Investments </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">109,688</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 146,049 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) See TLCS Divestiture discussion in Note 2 — Acquisitions and Divestitures. Talos Mexico is a variable interest entity. The Company's maximum exposure to loss as a result of its involvement with Talos Mexico is the carrying amount of its investment. The following table presents the Company's investments in unconsolidated affiliates by segment as of the dates indicated below (in thousands). The Company accounts for these investments using the equity method of accounting. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.505%;"></td> <td style="width:1%;"></td> <td style="width:15.171%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.161%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.161%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Ownership Interest at </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Upstream: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-

align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Talos Energy Mexico 7, S. de R.L. de C.V. ("Talos Mexico") </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 50.1 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">108,454</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 107,259 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> SP 49 Pipeline LLC </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 33.3 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,234 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 861 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> CCS(1); </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Bayou Bend CCS LLC </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,183 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Harvest Bend CCS LLC </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,746 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Coastal Bend CCS LLC </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total Equity Method Investments </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">109,688</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 146,049 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </table> (1) See TLCS Divestiture discussion in Note 2 — <span style="color:#000000;white-space:pre-

wrap;font-size:8pt;font-family:Times New Roman;font-style:italic;min-width:fit-content;">Acquisitions and Divestitures. 0.501 108454000 107259000 0.333 1234000 861000 0 0 28183000 0 0 9746000 0 0 0 109688000 146049000 Note 7 — Debt A summary of the detail comprising the Company's debt and the related book values for the respective periods presented is as follows (in thousands): <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:67.926%;"></td> <td style="width:1%;"></td> <td style="width:14.037%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.037%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 9.000% Second-Priority Senior Secured Notes - due February 2029 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">625,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content,">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 9.375% Second-Priority Senior Secured Notes - due February 2031 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 625,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 12.00% Second-Priority Senior Secured Notes - due January 2026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 638,541 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 11.75% Senior Secured Second Lien Notes – due April 2026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 227,500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Bank Credit Facility – matures March 2027(1) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 225,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 200,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total debt, before discount, premium and deferred financing cost </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,475,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,066,041 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Unamortized discount, premium and deferred financing cost, net </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (39,101 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (40,367 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> <span style="color:#000000;white-

space:pre-wrap;min-width:fit-content;">Total debt(2) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,435,899 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,025,674 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Less: Current portion of long-term debt </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 33,060 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Long-term debt </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,435,899</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 992,614 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) As of June 30, 2024, the Company had outstanding borrowings at a weighted average interest rate of 8.43%. (2) As of June 30, 2024, the Company was in compliance with all debt covenants. 9.000% Second-Priority Senior Secured Notes—due February 2029 The 9.000% Second-Priority Senior Secured Notes due 2029 (the "9.000% Notes") were issued pursuant to an indenture dated February 7, 2024, by and among the Company, Talos Production Inc. (the "Issuer"), the subsidiary guarantors party thereto (together with the Company, the "Guarantors") and Wilmington Trust, National Association, as trustee and collateral agent. The 9.000% Notes are secured on a second-priority senior secured basis by liens on substantially the same collateral as the collateral securing the Issuer's existing first-priority obligations under its Bank Credit Facility. The 9.000% Notes rank equally in right of payment with all of the Issuer's and the Guarantors' existing and future senior obligations, are senior in right of payment to any obligations of the Issuer and the Guarantors future debt that is, by its term, expressly subordinated in right of payment to the 9.000% Notes and, to the extent of the value of the collateral, are effectively senior to all existing and future unsecured obligations of the Issuer and the Guarantors (other than the Company) and any future obligations of the Issuer and the Guarantors that are secured by the collateral on a junior-priority basis. The 9.000% Notes are effectively pari passu with all of the Issuer's and the Guarantors' existing and future obligations that are secured by the collateral on a second-priority basis including the 9.375% Notes (as defined below) and are effectively junior to any existing and future obligations of the Issuer and the Guarantors that are secured by the collateral on a senior-priority basis to the 9.000% Notes including indebtedness under the Bank Credit Facility. The 9.000% Notes mature on February 1, 2029 and have interest payable semi-annually each February 1 and August 1, commencing August 1, 2024. At any time prior to February 1, 2026, the Company may redeem up to 40% of the principal amount of the 9.000% Notes at a redemption rate of 109.00% of the principal amount plus accrued and unpaid interest. At any time prior to February 1, 2026, the Company may also redeem some or all of the 9.000% Notes, plus a "make-whole premium," together with accrued and unpaid interest, if any, to, but excluding, the date of redemption. Thereafter, the Company may redeem all or a portion of the 9.000% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51.515%;"></td> <td style="width:2.02%;"></td> <td style="width:1%;"></td> <td style="width:44.465%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Redemption Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104.500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#fffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 102.250 </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span

style="color:#000000;min-width:fit-content;">% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2028 and thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 100.000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table> As of June 30, 2024, the Company has incurred debt issuance costs of $16.3 million related to the 9.000% Notes issued as part of the debt offering that partially funded the cash portion of the QuarterNorth Acquisition. The debt issue costs reduced the proceeds from the debt issued. See Note 2 — Acquisitions and Divestitures for further discussion on the QuarterNorth Acquisition. 9.375% Second-Priority Senior Secured Notes—due February 2031 The 9.375% Second-Priority Senior Secured Notes due 2031 (the “9.375% Notes” and, together with the 9.000% Notes, the “New Senior Notes”) were issued pursuant to an indenture dated February 7, 2024, by and among the Company, the Issuer, the Guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent. The 9.375% Notes are secured on a second-priority senior secured basis by liens on substantially the same collateral as the collateral securing the Issuer’s existing first-priority obligations under its Bank Credit Facility. The 9.375% Notes rank equally in right of payment with all of the Issuer’s and the Guarantors’ existing and future senior obligations, are senior in right of payment to any obligations of the Issuer and the Guarantors future debt that is, by its term, expressly subordinated in right of payment to the 9.375% Notes and, to the extent of the value of the collateral, are effectively senior to all existing and future unsecured obligations of the Issuer and the Guarantors (other than the Company) and any future obligations of the Issuer and the Guarantors that are secured by the collateral on a junior-priority basis. The 9.375% Notes are effectively pari passu with all of the Issuer’s and the Guarantors’ existing and future obligations that are secured by the collateral on a second-priority basis including the 9.000% Notes and are effectively junior to any existing and future obligations of the Issuer and the Guarantors that are secured by the collateral on a senior-priority basis to the 9.375% Notes including indebtedness under the Bank Credit Facility. The 9.375% Notes mature on February 1, 2031 and have interest payable semi-annually each February 1 and August 1, commencing August 1, 2024. At any time prior to February 1, 2027, the Company may redeem up to 40% of the principal amount of the 9.375% Notes at a redemption rate of 109.375% of the principal amount plus accrued and unpaid interest. At any time prior to February 1, 2027, the Company may also redeem some or all of the 9.375% Notes, plus a “make-whole premium,” together with accrued and unpaid interest, if any, to, but excluding, the date of redemption. Thereafter, the Company may redeem all or a portion of the 9.375% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51.515%;"></td> <td style="width:2.02%;"></td> <td style="width:1%;"></td> <td style="width:44.465%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Redemption Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104.688 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 102.344 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2029 and thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 100.000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table> As of June 30, 2024, the Company has incurred debt issuance costs of $16.3 million related to the 9.375% Notes issued as part of the debt offering that partially funded the cash portion of the QuarterNorth Acquisition. The debt issue costs reduced the proceeds from the debt issued. See Note 2 — Acquisitions and Divestitures for further discussion on the QuarterNorth Acquisition. 12.00% Second-Priority Senior Secured Notes On February 7, 2024, the Company redeemed $638.5 million aggregate principal amount of the 12.00% Second-Priority Senior Secured Notes due 2026 (the “12.00% Notes”) at 103.000% plus accrued and unpaid interest using the proceeds from the issuance of the New Senior Notes. The debt redemption resulted in a loss on extinguishment of debt of $54.9<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-

family:Times New Roman;min-width:fit-content;"> million, which is presented as “Other income (expense)” on the Condensed Consolidated Statements of Operations. 11.75% Senior Secured Second Lien Notes On February 7, 2024, the Company redeemed $227.5 million aggregate principal amount of the 11.75% Senior Secured Second Lien Notes due 2026 (the “11.75% Notes”) at 102.938% plus accrued and unpaid interest using the proceeds from the issuance of the New Senior Notes. The debt redemption resulted in a loss on extinguishment of debt of $5.4 million, which is presented as “Other income (expense)” on the Condensed Consolidated Statements of Operations. Bank Credit Facility The Company maintains the Bank Credit Facility with a syndicate of financial institutions. The borrowing base is redetermined by the lenders at least semi-annually during the second quarter and fourth quarter of each year based on a proved reserves report that the Company delivers to the administrative agent of its Bank Credit Facility. On January 13, 2024, the Company entered into the Tenth Amendment to Credit Agreement (the “Tenth Amendment”). The Tenth Amendment, among other things, (i) permitted the incurrence of additional indebtedness in order to fund the QuarterNorth Acquisition, with such indebtedness excluded from any reduction of the borrowing base that would otherwise result from such incurrence, (ii) reaffirmed the borrowing base at approximately $1.1 billion and (iii) reaffirmed commitments at $965.0 million effective upon the amendment effective date. On May 31, 2024, the borrowing base was reaffirmed at $1.1 billion and commitments were $965.0 million at June 30, 2024.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">A summary of the detail comprising the Company’s debt and the related book values for the respective periods presented is as follows (in thousands): </p><table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"><tr style="visibility:collapse;"><td style="width:67.926%;"></td><td style="width:1%;"></td><td style="width:14.037%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:14.037%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">9.000% Second-Priority Senior Secured Notes – due February 2029</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 625,000 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> 9.375% Second-Priority Senior Secured Notes – due February 2031 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 625,000 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> 12.00% Second-Priority Senior Secured Notes – due January 2026 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 638,541 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> 11.75% Senior Secured Second Lien Notes - due April 2026 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 227,500 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Bank Credit Facility – matures March 2027(1) </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 225,000 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 200,000 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total debt, before discount, premium and deferred financing cost </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,475,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,066,041 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Unamortized discount, premium and deferred financing cost, net </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (39,101 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (40,367 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total debt(2) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,435,899 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,025,674 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Less: Current portion of long-term debt </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 33,060 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Long-term debt </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,435,899</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 992,614 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) As of June 30, 2024, the Company had outstanding borrowings at a weighted average interest rate of 8.43%. (2) As of June 30, 2024, the Company was in compliance with all debt covenants. 0.09 625000000 0 0.09375 625000000 0 0.12 0 638541000 0.1175 0 227500000 225000000 200000000 1475000000 1066041000 39101000 40367000 1435899000 1025674000 0 33060000 1435899000 992614000 0.0843 0.09 0.09 0.09 0.09 2029-02-01 semi-annually each February 1 and August 1 semi-annually 0.40 1.09 Thereafter, the Company may redeem all or a portion of the 9.000% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51.515%;"></td> <td style="width:2.02%;"></td> <td style="width:1%;"></td> <td style="width:44.465%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Redemption Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104.500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 102.250 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2028 and thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">100.000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table>Thereafter, the Company may redeem all or a portion of the 9.375% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51.515%;"></td> <td style="width:2.02%;"></td> <td style="width:1%;"></td> <td style="width:44.465%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Redemption Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104.688 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 102.344 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 2029 and thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 100.000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table> the Company may redeem all or a portion of the 9.000% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below 1.045 1.0225 1 16300000 0.09375 0.09375 0.09375 0.09375 2031-02-01 semi-annually each February 1 and August 1 semi-annually 0.40 1.09375 the Company may redeem all or a portion of the 9.375% Notes in whole at any time or in part from time to time at the following redemption prices (expressed as percentages of the principal amount) plus accrued and unpaid interest if redeemed during the period commencing on February 1 of the years set forth below 1.04688 1.02344 1 16300000 2024-02-07 638500000 0.12 1.03 54900000 227500000 0.1175 1.02938 5400000 The borrowing base is redetermined by the lenders at least semi-annually during the second quarter and fourth quarter of each year based on a proved reserves report that the Company delivers to the administrative agent of its Bank Credit Facility. On January 13, 2024, the Company entered into the Tenth Amendment to Credit Agreement (the "Tenth Amendment"). The Tenth Amendment, among other things, (i) permitted the incurrence of additional indebtedness in order to fund the QuarterNorth Acquisition, with such indebtedness excluded from any reduction of the borrowing base that would otherwise result from such incurrence, (ii) reaffirmed the borrowing base at approximately $1.1 billion and (iii) reaffirmed commitments at $965.0 million effective upon the amendment effective date. On May 31, 2024, the borrowing base was reaffirmed at $1.1 billion and commitments were $965.0 million at June 30, 2024. 1100000000 965000000 1100000000 965000000 <p id="note_8_financial_statements" style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Note 8 — Asset Retirement Obligations</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The asset retirement obligations included in the Condensed Consolidated Balance Sheets in current and non-current liabilities, and the changes in that liability were as follows (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.2%;"></td> <td style="width:1%;"></td> <td style="width:17.799999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Asset retirement obligations at December 31, 2023</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 897,226 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Obligations assumed(1) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 199,519 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Obligations incurred </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 107 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Obligations settled </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (50,128) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Accretion expense </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,635 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Changes in estimate(2) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 54,488 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Asset retirement obligations at June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,158,847 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-

left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Less: Current portion at June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">78,765</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Long-term portion at June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,080,082</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="padding-bottom:1pt;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;border-bottom:0.5pt solid;margin-right:73.333%;text-align:justify;"> </p><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(1)<div style="width:100%;display:inline;">Assumed in connection with the QuarterNorth Acquisition. See further discussion in Note 2 — Acquisitions and Divestitures.</div></div><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(2)<div style="width:100%;display:inline;">Primarily attributable to accelerated timing and increases in cost estimates to satisfy certain future abandonment obligations.</div></div></div><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">At June 30, 2024, the Company has (1) restricted cash of $104.4 million held in escrow and (2) two notes receivable with an aggregated face value of $66.2 million to settle future asset retirement obligations. A discussion of these assets is included in the accompanying Notes to the Consolidated Financial Statements in the 2023 Annual Report.</p> <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The asset retirement obligations included in the Condensed Consolidated Balance Sheets in current and non-current liabilities, and the changes in that liability were as follows (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.2%;"></td> <td style="width:1%;"></td> <td style="width:17.799999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Asset retirement obligations at December 31, 2023</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">897,226</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Obligations assumed(1)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times 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style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accretion expense</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">57,635</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Changes in estimate(2)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">54,488</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Asset retirement obligations at June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,158,847</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Less: Current portion at June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">78,765</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(1)<div style="width:100%;display:inline;">Assumed in connection with the QuarterNorth Acquisition. See further discussion in Note 2 — Acquisitions and Divestitures.</div></div><div class="item-list-element-wrapper"

style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(2) Primarily attributable to accelerated timing and increases in cost estimates to satisfy certain future abandonment obligations. 897226000 199519000 107000 50128000 57635000 54488000 1158847000 78765000 1080082000 104400000 66200000 Note 9 — Employee Benefits Plans and Share-Based Compensation Severance The following table summarizes severance accrual activity in connection the EnVen Acquisition, QuarterNorth Acquisition and TLCS Divestiture included in “Other current liabilities” and “Other long-term liabilities” on the Condensed Consolidated Balance Sheets as of June 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:80.2%;"></td><td style="width:1%;"></td><td style="width:17.799999999999997%;"></td><td style="width:1%;"></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Severance accrual at December 31, 2023 </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,295</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accrual additions</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">26,060</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Benefit payments</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(25,493</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Severance accrual at June 30, 2024</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,862</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Less: Current portion at June 30, 2024</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,810</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Long-term portion at June 30, 2024</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 52 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td></tr></table> The above table includes involuntary termination benefits that are being provided pursuant to a one-time benefit arrangement that is being spread over the future service period through the termination date. Involuntary termination benefits are also being provided pursuant to contractual termination benefits required by the terms of existing employment agreements. Severance costs are reflected in “General and administrative expense” on the Condensed Consolidated Statements of Operations. Long Term Incentive Plans Restricted Stock Units (“RSUs”) — The following table summarizes RSU activity under the Amended and Restated Talos Energy Inc. 2021 Long Term Incentive Plan (the “A&R LTIP”) for the six months ended June 30, 2024: <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"><tr style="visibility:collapse;"><td style="width:56%;"></td><td style="width:1%;"></td><td style="width:20%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:20%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Restricted
Stock Units </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted Average
Grant Date Fair Value </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Unvested RSUs at December 31, 2023 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,306,361 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14.89</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Granted</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,448,026</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13.27 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Vested </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,389,364 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td><td

style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13.62</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Forfeited</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(290,512</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14.93 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Unvested RSUs at June 30, 2024(1) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,074,511 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14.60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="padding-bottom:1pt;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;border-bottom:0.5pt solid;margin-right:73.333%;text-align:justify;"> </p><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(1)<div style="width:100%;display:inline;">As of June 30, 2024, 37,217 of the unvested RSUs were accounted for as liability awards in “Accrued liabilities” on the Condensed Consolidated Balance Sheets. </div></div></div><p style="text-indent:2.267%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">Performance Share Units (“PSUs”) — The following table summarizes PSU activity under the A&R LTIP for the six months ended June 30, 2024:</p><div style="font-size:10pt;font-family:Times New Roman;"> <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:56%;"></td> <td style="width:1%;"></td> <td style="width:20%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:20%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Performance
Share Units</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted Average
Grant Date Fair Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Unvested PSUs at December 31, 2023</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,016,649</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 21.30 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Forfeited </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (95,811 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">20.34</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Unvested PSUs at June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">920,838</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 21.40 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> The A&R LTIP became effective on May 23, 2024 and now authorizes the Company to grant awards of up to 12,439,415 shares of the Company’s common stock, subject to the share recycling and adjustment provisions of the A&R LTIP. The A&R LTIP also extends the term of the plan to May 23, 2034. Share-based Compensation Costs Share-based compensation costs associated with RSUs, PSUs and other awards are reflected as “General and administrative expense,” on the Condensed Consolidated Statements of Operations, net amounts capitalized to “Proved Properties,” on the Condensed Consolidated Balance Sheets. Because of the non-cash nature of share-based compensation, the expensed portion of share-based compensation is added back to net income in arriving at “Net cash provided by (used in) operating activities” on the Condensed Consolidated Statements of Cash Flows. The following table presents the amount of costs expensed and capitalized (in thousands): <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5"

style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Share-based compensation costs </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,954</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,291 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,569</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,482 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Less: Amounts capitalized to oil and gas properties </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,164 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,542 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4,025 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,795 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total share-based compensation expense </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,790</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 4,749 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,544</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 8,687 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following table summarizes severance accrual activity in connection the EnVen Acquisition, QuarterNorth Acquisition and TLCS Divestiture included in “Other current liabilities” and “Other long-term liabilities” on the Condensed Consolidated Balance Sheets as of June 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.2%;"></td> <td style="width:1%;"></td> <td style="width:17.799999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Severance accrual at December 31, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,295 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Accrual additions </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,060 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Benefit payments </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td

style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (25,493 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Severance accrual at June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,862 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Less: Current portion at June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,810 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Long-term portion at June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">52</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> 6295000 26060000 -25493000 6862000 6810000 52000 The following table summarizes RSU activity under the Amended and Restated Talos Energy Inc. 2021 Long Term Incentive Plan (the “A&R LTIP”) for the six months ended June 30, 2024: <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:56%;"></td> <td style="width:1%;"></td> <td style="width:20%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:20%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Restricted
Stock Units</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted Average
Grant Date Fair Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:1pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Unvested RSUs at December 31, 2023</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,306,361</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14.89 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:1pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:1pt;white-space:pre-wrap;vertical-align:bottom;"> Granted </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,448,026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13.27</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:1pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:1pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:1pt;text-indent:0;font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Vested</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,389,364</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13.62 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:1pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:1pt;white-space:pre-wrap;vertical-align:bottom;"> Forfeited </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (290,512 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14.93</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:1pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Unvested RSUs at June 30, 2024(1)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,074,511</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:1pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14.60 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> (1) As of June 30, 2024, 37,217 of the unvested RSUs were accounted for as liability awards in “Accrued liabilities” on the Condensed Consolidated Balance Sheets. 2306361 14.89 1448026 13.27 1389364 13.62 290512 14.93 2074511 14.6 37217 The following table summarizes PSU activity under the A&R LTIP for the six months ended June 30, 2024: <table style="border-spacing:0;table-

layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:56%;"></td> <td style="width:1%;"></td> <td style="width:20%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:20%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Performance
Share Units </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted Average
Grant Date Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Unvested PSUs at December 31, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,016,649 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21.30</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Forfeited</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(95,811</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20.34 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Unvested PSUs at June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 920,838 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 1016649 21.3 95811 20.34 920838 21.4 12439415 <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents the amount of costs expensed and capitalized (in thousands):</p> <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Share-based compensation costs</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,954 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,291</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,569 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,482 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Less: Amounts capitalized to oil and gas properties </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,164 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,542 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-

align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,025</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,795</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total share-based compensation expense</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,790</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,749</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,544</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,687</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 4954000 8291000 9569000 15482000 2164000 3542000 4025000 6795000 2790000 4749000 5544000 8687000 <p id="note_10_financial_statements" style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Note 10 — Income Taxes</p> <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company is a corporation that is subject to U.S. federal, state and foreign income taxes. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> For the three months ended June 30, 2024, the Company recognized an income tax benefit of $1.0 million for an effective tax rate of -8.6%. The Company's effective tax rate of -8.6% is different than the U.S. federal statutory income tax rate of 21% primarily due to a non-cash income tax benefit recognized in the Company's state deferred tax liability. For the three months ended June 30, 2023, the Company recognized an income tax expense of $6.9 million for an effective tax rate of 33.5%. The Company's effective tax rate of 33.5% is different than the U.S. federal statutory income tax rate of 21% primarily due to state income taxes, permanent differences and the change of the Company's valuation allowance on its federal deferred tax asset not subject to separate return limitations.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> For the six months ended June 30, 2024, the Company recognized an income tax benefit of $22.6 million for an effective tax rate of 18.4%. The Company's effective tax rate of 18.4% is different than the U.S. federal statutory income tax rate of 21% primarily due to permanent differences. For the six months ended June 30, 2023, the Company recognized an income tax benefit of $39.7 million for an effective tax rate of -62.1%. The Company's effective tax rate of -62.1% is different than the U.S. federal statutory income tax rate of 21% primarily due to a non-cash benefit discrete item of $54.9 million related to the partial release of its valuation allowance in the Company's deferred tax asset not subject to separate return limitations offset by the impact of other permanent differences.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company evaluates and updates the estimated annual effective income tax rate on a quarterly basis based on current and forecasted operating results and tax laws. Consequently, based upon the mix and timing of the Company's actual earnings compared to annual projections, the effective tax rate may vary quarterly and may make quarterly comparisons not meaningful. The quarterly income tax provision is generally comprised of tax expense on income or benefit on loss at the most recent estimated annual effective tax rate. The tax effect of discrete items is recognized in the period in which they occur at the applicable statutory rate.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Deferred income tax assets and liabilities are recorded related to net operating losses and temporary differences between the book and tax basis of assets and liabilities expected to produce deductions and income in the future. The deferred tax asset estimates are subject to revision, either up or down, in future periods based on new facts or circumstances. The Company reduces deferred tax assets by a valuation allowance when, based on estimates, it is more likely than not that a portion of those assets will not be realized in a future period. In evaluating the Company's valuation allowance, the Company considers cumulative losses, the reversal of existing temporary differences, the existence of taxable income in carryback years, tax optimization planning and future taxable income for each of its taxable jurisdictions. The Company assesses the realizability of its deferred tax assets quarterly; changes to the Company's assessment of its valuation allowance in future periods could materially impact its results of operations. The Company's valuation allowance primarily relates to various state operating loss carryforwards. A deferred tax liability of $239.3 million and $92.2 million is included in "Other long-term liabilities" on the Condensed Consolidated Balance Sheets as of June 30, 2024 and December 31, 2023, respectively.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">QuarterNorth Acquisition</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">On March 4, 2024, the Company completed the QuarterNorth Acquisition, which is further discussed in Note 2 — Acquisitions and Divestitures. The Company recognized a net deferred tax liability of $168.5 million in its purchase price allocation as of the acquisition date to reflect differences between tax basis and the fair value of QuarterNorth's assets acquired and liabilities assumed. The deferred tax balance is based on preliminary calculations and on information available to management at the time such estimates were made. Further analysis will be performed upon filing QuarterNorth's tax returns that may result in a change to the net deferred tax liability recognized.</p> -1000000

-0.086 -0.086 0.21 6900000 0.335 0.335 0.21 -22600000 0.184 0.184 0.21 -39700000 -0.621 -0.621 0.21 54900000 239300000 92200000 168500000 Note 11 — Income (Loss) Per Share Basic earnings per common share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Except when the effect would be antidilutive, diluted earnings per common share includes the impact of RSUs and PSUs. The following table presents the computation of the Company's basic and diluted income (loss) per share were as follows (in thousands, except for the per share amounts): <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net income (loss) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,381</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,677 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(100,058</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 103,537 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Weighted average common shares outstanding — basic </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 183,564 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 125,436 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 171,027 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 115,590 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Dilutive effect of securities </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 128 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 231 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 773 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Weighted average common shares outstanding — diluted </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 103,692 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 125,667 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 171,027 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 116,363 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Net income (loss) per common share: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Basic </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.07</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.59</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.90 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Diluted </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.07</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.59</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.89 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Anti-dilutive potentially issuable securities excluded from diluted common shares </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,549 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,640 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,169 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,311 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table>
The following table presents the computation of the Company's basic and diluted income (loss) per share were as follows (in thousands, except for the per share amounts): <table style="border-spacing:0;table-

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<tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td></td><td colspan="5">Three Months Ended June 30,</td><td></td><td colspan="5">Six Months Ended June 30,</td></tr>
<tr><td></td><td colspan="2">2024</td><td></td><td colspan="2">2023</td><td></td><td colspan="2">2024</td><td></td><td colspan="2">2023</td></tr>
<tr><td>Net income (loss)</td><td></td><td>$</td><td></td><td>12,381</td><td></td><td>$</td><td></td><td>13,677</td><td></td><td>$</td><td></td><td>(100,058)</td><td></td><td>$</td><td></td><td>103,537</td></tr>
<tr><td>Weighted average common shares outstanding — basic</td><td></td><td></td><td></td><td>183,564</td><td></td><td></td><td></td><td>125,436</td><td></td><td></td><td></td><td>171,027</td><td></td><td></td><td></td><td>115,590</td></tr>
<tr><td>Dilutive effect of securities</td><td></td><td></td><td></td><td>128</td><td></td><td></td><td></td><td>231</td><td></td><td></td><td></td><td>—</td><td></td><td></td><td></td><td>773</td></tr>
<tr><td>Weighted average common shares outstanding — diluted</td><td></td><td></td><td></td><td>183,692</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
</table>

style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 125,667 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 171,027 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 116,363 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Net income (loss) per common share: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Basic </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.07</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.59</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.90 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Diluted </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.07</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.59</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.89 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Anti-dilutive potentially issuable securities excluded from diluted common shares </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,549 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,640 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,169 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,311 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table>

12381000 13677000 -100058000 103537000 183564000 125436000 171027000 115590000 128000 231000 0 773000 183692000 125667000 171027000 116363000 0.07 0.11 -0.59 0.9 0.07 0.11 -0.59 0.89 1549000 1640000 2169000 1311000 Note 12 — Related Party Transactions Registration Rights Agreements Adage Capital Partners, L.P. (“Adage”) and affiliated entities of Bain Capital, LP (“Bain”) are parties to a registration rights agreement entered into in connection with the EnVen Acquisition relating to the registered resale of the Company’s common stock owned by such parties, a discussion of which is included in the accompanying Notes to the Consolidated Financial Statements in the 2023 Annual Report. Bain held approximately 8.4% of the Company’s outstanding shares of common stock as of June 30, 2024 based on SEC

beneficial ownership reports filed by Bain. Adage ceased being a beneficial owner of more than five percent of the Company's common stock as of December 31, 2023 based on a SEC beneficial ownership report filed by Adage in February 2024.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company agreed to pay certain expenses of the parties incurred in connection with the exercise of their rights under such registration rights agreement and to indemnify them for certain securities law matters in connection with any registration statement filed pursuant thereto.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Slim Family</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Carlos Slim Helú, Carlos Slim Domit, Marco Antonio Slim Domit, Patrick Slim Domit, María Soumaya Slim Domit, Vanessa Paola Slim Domit and Johanna Monique Slim Domit (collectively, the "Slim Family") are beneficiaries of a Mexican trust which in turn owns all of the outstanding voting securities of Control Empresarial de Capitales S.A. de C.V. ("Control Empresarial" together with the Slim Family, the "Slim Family Office"). Control Empresarial, a sociedad anónima de capital variable organized under the laws of the United Mexican States, is a holding company with portfolio investments in various companies. Control Empresarial and the Slim Family became related parties on November 7, 2023 when they accumulated greater than ten percent of the Company's outstanding shares of common stock. In connection with the Company's underwritten public offering during January 2024 of 34.5 million shares of the Company's common stock, Control Empresarial increased their holding of the Company's outstanding stock. Control Empresarial held approximately 21.1% of the Company's outstanding shares of common stock as of June 30, 2024 based on SEC beneficial ownership reports filed by Control Empresarial. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">In connection with the debt offering in February 2024, the Company consummated a firm commitment debt offering consisting of $1,250.0 million in aggregate principal amount of second-priority senior secured notes in a private offering to eligible purchasers that was exempt from registration under the Securities Act. In connection with the debt offering, and after expressing a non-binding indication of interest after commencement of the offering, entities and/or persons related to the Slim Family Office purchased an aggregate principal amount of $312.5 million of such notes from the initial purchasers of such offering. In connection with such transaction, the Company agreed to pay Inbursa, a banking institution controlled by the Slim Family Office, an advisory fee of approximately $2.7 million, which is reflected as "Accrued liabilities" on the Condensed Consolidated Balance Sheets. See Note 7 – Debt for additional information regarding the issuance of the second-priority senior secured notes.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Slim Family own a majority stake in Grupo Carso, which indirectly has an ownership interest in Talos Mexico. The Company had no related party receivable from affiliates of the Slim Family as of June 30, 2024.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Equity Method Investments</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company had a $1.3 million and $5.5 million related party receivable from various equity method investments as of June 30, 2024 and December 31, 2023, respectively. This is reflected as "Other, net" within "Accounts Receivable" on the Condensed Consolidated Balance Sheets. See Note 6 – Equity Method Investments for additional information on the Company's equity method investments.</p> 0.084 34500000 0.211 1250000000 312500000 2700000 0 1300000 5500000 <p id="note_13_financial_statements" style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Note 13 — Commitments and Contingencies</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Performance Obligations</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Regulations with respect to the Company's operations govern, among other things, engineering and construction specifications for production facilities, safety procedures, plugging and abandonment of wells and removal of facilities in the U.S. Gulf of Mexico. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">As of June 30, 2024, the Company had secured performance bonds from third party sureties totaling $1.5 billion. The cost of securing these bonds is reflected as "Interest expense" on the Condensed Consolidated Statements of Operations. Additionally, as of June 30, 2024, the Company had secured letters of credit issued under its Bank Credit Facility totaling $39.1 million. Letters of credit that are outstanding reduce the available revolving credit commitments. See Note 7 — Debt for further information on the Bank Credit Facility. </p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Firm Transportation Commitments</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">In connection with the QuarterNorth Acquisition, the Company assumed a firm transportation agreement with a pipeline carrier for future transportation of oil production from the Katmai Field. Under the firm agreement, we are obligated to transport a minimum monthly oil volume or pay for any deficiencies. The future minimum transportation under the Company's commitment totals approximately $22.7 million for years 2025 through 2028. Our production is currently expected to exceed the minimum monthly volume in the periods provided in the agreement. </p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Legal Proceedings and Other Contingencies</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">From time to time, the Company is involved in litigation, disputes related to our business, regulatory examinations and administrative proceedings primarily arising in the ordinary course of business in jurisdictions in which the Company does business. Although the outcome of these matters cannot be predicted with certainty, the Company's management believes none of these matters, either individually or in the aggregate, would have a material effect upon the Company's financial position; however, an unfavorable outcome could have a material adverse effect on the Company's results from operations for a specific interim period or year. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">With regard to the previously disclosed legal proceeding filed against the Company and QuarterNorth by U.S. Specialty Insurance Company ("USSI") concerning approximately $80.0 million in surety bonds issued by USSI, the Company has replaced or canceled all but approximately $3.0 million of those bonds with other surety companies as of August 1, 2024 and expects to replace or cancel the remaining bonds in the near future. The Company expects that the legal proceeding will be resolved at that time.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">A discussion of the Dunwoody litigation is included in the accompanying Notes to the Consolidated Financial Statements in the 2023 Annual Report. The Company paid the judgment of $14.4 million, inclusive of Mr. Dunwoody's legal fees and interest, during the three months ended March 31, 2024.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Decommissioning Obligations</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company, as a co-lessee or predecessor-in-interest in oil and natural gas leases located in the U.S. Gulf of Mexico, is in the chain of title with unrelated third parties either directly or by virtue of divestiture of certain oil and natural gas assets previously owned and assigned by our subsidiaries. Certain counterparties in these divestiture transactions or third parties in existing leases have filed for bankruptcy protection or undergone associated reorganizations and may not be able to perform required abandonment obligations. Regulations or federal laws could require the Company to assume such obligations. The Company reflects such costs as "Other operating (income) expense" on the Condensed Consolidated Statements of Operations.<span style="color:#000000;white-space:pre-wrap;font-

size:10pt;font-family:Times New Roman;min-width:fit-content;"> The decommissioning obligations are included in the Condensed Consolidated Balance Sheets as "Other current liabilities" and "Other long-term liabilities" and the changes in that liability were as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.86%;"></td> <td style="width:1%;"></td> <td style="width:14.5%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.64%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance, beginning of period </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">15,564</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54,269 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Additions </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,501 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 266 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Obligations assumed </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,326 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Changes in estimate </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,536 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,613 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Settlements </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (3,328 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 50,584 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance, end of period </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,599</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,564 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Less: Current portion </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,548 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,280 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Long-term portion </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,051</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 12,284 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Although it is reasonably possible that the Company could receive state or federal decommissioning orders in the future or be notified of defaulting third parties in existing leases, the Company cannot predict with certainty, if, how or when such orders or notices will be resolved or estimate a possible loss or range of loss that may result from such orders. However, the Company could incur judgments, enter into settlements or revise its opinion regarding the outcome of certain notices or

*matters, and such developments could have a material adverse effect on its results of operations in the period in which the amounts are accrued and its cash flows in the period in which the amounts are paid. Registration Rights Agreement In connection with the Company's entry into the QuarterNorth Merger Agreement, on March 4, 2024, the Company entered into a registration rights agreement (the "QNE Registration Rights Agreement") with certain stockholders of QuarterNorth listed on Schedule A attached thereto (collectively, the "RRA Holders"). Pursuant to the QNE Registration Rights Agreement, the Company granted the RRA Holders certain demand, "piggy-back" and shelf registration rights with respect to the shares of the Company's common stock received in connection with the QuarterNorth Acquisition, subject to certain customary thresholds and conditions. The Company is obligated to pay certain expenses of the RRA Holders incurred in connection with the exercise of their rights under the QNE Registration Rights Agreement and indemnify them for certain securities law matters in connection with any registration statement filed pursuant thereto.
1500000000 39100000 22700000 80000000 3000000 14400000 The decommissioning obligations are included in the Condensed Consolidated Balance Sheets as "Other current liabilities" and "Other long-term liabilities" and the changes in that liability were as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.86%;"></td> <td style="width:1%;"></td> <td style="width:14.5%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.64%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance, beginning of period </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">15,564</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54,269 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Additions </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,501 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 266 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Obligations assumed </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,326 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Changes in estimate </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,536 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,613 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Settlements </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (3,328 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (50,584 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance, end of period </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,599</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,564 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Less: Current portion </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,548 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,280 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Long-term portion </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 13,051 </td> <td style="white-space:nowrap;vertical-*

align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,284</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 15564000 54269000 3501000 266000 1326000 0 1536000 11613000 3328000 30584000 18599000 15564000 5548000 3280000 13051000 12284000 <p id="note_14_financial_statements" style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Note 14 — Segment Information</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">From January 1, 2024 through March 18, 2024, the Company’s operations were managed through two operating segments: (i) Upstream Segment and (ii) CCS Segment. The CCS Segment was divested in March 2024. The Upstream Segment was the Company’s only reportable segment. The QuarterNorth Acquisition did not change the Company’s reportable segment determinations and is included in the Upstream Segment. The Company’s chief operating decision-maker (“CODM”) is the President and Chief Executive Officer, who reviews operating results to make decisions about allocating resources and assessing performance for the entire company. A reportable segment is an operating segment that meets materiality thresholds. The 10% tests, as prescribed by the segment reporting accounting guidance, are based on the reported measures of revenue, profit, and assets that are used by the CODM to assess performance and allocate resources. During the quarter ended March 31, 2024, the CCS Segment did not meet any of the reportable segment quantitative thresholds. The profit or loss metric used to evaluate segment performance was Adjusted EBITDA, which is defined by the Company as net income (loss) plus interest expense; income tax expense (benefit); depreciation, depletion, and amortization; accretion expense; non-cash write-down of oil and natural gas properties; transaction and other (income) expenses; decommissioning obligations; the net change in the fair value of derivatives (mark to market effect, net of cash settlements and premiums related to these derivatives); (gain) loss on debt extinguishment; non-cash write-down of other well equipment; and non-cash equity-based compensation expense. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Corporate general and administrative expense includes certain shared costs such as finance, accounting, tax, human resources, information technology and legal costs that are not directly attributable to each operating segment. A portion of these expenses were allocated based on the percentage of employees dedicated to each operating segment. The remaining expenses are included in the reconciliation of reportable segment Adjusted EBITDA to consolidated pre-tax net income (loss) as an unallocated corporate general and administrative expense. From January 1, 2024 through March 18, 2024, the accounting policies of the segments were the same as those described in Note 2 - Summary of Significant Accounting Policies included in the accompanying Notes to Consolidated Financial Statements in the 2023 Annual Report.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company’s CODM does not review assets by segment as part of the financial information provided and therefore, no asset information is provided in the table below. </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents selected segment information for the periods indicated (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.752%;"></td> <td style="width:1%;"></td> <td style="width:12.242%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:12.382%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:11.622%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Upstream</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">All Other(1)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Total</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenues from External Customers:</p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Three Months Ended June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 549,165 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 549,165 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Three Months Ended June 30, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 367,210 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 979,097 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-

*space:pre-wrap;vertical-align:bottom;text-align:center;"> 979,097 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 689,792 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 689,792 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Equity in the Net Income (Loss) of Investees Accounted for by the Equity Method: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Three Months Ended June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(456</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(456</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Three Months Ended June 30, 2023</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">123</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,134</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,011</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Six Months Ended June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(540</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(7,970</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(8,510</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Six Months Ended June 30, 2023</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">255</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(3,411</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(3,156</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Adjusted EBITDA:</p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Three Months Ended June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">346,542 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 346,542 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Three Months Ended June 30, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 253,615 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,360 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 251,255 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 615,876 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,872 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 606,004 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 464,098 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (8,517 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 455,581 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Segment Expenditures: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">290,812</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,519 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 308,331 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 379,361 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,057 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> (1) The CCS Segment is included in the “All Other” category. The CCS Segment was an emerging business in the start-up phase of operations and the business did not generate any revenues. The CCS Segment’s business activities were conducted through both wholly owned subsidiaries and equity method investments with industry partners. CCS equity method investments was a business strategy that enabled us to achieve favorable economies of scale relative to the level of investment and business risk assumed. Reconciliations The following table presents the reconciliation of Adjusted EBITDA to the Company’s consolidated totals (in thousands):

<table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Adjusted EBITDA: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total for reportable segments </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">346,542</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 253,615 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">615,876</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 464,098 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> All other </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,360 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,872 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (8,517 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> General and administrative expense </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,558 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,532 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4,344 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,795 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Interest expense </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (48,982 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (45,632 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (99,827 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (83,213 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Depreciation, depletion and amortization </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (259,091 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (169,794 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (474,755 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (317,117 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Accretion expense </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (30,732 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (22,760 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (57,635 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (42,174 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Transaction and other income (expenses)(1) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (6,629 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,513 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 42,528 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (25,522 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Decommissioning obligations(2) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4,182 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (741 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (5,037 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,482 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Derivative fair value gain (loss)(3) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,302 </td> <td style="white-

space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,197 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (84,760 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 85,134 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Net cash (received) paid on settled derivative instruments (3) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,518 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (8,162 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 21,012 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,161 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Gain (loss) on extinguishment of debt </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (60,256 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Non-cash equity-based compensation expense </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,790 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (4,749 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (5,544 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (8,687 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Income (loss) before income taxes </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,398</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,569 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(122,614</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 63,886 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) For the three and six months ended June 30, 2024, transaction expenses include $9.3<span

style="color:#000000;white-space:pre-wrap;font-size:8pt;font-family:Times New Roman;min-width:fit-content;"> million and $37.4 million, respectively, in costs related to the QuarterNorth Acquisition, inclusive of $8.1 million and $22.3 million, respectively, in severance expense. For the six months ended June 30, 2024, transaction expenses include $9.0 million in costs related to the TLCS Divestiture, inclusive of $3.7 million in severance expense. For the three and six months ended June 30, 2023, transaction expenses included $2.7 million and $37.9 million, respectively, in costs related to the EnVen Acquisition, inclusive of $1.4 million and $24.0 million, respectively, in severance expense. See further discussion in Note 2 — Acquisitions and Divestitures and Note 9 — Employee Benefits Plans and Share-Based Compensation. Other income (expense) includes other miscellaneous income and expenses that we do not view as a meaningful indicator of our operating performance. For the six months ended June 30, 2024, it includes a gain of $86.9 million related to the TLCS Divestiture. See further discussion in Note 2 — Acquisitions and Divestitures. For the six months ended June 30, 2023, it includes an $8.6 million gain on the funding of the capital carry of its investment in Bayou Bend by Chevron.</div></div><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(2)<div style="width:100%;display:inline;">Estimated decommissioning obligations were a result of working interest partners or counterparties of divestiture transactions that were unable to perform the required abandonment obligations due to bankruptcy or insolvency. See Note 13 — Commitments and Contingencies for additional information on decommissioning obligations.</div></div><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(3)<div style="width:100%;display:inline;">The adjustments for the derivative fair value (gains) losses and net cash receipts (payments) on settled commodity derivative instruments have the effect of adjusting net loss for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because we do not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDA on an unrealized basis during the period the derivatives settled.</div></div></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents the reconciliation of Segment Expenditures to the Company's consolidated totals (in thousands).</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.86%;"></td> <td style="width:1%;"></td> <td style="width:14.5%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.64%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Segment Expenditures:</p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total reportable segments</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 290,812 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 379,361 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> All other </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,519 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,057 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Change in capital expenditures included in accounts payable and accrued liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 35,140 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (7,546 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Plugging & abandonment </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (50,128

</td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (47,683 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Decommissioning obligations settled </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,328 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,047 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Investment in Talos Mexico </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,108 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Investment in CCS intangibles and equity method investees </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (17,519 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (23,057 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Deferred payments </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,235 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (462 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Insurance recovery proceeds </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Non-cash well equipment transfers </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (35,793 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 328 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Exploration, development and other capital expenditures </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">269,170</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 298,658 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 2 true The following table presents selected segment information for the periods indicated (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.752%;"></td> <td style="width:1%;"></td> <td style="width:12.242%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:12.382%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:11.622%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:center;">Upstream </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> All Other(1) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Revenues from External Customers: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Three Months Ended June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">549,165</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">549,165</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Three Months Ended June 30, 2023</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">367,210</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">367,210</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Six Months Ended June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">979,097</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">979,097</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Six Months Ended June 30, 2023</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">689,792</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">689,792</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Equity in the Net Income (Loss) of Investees Accounted for by the Equity Method:</p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Three Months Ended June 30, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (456 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (456 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;">Three Months Ended June 30, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 123 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,134 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,011 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (</td> <td style="white-space:nowrap;vertical-align:bottom;"> 540 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (</td> <td style="white-space:nowrap;vertical-align:bottom;"> 7,970 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (</td> <td style="white-space:nowrap;vertical-align:bottom;"> 8,510 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 255 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,411 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,156 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Adjusted EBITDA: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Three Months Ended June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">346,542</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 346,542 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Three Months Ended June 30, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 253,615 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,360 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 251,255 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 615,876 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,872 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 606,004 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:right;">464,098 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (8,517 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 455,581 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Segment Expenditures: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Six Months Ended June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">290,812</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,579 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">308,331</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Six Months Ended June 30, 2023</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">379,361</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">23,057</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">402,418</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="padding-bottom:1pt;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;border-bottom:0.5pt solid;margin-right:73.333%;text-align:justify;"> </p><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:justify;">(1)<div style="width:100%;display:inline;">The CCS Segment is included in the “All Other” category. The CCS Segment was an emerging business in the start-up phase of operations and the business did not generate any revenues. The CCS Segment’s business activities were conducted through both wholly owned subsidiaries and equity method investments with industry partners. CCS equity method investments was a business strategy that enabled us to achieve favorable economies of scale relative to the level of investment and business risk assumed.</div></div> 549165000 0 549165000 367210000 0 367210000 979097000 0 979097000 689792000 0 689792000 -456000 0 -456000 123000 -2134000 -2011000 -540000 -7970000 -8510000 255000 -3411000 -3156000 346542000 0 346542000 253615000 -2360000 251255000 615876000 -9872000 606004000 464098000 -8517000 455581000 290812000 17519000 308331000 379361000 23057000 402418000 <p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:justify;">The following table presents the reconciliation of Adjusted EBITDA to the Company’s consolidated totals (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.82%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.540000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.64%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Adjusted EBITDA:</p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total for reportable segments</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">346,542 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">253,615</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 615,876 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 464,098 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> All other </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,360 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,872 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (8,517 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> General and administrative expense </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,558 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,532 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4,344 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,795 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Interest expense </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (48,982 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (45,632 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (99,827 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (83,213 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Depreciation, depletion and amortization </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (259,091 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (169,794 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (474,755 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (317,117 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Accretion expense </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (30,732 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span

Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (60,256 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Non-cash equity-based compensation expense </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,790 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (4,749 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (5,544 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (8,687 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Income (loss) before income taxes </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,398</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,569 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(122,614</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 63,886 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) For the three and six months ended June 30, 2024, transaction expenses include $9.3 million and $37.4 million, respectively, in costs related to the QuarterNorth Acquisition, inclusive of $8.1 million and $22.3 million, respectively, in severance expense. For the six months ended June 30, 2024, transaction expenses include $9.0 million in costs related to the TLCS Divestiture, inclusive of $3.7 million in severance expense. For the three and six months ended June 30, 2023, transaction expenses included $2.7 million and $37.9 million, respectively, in costs related to the EnVen Acquisition, inclusive of $1.4 million and $24.0 million, respectively, in severance expense. See further discussion in Note 2 — Acquisitions and Divestitures and Note 9 — Employee Benefits Plans and Share-Based Compensation, Other income (expense) includes other miscellaneous income and expenses that we do not view as a meaningful indicator of our operating performance. For the six months ended June 30, 2024, it includes a gain of $86.9 million related to the TLCS Divestiture. See further discussion in Note 2 — Acquisitions and Divestitures. For the six months ended June 30, 2023, it includes an $8.6 million gain on the funding of the capital carry of its investment in Bayou Bend by Chevron. (2) Estimated decommissioning obligations were a result of working interest partners or counterparties of divestiture transactions that were unable to perform the required abandonment obligations due to bankruptcy or insolvency. See Note 13 — Commitments and Contingencies for additional information on decommissioning obligations. (3) The adjustments for the derivative fair value (gains) losses and net cash receipts (payments) on settled commodity derivative instruments have the effect of adjusting net loss for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because we do not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDA on an unrealized basis during the period the derivatives settled.

346542000 253615000 615876000 464098000 0 -2360000 -9872000 -8517000 2558000 1532000 4344000 2795000 48982000 45632000 99827000 83213000 259091000 169794000 474755000 317117000 30732000 22760000 57635000 42174000 -6629000 -3513000 42528000 -25522000 4182000 741000 5037000 1482000 2302000

26197000 -84760000 85134000 17518000 -8162000 21012000 4161000 0 0 -60256000 0 2790000 4749000 5544000 8687000 11398000 20569000 -122614000 63886000 9300000 37400000 8100000 22300000 9000000 3700000 2700000 37900000 1400000 24000000 86900000 8600000 The following table presents the reconciliation of Segment Expenditures to the Company's consolidated totals (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.86%;"></td> <td style="width:1%;"></td> <td style="width:14.5%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:14.64%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Segment Expenditures: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total reportable segments </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">290,812</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 379,361 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> All other </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,519 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,057 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Change in capital expenditures included in accounts payable and accrued liabilities </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 35,140 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (7,546 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Plugging & abandonment </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (50,128 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (47,683 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Decommissioning obligations settled </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,328 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,047 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Investment in Talos Mexico </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,108 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Investment in CCS intangibles and equity method investees </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (17,519 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (23,057 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-

break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Deferred payments </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,235 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (462 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Insurance recovery proceeds </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Non-cash well equipment transfers </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (35,793 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Other </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 328 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Exploration, development and other capital expenditures </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">269,170</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 298,658 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 290812000 379361000 17519000 23057000 35140000 -7546000 50128000 47683000 3328000 2047000 -2108000 0 17519000 23057000 -1235000 -462000 0 12500000 0 -35793000 17000 328000 269170000 298658000 Note 15 — Subsequent Events Acquisition of Non-Operated Working Interest The Company executed two separate definitive agreements to acquire a collective 21.4% non-operated working interest in the Monument oil discovery (“Monument Project”) in the deepwater U.S. Gulf of Mexico located on certain Walker Ridge lease blocks. Cash consideration totaling $20.2 million was paid on the closing dates of July 31, 2024 and August 2, 2024, including $12.5 million in post-effective date purchase price adjustments. An additional aggregate $24.4 million will be paid periodically in installments through April 1, 2026. The Monument Project will initially be developed with two subsea wells tied back to a third-party floating production system. 0.214 20200000 12500000 24400000 false false false false Represents the closing price of the Company's common stock on March 4, 2024, the date of the closing of the QuarterNorth Acquisition. Total purchase price net of $331.4 million cash and cash equivalents acquired at closing is $1,238.7 million. Operating lease cost reflect a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. Short-term lease costs are reported at gross amounts and primarily represent costs incurred for drilling rigs, most of which are short-term contracts not recognized as a right-of-use asset and lease liability on the Condensed Consolidated Balance Sheets. The short-term operating lease costs incurred during the periods presented are not indicative of the Company's current short-term lease obligations, which are approximately $116.1 million as of June 30, 2024, or its future short-term lease costs and obligations, as it routinely enters into short-term contracts for the use of drilling rigs to support its drilling activities. Variable lease costs primarily represent differences between minimum payment obligations and actual operating charges incurred by the Company related to its long-term leases. See QuarterNorth Acquisition and EnVen Acquisition each in Note 2 — Acquisitions and Divestitures. As of June 30, 2024, 37,217 of the unvested RSUs were accounted for as liability awards in "Accrued liabilities" on the Condensed Consolidated Balance Sheets. The CCS Segment is included in the "All Other" category. The CCS Segment was an emerging business in the start-up phase of operations and the business did not generate any revenues. The CCS Segment's business activities were conducted through both wholly owned subsidiaries and equity method investments with industry partners. CCS equity method investments was a business strategy that enabled us to achieve favorable economies of scale relative to the level of investment and business risk assumed. For the three and six months ended June 30, 2024, transaction expenses include $9.3 million and $37.4 million, respectively, in costs related to the QuarterNorth Acquisition, inclusive of $8.1 million and $22.3 million, respectively, in severance expense. For the six months ended June 30, 2024, transaction expenses include $9.0 million in costs related to the TLCS Divestiture, inclusive of $3.7 million in severance expense. For the three and six months ended June 30, 2023, transaction expenses included $2.7 million and $37.9 million, respectively, in costs related to the EnVen Acquisition, inclusive of $1.4 million and $24.0 million, respectively, in severance expense. See further discussion in Note 2 — Acquisitions and Divestitures and Note 9 — Employee Benefits Plans and Share-Based Compensation. Other income (expense) includes other miscellaneous income and expenses that we do not view as a meaningful indicator of our operating performance. For the six months ended June 30, 2024, it includes a gain of $86.9 million related to the TLCS Divestiture. See further discussion in Note 2 — Acquisitions and Divestitures. For the six months ended June 30, 2023, it includes an $8.6 million gain on the funding of the capital carry of its investment in Bayou Bend by Chevron. Estimated decommissioning obligations were a result of working interest partners or counterparties of divestiture transactions that were unable to perform the required abandonment obligations due to bankruptcy or insolvency. See Note 13 — Commitments and Contingencies for additional information on decommissioning obligations. The adjustments for the derivative fair value (gains) losses and net cash receipts (payments) on settled commodity derivative instruments have the effect of adjusting net loss for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because we do not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDA on an unrealized basis during the period the derivatives settled. "