

[amortization](#)84,349Å 78,546Å 251,154Å 233,902Å Pre-opening costs12,786Å 9,605Å 28,992Å 23,341Å Impairment, closure costs, and asset disposals25,176Å 7,241Å 26,417Å 31,842Å Total operating expenses2,320,320Å 2,076,998Å 6,967,942Å 6,160,963Å Income from operations473,256Å 394,950Å 1,500,601Å 1,194,366Å Interest and other income, net29,307Å 18,392Å 70,532Å 43,787Å Income before income taxes502,563Å 413,342Å 1,571,133Å 1,238,153Å Provision for income taxes115,175Å 100,125Å 368,787Å 291,502Å Net income\$387,388Å \$313,217Å \$1,202,346Å \$946,651Å Earnings per share:Basic\$0.28Å \$0.23Å \$0.88Å \$0.69Å Diluted\$0.28Å \$0.23Å \$0.87Å \$0.68Å Weighted-average common shares outstanding:Basic1,367,038Å 1,381,377,521,379,671,379,640Diluted1,374,6051,384,0621,379,0991,386,934Other comprehensive income/(loss), net of income taxes:Foreign currency translation adjustments\$1,074Å \$(1,128)\$(783)\$(192)Comprehensive incomes\$388,462Å \$312,089Å \$1,201,563Å \$946,459Å See accompanying notes to condensed consolidated financial statements.2Table of ContentsCHIPOTLE MEXICAN GRILL, INC.CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERSâ€™ EQUITY(in thousands)(unaudited)Common StockTreasury StockSharesAmountAdditional Paid-In CapitalSharesAmountRetained EarningsAccumulated Other Comprehensive LossTotalBalance, December 31, 20221,865,99218,660Å 1,811,017Å 484,651\$(4,282,014)\$4,828,248Å \$(7,888)\$2,368,023Å Stock-based compensation --Å 20,670Å --Å --Å 20,670Å Stock plan transactions and other4,98250A (340)--Å --Å (20)Repurchase of common stock--Å 6,241(198,819)-Å (198,819)Net income --Å --Å 291,644Å 291,644Å Other comprehensive income/(loss), net of income taxes--Å --Å --Å 457A 457A Balance, March 31, 20231,870,974\$18,710Å \$1,831,347Å 490,892Å \$(4,480,833)\$5,119,892Å \$(7,431)\$(2,481,685)Å Stock-based compensation --Å 31,467Å --Å --Å 31,467Å --Å --Å 31,467Å Stock plan transactions and other1,99320A (236)--Å --Å (216)Repurchase of common stock--Å --Å 2,271(88,319)-Å (88,319)Net income --Å --Å 341,790Å 341,790Å Other comprehensive income/(loss), net of income taxes--Å --Å --Å 479A 479A Balance, June 30, 20231,872,967\$18,730Å \$1,862,578Å 493,163\$(4,569,152)\$5,461,682Å \$(6,952)\$2,766,886Å Stock-based compensation --Å 36,141Å --Å --Å 36,141Å Stock plan transactions and other3713318A --Å --Å 31A 321A Repurchase of common stock--Å --Å 5,940(229,596)-Å (229,596)Net income --Å --Å 313,217Å 313,217Å Other comprehensive income/(loss), net of income taxes--Å --Å --Å (1,128)(1,128)Balance, September 30, 20231,873,338\$18,733Å \$1,899,510Å 499,103\$(4,798,748)\$5,774,899Å \$(8,080)\$2,886,314Å Balance, December 31, 20231,874,139\$18,741Å \$1,937,794Å 502,843\$(4,944,656)\$6,056,985Å \$(6,657)\$3,062,207Å Stock-based compensation --Å 36,811Å --Å --Å 36,811Å Stock plan transactions and other4,00240A 2,070Å --Å --Å 2,110A Repurchase of common stock--Å 1,935(97,663)-Å (97,663)Net income --Å --Å 359,287Å 359,287Å Other comprehensive income/(loss), net of income taxes--Å --Å --Å (1,293)(1,293)Balance, March 31, 20241,878,141\$18,781Å \$1,976,545Å 504,778\$(5,042,319)\$6,416,272Å \$(7,950)\$3,361,329Å Stock-based compensation --Å 46,160Å --Å --Å 46,160Å Stock plan transactions and other3974A 1,097Å --Å --Å 1,101A Repurchase of common stock--Å 2,388(151,877)-Å (151,877)Retirement of treasury stock(507,166)\$(5,072)-(507,166)\$5,194,196Å \$(5,189,124)-Å --Å --Å 455,671Å 455,671Å Other comprehensive income/(loss), net of income taxes--Å --Å --Å (564) (564) Balance, June 30, 20241,371,372\$13,713Å \$2,023,802Å 511,682,819Å \$(8,514)\$3,711,820Å Stock-based compensation --5,262---5,262Å Stock plan transactions and other1,222121,114---1,126Å Repurchase of common stock(8,955)(90)---(492,682)-(492,772)Net income ----387,388-387,388Å Other comprehensive income/(loss), net of income taxes----1,074,074Å Balance, September 30, 20241,363,639\$13,635Å \$2,030,178Å -Å \$1,577,525Å \$(7,440)\$3,613,898Å See accompanying notes to condensed consolidated financial statements.3Table of ContentsCHIPOTLE MEXICAN GRILL, INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(in thousands)(unaudited)Nine months ended September 30, 20242023Operating activitiesNet income \$1,202,346Å \$946,651Å Adjustments to reconcile net income to net cash provided by operating activities:Depreciation and amortization251,154Å 233,902Å Deferred income tax provision(9,599)12,465Å Impairment, closure costs, and asset disposals24,139Å 30,536Å Provision for credit losses(289)565Å Stock-based compensation expense85,903Å 86,557Å Other2,459Å (17,272)Changes in operating assets and liabilities:Accounts receivable22,069Å 33,666Å Inventory(10,540)(4,508)Prepaid expenses and other current assets21,944Å (23,494)Operating lease assets211,172Å 185,056Å Other assets(17,990)(6,939)Accounts payable 22,290Å 4,886Å Accrued payroll and benefits(42,774) (14,902)Accrued liabilities23,488Å 1,882Å Unearned revenue(22,745)(21,190)Income tax payable/receivable(29,100)220,427Å Operating lease liabilities(155,770)(156,180)Other long-term liabilities149Å 5,910Å Net cash provided by operating activities1,578,306Å 1,518,018Å Investing activitiesPurchases of leasehold improvements, property and equipment(420,718) (388,801)Purchases of investments(828,846)(845,981)Maturities of investments548,070Å 440,788Å Net cash used in investing activities(701,494)(793,994)Financing activitiesRepurchase of common stock(662,605)(437,305)Tax withholding on stock-based compensation awards(73,349)(68,613)Other financing activities990Å 546Å Net cash used in financing activities(734,964) (505,372)Effect of exchange rate changes on cash, cash equivalents and restricted cash(1,495)4A Net change in cash, cash equivalents, and restricted cash140,353Å 218,656Å Cash, cash equivalents, and restricted cash at beginning of period586,163Å 408,966Å Cash, cash equivalents, and restricted cash at end of period\$726,516Å \$627,622Å Supplemental disclosures of cash flow informationIncome taxes paid\$408,553Å \$54,615Å Purchases of leasehold improvements, property and equipment accrued in accounts payable and accrued liabilities\$78,798Å \$81,724Å Repurchase of common stock accrued in accounts payable and accrued liabilities\$12,000Å \$15,312Å See accompanying notes to condensed consolidated financial statements.4Table of ContentsCHIPOTLE MEXICAN GRILL, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(dollar and share amounts in thousands, unless otherwise specified)(unaudited)1. Basis of Presentation and Update to Accounting Policies In this quarterly report on Form 10-Q, Chipotle Mexican Grill, Inc., a Delaware corporation, together with its subsidiaries, is collectively referred to as â€œChipotle,â€ â€œwe,â€ â€œus,â€ or â€œour.â€ We develop and operate restaurants that serve a relevant menu of burritos, burrito bowls, quesadillas, tacos, and salads, made using fresh, high-quality ingredients. As of SeptemberÂ 30, 2024, we operated 3,615 restaurants including 3,540 Chipotle restaurants within the United States and 75 international Chipotle restaurants. Additionally, we had two international licensed restaurants. We manage our U.S. operations based on nine regions and aggregate our operations to one reportable segment.On June 26, 2024, we effected a 50-for-1 stock split of our common stock and proportionately increased the number of authorized shares of common stock. All share and per share information, including share-based compensation, throughout this Quarterly Report on Form 10-Q has been retroactively adjusted to reflect the stock split. The shares of common stock retain a par value of \$0.01 per share. Accordingly, an amount equal to the par value of the additional shares issued in the stock split was reclassified from capital in excess of par value to common stock. In the second quarter of 2024 we retired all treasury stock owned, which was recognized as a deduction from common stock for the shares' par value and the excess of cost over par as a deduction from retained earnings. All shares of common stock that we repurchase will be immediately retired and no longer held as treasury stock.We have prepared the accompanying unaudited condensed consolidated financial statements in accordance with U.S. generally accepted accounting principles for interim financial statements and pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments consisting of normal recurring adjustments necessary for a fair presentation of our financial position and results of operations. Interim results of operations are not necessarily indicative of the results that may be achieved for the full year. The financial statements and related notes do not include all information and footnotes required by U.S. generally accepted accounting principles for annual reports. This quarterly report should be read in conjunction with the consolidated financial statements, footnotes and management's discussion and analysis included in our annual report on Form 10-K for the year ended DecemberÂ 31, 2023.2. Recently Issued Accounting Standards In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosure."The ASU updates reportable segment disclosure requirements, primarily through requiring enhanced disclosures about significant segment expenses and information used to assess segment performance. The amendments do not change how segments are determined, aggregated, or how thresholds are applied to determine reportable segments. We expect to adopt the guidance in our annual report on Form 10-K for the year ending December 31, 2024 and thereafter. We are currently evaluating the impact of adopting this ASU on our disclosures and do not expect the adoption of this guidance to have a material impact on our consolidated financial statements. In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures."The ASU includes amendments requiring enhanced income tax disclosures, primarily related to standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The guidance is effective for fiscal years beginning after December 15, 2024, with early adoption permitted, and should be applied either prospectively or retrospectively. We are currently evaluating the impact of adopting this ASU on our disclosures. In March 2024, the Securities and Exchange Commission ("SEC") issued its final climate disclosure rules. The rules require disclosure of climate-related information outside of the audited financial statements and disclosure in the footnotes addressing specified financial statement effects of severe weather events and other natural conditions above certain financial thresholds, certain carbon offsets and renewable energy credits or certificates, if material. Disclosure requirements will begin phasing in for fiscal years beginning on or after January 1, 2025. On April 4, 2024, the SEC determined to voluntarily stay the effective date of the final rules pending certain legal challenges. We are currently evaluating the impact of adopting the new rules and intend to include the updated climate-related disclosures in our filings when required. We reviewed all other recently issued accounting pronouncements and concluded that they were either not applicable or not expected to have a significant

related party disclosures. Other Investments During the three months ended September 30, 2024, we invested \$15,000 in exchange for 2,746 shares of the Series B Preferred Stock of Hyphen Technologies, Inc. ("Hyphen") through the Cultivate Next Fund. As a result of Hyphen's Series B financing, the convertible notes receivable which we held prior to the financing converted into 3,073 shares of the Series B Preferred Stock of Hyphen. During the three months ended September 30, 2024, we recognized a gain of \$4,635 related to the conversion. As of September 30, 2024, we held 5,819 shares of the Series B Preferred Stock of Hyphen. Hyphen is a privately held company, and as such, the preferred shares comprising our investment are illiquid and fair value is not readily determinable. As of September 30, 2024, we have recognized a cumulative gain of \$6,782 related to our investment in Hyphen. The investment is included within long-term investments on the condensed consolidated balance sheet with a carrying value of \$31,782 as of September 30, 2024. As of September 30, 2024, we owned 766 shares of the Series C Preferred Stock of Nuro, Inc. ("Nuro"). Our investment represents a minority interest and we have determined that we do not have significant influence over Nuro. Nuro is a privately held company, and as such, the preferred shares comprising our investment are illiquid and fair value is not readily determinable. As of September 30, 2024, we have recognized a cumulative gain of \$5,968 related to our investment in Nuro due to observable transactions in prior periods. The investment is included within long-term investments on the condensed consolidated balance sheets with a carrying value of \$15,968 as of September 30, 2024 and December 31, 2023, respectively. As of September 30, 2024, we held additional investments in other entities through the Cultivate Next Fund. These additional investments are included within long-term investments on the condensed consolidated balance sheets with a carrying value of \$20,749 and \$21,221 as of September 30, 2024 and December 31, 2023, respectively. 6. Shareholders' Equity We have had a stock repurchase program in place since 2008. As of September 30, 2024, we had \$1,059,595 authorized for repurchasing shares of our common stock, which includes \$400,000 in additional authorizations approved by our Board of Directors on August 21, 2024 and \$500,000 in additional authorizations approved by our Board of Directors on September 19, 2024. Prior to June 26, 2024, shares we repurchased were held in treasury stock until they are reissued or retired at the discretion of our Board of Directors. Beginning on June 26, 2024, all shares of common stock that we repurchase are immediately retired and not held as treasury stock. During the second quarter of 2024, we retired 507,166 shares of its common stock that were being held as treasury stock. The retirement resulted in a reduction of \$5,194,196 in treasury stock, \$5,072 in the par value of common stock, and \$5,189,124 in retained earnings. During the nine months ended September 30, 2024, 1,724 shares of common stock at a total cost of \$73,349 were netted and surrendered as payment for minimum statutory withholding obligations in connection with the vesting of outstanding stock awards. During the nine months ended September 30, 2023, 2,011 shares of common stock at a total cost of \$67,474 were netted and surrendered as payment for minimum statutory withholding obligations in connection with the vesting of outstanding stock awards. Shares surrendered by the participants in accordance with the applicable award agreements and plan are deemed repurchased by us but are not part of publicly announced share repurchase programs. 9 Table of Contents 7. Stock-Based Compensation Pursuant to the 2022 Stock Incentive Plan, we grant stock-only stock appreciation rights ("SOSARs"), restricted stock units ("RSUs"), and performance stock units ("PSUs") to employees and non-employee directors. SOSARs and RSUs generally vest in two equal installments on the second and third anniversary of the grant date. PSUs are subject to service, market and performance vesting conditions, and the quantity of shares that vest will range from 0% to 300% of the targeted number of shares. During the three months ended September 30, 2024, our now former CEO terminated employment with the company and forfeited all of his unvested equity awards. This resulted in a reversal of expense of \$27,863 in the current quarter. In response to the CEO departure, we granted retention RSUs to key executives. These awards have various vesting terms, and will vest over one, two or three years. Total expense recognized for the retention RSUs in the current quarter was \$5,134. The impact of the CEO forfeiture and employee retention awards are reflected in the tables below. Total stock-based compensation expense was as follows: Three months ended September 30, Nine months ended September 30, 2024 2023 2024 2023 2024 2023 Stock-based compensation \$5,262 \$36,614 \$88,103 \$88,751 Stock-based compensation, net of income taxes \$(1,058) \$31,065 \$69,160 \$74,966 Total capitalized stock-based compensation included in leasehold improvements, property and equipment, net on the condensed consolidated balance sheets \$602 \$813 \$2,200 \$2,194 Excess tax benefit on stock-based compensation recognized in provision for income taxes on the condensed consolidated statements of income and comprehensive income \$3,073 \$994 \$19,161 \$23,004 SOSARs summary of SOSAR award activity was as follows (in thousands, except per share data): Shares Weighted-Average Exercise Price per Share Weighted-Average Remaining Contractual Life (Years) Aggregate Intrinsic Value Outstanding, January 1, 2024 14,738 \$26.05 \$290,156 Granted 2,484 \$52.98 Exercised (4,012) \$20.61 Forfeited (1,733) \$38.49 Outstanding, September 30, 2024 11,477 \$31.90 102,956 Exercisable, September 30, 2024 5,043 \$32.39 39,714 Vested and expected to vest, September 30, 2024 10,913 \$31.41 40,228 6,761 Table of Contents RSUs summary of RSU award activity was as follows (in thousands, except per share data): Shares Weighted-Average Grant Date Fair Value per Share Outstanding, January 1, 2024 3,004 \$32.08 Granted 5,785 \$36.36 Vested (906) \$31.95 Forfeited (260) \$38.92 Outstanding, September 30, 2024 4,164 \$42.94 Vested and expected to vest, September 30, 2024 3,875 \$44.06 PSUs summary of PSU award activity was as follows (in thousands, except per share data): Shares Weighted-Average Grant Date Fair Value per Share Outstanding, January 1, 2024 794 \$31.24 Granted 849 \$52.77 Vested (777) \$29.59 Forfeited (838) \$37.88 Outstanding, September 30, 2024 2,028 \$38.15 Vested and expected to vest, September 30, 2024 3,580 \$37.91 The vested and expected to vest total above represents outstanding base PSUs, adjusted for expected payout amounts in line with current and future estimated performance levels. 8. Income Taxes The effective income tax rate for the three months ended September 30, 2024, was 22.9%, a decrease from an effective income tax rate of 24.2% for the three months ended September 30, 2023. The decrease was primarily driven by reductions to nondeductible expenses, the release of income tax reserves, and additional tax benefits related to option exercises and equity vesting, partially offset with a decrease in return to provision benefit in the comparable period. The effective income tax rate for the nine months ended September 30, 2024 and 2023, was 23.5%, and primarily differed from the 21% U.S. federal statutory income tax rate due to the effects of state income taxes and nondeductible expenses, partially offset by the tax benefits on option exercises and equity vesting. 9. Leases The majority of our operating leases consist of restaurant locations and office space. We determine if a contract contains a lease at inception. Our leases generally have remaining terms of 1-20 years and most include options to extend the leases for additional 5-year periods. Generally, the lease term is the minimum of the non-cancelable period of the lease or the lease term inclusive of reasonably certain renewal periods up to a term of 20 years. 11 Table of Contents Supplemental disclosures of cash flow information related to leases were as follows: Three months ended September 30, Nine months ended September 30, 2024 2023 2024 2023 Cash paid for operating lease liabilities \$117,424 \$105,416 \$344,725 \$312,214 Operating lease assets obtained in exchange for operating lease liabilities \$247,977 \$185,519 \$570,775 \$438,510 Derecognition of operating lease assets due to terminations or impairments \$110 \$1,232 \$1,535 \$6,391 10. Earnings Per Share The following table sets forth the computations of basic and diluted earnings per share (in thousands, except per share data): Three months ended September 30, Nine months ended September 30, 2024 2023 2024 2023 Net income \$387,388 \$313,217 \$1,202,346 \$946,651 Shares: Weighted-average number of common shares outstanding (for basic calculation) 1,367,038 1,377,525 1,370,671 1,379,640 Dilutive stock awards 5,674 6,537 8,428 7,294 Weighted-average number of common shares outstanding (for diluted calculation) 1,374,605 1,384,062 1,379,099 1,386,934 Basic earnings per share \$0.28 \$0.23 \$0.88 \$0.69 Diluted earnings per share \$0.28 \$0.23 \$0.87 \$0.68 The following stock awards were excluded from the calculation of diluted earnings per share: Three months ended September 30, Nine months ended September 30, 2024 2023 2024 2023 Stock awards subject to performance conditions 2,028 801 2,437 684 Stock awards that were antidilutive 2,346 3,032 3,904 6,747 Total stock awards excluded from diluted earnings per share 4,374 3,834 3,277 3,581 11. Commitments and Contingencies Purchase Obligations We enter into various purchase obligations in the ordinary course of business, generally of a short-term nature. Those that are binding primarily relate to commitments for food purchases and supplies, capital projects, corporate assets, information technology, marketing initiatives and corporate sponsorships, and other miscellaneous items. Litigation We are involved in various claims and legal actions, such as wage and hour, wrongful termination and other employment-related claims, slip and fall and other personal injury claims, advertising and consumer claims, privacy claims, and lease, construction and other commercial disputes, that arise in the ordinary course of business, some of which may be covered by insurance. The outcomes of these actions are not predictable, but we do not believe that the ultimate resolution of any pending or threatened actions of these types will have a material adverse effect on our financial position, results of operations, liquidity, or capital resources. However, if there is a significant increase in the number of these claims, or if we incur greater liabilities than we currently anticipate under one or more claims, it could materially and adversely affect our business, financial condition, results of operations and cash flows. 12 Table of Contents Accrual for Estimated Liability In relation to various legal matters, we had an accrued legal liability balance of \$14,958 and \$7,640 included within accrued liabilities on the condensed consolidated balance sheets as of September 30, 2024 and December 31, 2023, respectively. 12. Debt As of September 30, 2024, we had a \$500,000 revolving credit facility with JPMorgan Chase Bank ("JPMorgan") as administrative agent. Borrowings on the credit facility bear interest at a rate equal to the Secured Overnight Financing Rate ("SOFR") plus 1.475%, which is subject to increase due to changes in our total leverage ratio as defined in the credit agreement. We are also obligated to pay a commitment fee of 0.175% per year for unused amounts under the credit facility, which also may increase due to changes in our total leverage ratio. Further, we are subject to certain covenants defined in the credit agreement, which include maintaining a total leverage ratio of less than 3.0x, maintaining a consolidated fixed charge coverage ratio of greater than 1.5x, and limiting us from incurring additional indebtedness in certain circumstances. We had no outstanding borrowings under the credit facility and were in compliance with all covenants as of September 30, 2024 and December 31, 2023, respectively. 13. Related Party Transactions As of September 30, 2024, we owned approximately 13.8% of the common stock outstanding of Tractor. As we are a significant customer of Tractor and maintain board representation, we are accounting for our investment under the equity method. Accordingly, we have identified Tractor as a related party. We purchase product from the supplier for sale to customers in our restaurants. During the three months ended September 30, 2024 and 2023, purchases from the supplier were \$13,788 and \$12,509, respectively. During the nine months ended September 30, 2024 and 2023, purchases from the supplier were \$38,754 and \$32,682, respectively. We are an investor in Vebu Inc. ("Vebu"), a developer of restaurant automation technology. As we are a significant customer of Vebu and maintain board representation, we have determined that Vebu is a related party. Our investment, which is comprised of preferred shares, is accounted for as a non-marketable equity investment and is included within long-term investments on the condensed consolidated balance sheet. During the three months ended September 30, 2024 and 2023, purchases from Vebu were \$545 and \$248, respectively. During the nine months ended September 30, 2024 and 2023, purchases from Vebu were \$545 and \$991, respectively. 13 Table of Contents ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Cautionary Note Regarding Forward-Looking Statements Certain statements in this report are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, including statements about the number of new restaurants we expect to open and the number with Chipotlanes, our expectation to generate positive cash flow for the foreseeable future, our expectations for utilization of cash flow from operations, our ability to manage risks and volatility in our supply chain, our plans for continuing stock buybacks and the period of time during which our cash and short-term investment will fund our operations. We use words such as "anticipate," "believe," "could," "should," "may," "approximately," "expect," "intend," "project," "target," "goal" and similar terms and phrases, including references to assumptions, to identify forward-looking statements. The forward-looking statements in this report are based on currently available operating, financial and competitive information available to us as of the date of this filing and we assume no obligation to update these forward-looking statements. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those described in the statements, including but not limited to: increasing wage inflation, including as a result of state or local regulations mandating higher minimum wages, and the competitive labor market, which impacts our ability to attract and retain qualified employees and has resulted in occasional staffing shortages; the impact of any union organizing efforts and our responses to such efforts; increasing supply costs; risks of food safety incidents and food-borne illnesses; risks associated with our reliance on certain information technology systems and potential material failures, interruptions or outages; privacy and cyber security risks, including risk of breaches, unauthorized access, theft, modification, destruction or ransom of guest or employee personal or confidential information stored on our network or the network of third party providers; the impact of competition, including from sources outside the restaurant industry; the impact of federal, state or local government regulations relating to our employees, employment practices, restaurant design and construction, and the sale of food or alcoholic beverages; our ability to achieve our planned growth, such as the costs and availability of suitable new restaurant sites, construction materials and contractors; the expected costs and risks related to our international expansion, including through licensed restaurants in the Middle East; increases in ingredient and other operating costs due to inflation, global conflicts, severe weather and climate change, our Food with Integrity philosophy, tariffs or trade restrictions; intermittent supply shortages relating to our Food with Integrity philosophy, rapid expansion and supply chain disruptions; the uncertainty of our ability to achieve expected levels of comparable restaurant sales due to factors such as changes in guests' perceptions of our brand, including as a result of negative publicity or social media posts, decreased consumer spending (including as a result of higher inflation, mass layoffs, fear of possible recession and higher energy prices), or the inability to increase menu prices or realize the benefits of menu price increases; risks associated with our digital business, including risks arising from our reliance on third party delivery services and the IT infrastructure; litigation risks, including possible governmental actions and potential class action litigation related to food safety incidents, cybersecurity incidents, employment or privacy laws, advertising claims, contract disputes or other matters; and other risk factors described from time to time in our SEC reports, including our Annual Report on Form 10-K for the year ended December 31, 2023, and in other reports filed with the SEC, all of which are available on the investor relations page of our website at ir.chipotle.com. As of September 30, 2024, we operated 3,540 Chipotle restaurants throughout the United States and 75 international Chipotle restaurants. Additionally, we had two international licensed restaurants. We manage our U.S. operations based on nine regions and aggregate our operations to one reportable segment. Throughout Management's Discussion and Analysis of Financial Condition and Results of Operations, we commonly discuss the following key operating metrics which we believe will drive our financial results and long-term growth model. We believe these metrics are useful to investors because management uses these metrics to assess the growth of our business and the effectiveness of our marketing and operational strategies: Food, beverage, and packaging as a percentage of total revenue Labor as a percentage of total revenue Occupancy as a percentage of total revenue Other operating costs as a percentage of total revenue New restaurant openings Third Quarter 2024 Financial Highlights, year-over-year: Total revenue increased 13.0% to \$2.8 billion Comparable restaurant sales increased 6.0% Diluted earnings per share was \$0.28, a 21.7% increase from \$0.23, which includes a \$0.01 after-tax net benefit in stock-based compensation expense due to unvested equity awards forfeited by our former CEO and related retention equity awards granted to key executives, an unrealized gain on a long-term investment, and an impairment charge related to a software asset. 14 Table of Contents Sales Trends. Comparable restaurant sales increased 6.0% for the three months ended September 30, 2024. The increase is attributable to higher transactions of 3.3% and a 2.7% increase in average check. Comparable restaurant sales represent the change in period-over-period total revenue for restaurants in operation for at least 13 full calendar months. Digital sales represented 34.0% of total food and beverage revenue. Restaurant Development. During the three months ended September 30, 2024, we opened 86 company-operated restaurants, which included 73 restaurants with a Chipotlane. We are on track to open approximately 285 to 315 new company-operated restaurants in 2024 and expect to open approximately 315 to 345 new company-operated restaurants in 2025, which assumes utility, construction, permit and inspection delays do not worsen. We expect that at least 80% of our new company-operated restaurants will include a Chipotlane. Licensing. During the three months ended September 30, 2024, we opened one licensed restaurant in Kuwait in partnership with international licensed retail operator Alshaya Group. Cultivate Next Fund. Our Cultivate Next Fund is a venture formed to make early-stage investments into strategically aligned companies that further our mission to Cultivate a Better World. The Fund has a size of \$100.0 million, which is financed almost entirely by Chipotle. During the three months ended September 30, 2024, we made \$28.0 million in investments through this Fund. Restaurant Activity The following table details company-operated restaurant unit data for the periods indicated. Three months ended September 30, Nine months ended September 30, 2024 2023 2024 2023 Beginning of period 3,530 3,268 3,437 3,187 Chipotle openings 86 62 185 149 Non-Chipotle openings - - 1 - 1 Chipotle permanent closures (1) (1) (5) (1) Chipotle relocations - (2) (9) Non-Chipotle permanent closures - (6) - (6) Total at end of period 3,615 3,321 3,615 3,321 The following table details licensed restaurant unit data for the periods indicated. Three months ended September 30, Nine months ended September 30, 2024 2023 Beginning of period 1 - 1 - 1 Licensed restaurant openings 1 - 2 - 1 Total at end of period 2 - 2 - 1 15 Table of Contents Results of Operations Our results of operations as a percentage of total revenue and period-over-period change are discussed in the following section. Revenue Three months ended September 30, Percentage Nine months ended September 30, Percentage 2024 2023 Change 2024 2023 Change (dollars in millions) (dollars in millions) Food and beverage revenues \$2,778.0 \$2,456.0 13.1% \$8,417.4 \$7,304.6 15.2% Delivery service revenue 15.5 15.9 (2.3%) 51.1 50.8 0.7% Total

revenue\$2,793.6A \$2,471.9A 13.0A %\$8,468.5A \$7,355.3A 15.1A %Average restaurant sales (1)\$3.184A \$2.972A 7.1A %\$3.184A \$2.972A 7.1A %Comparable restaurant sales increase0.95.0%8.1A %7.7A %Transactions3.3%4.1%5.8%4.3%Average check2.7%0.9%2.3%4%Menu price increase3.6%2.8%3.2%0%Check mix(0.9A %)(1.9A %)(0.9A %)(2.6A %) (1)Average restaurant sales refer to the average trailing 12-month food and beverage revenue for restaurants in operation for at least 12 full calendar months.The following is a summary of the change in restaurant sales for the period indicated:Three months endedNine months ended(dollars in millions)For the period ended September 30, 2023\$2,471.9A \$7,355.3A Change from:Comparable restaurant sales141.9A 568.0A Restaurant not yet in comparable base opened in 202484.1A 144.5A Restaurant not yet in comparable base opened in 202396.5A 404.1A Other(0.8)(3.4)For the period ended September 30, 2024\$2,793.6A \$8,468.5A Food, Beverage and Packaging CostsThree months ended September 30,PercentageNine months ended September 30,Percentage20242023change20242023change(dollars in millions)(dollars in millions)Food, beverage and packaging\$855.5A \$734.2A 16.5A %\$2,508.3A \$2,165.4A 15.8A %As a percentage of total revenue30.6A %29.7A %0.9A %29.6A %29.4A %0.2A %Food, beverage and packaging costs increased 0.9% as a percentage of total revenue for the three months ended SeptemberA 30, 2024 compared to the three months ended SeptemberA 30, 2023. The increase was due to inflation across several ingredient costs, primarily avocados and dairy, higher usage of ingredients as we focused on ensuring consistent and generous portions, and a protein mix shift from the Smoked Brisket limited time offering. This increase was partially offset by a 1.2% benefit from menu price increases in the prior year.16Table of ContentsFood, beverage and packaging costs increased 0.2% as a percentage of total revenue for the nine months ended SeptemberA 30, 2024 compared to the nine months ended SeptemberA 30, 2023. The increase was due to higher usage of ingredients as we focused on ensuring consistent and generous portions, inflation across several ingredient costs, primarily avocados, and a protein mix shift from a Braised Beef Barbacoa marketing initiative and the Smoked Brisket limited time offering. This increase was partially offset by a 1.1% benefit from menu price increases in the prior year.Labor CostsThree months ended September 30,PercentageNine months ended September 30,Percentage20242023change20242023change(dollars in millions)(dollars in millions)Labor costs\$696.8A \$616.3A 13.1A %\$2,072.9A \$1,811.8A 14.4A %As a percentage of total revenue24.9A %24.9A %24.5A %24.6A %0.1A %Labor costs remained flat as a percentage of total revenue for the three months ended SeptemberA 30, 2024 compared to the three months ended SeptemberA 30, 2023. The 1.0% benefit from sales leverage was offset by 0.8% due to restaurant wage inflation, of which 0.5% was due to minimum wage increases for our restaurants in California.Labor costs decreased 0.1% as a percentage of total revenue for the nine months ended SeptemberA 30, 2024 compared to the nine months ended SeptemberA 30, 2023, including 1.2% from sales leverage, partially offset by 0.9% due to restaurant wage inflation, of which 0.3% was due to minimum wage increases for our restaurants in California.Occupancy CostsThree months ended September 30,PercentageNine months ended September 30,Percentage20242023change20242023change(dollars in millions)(dollars in millions)Occupancy costs\$142.6A \$126.3A 12.9A %\$416.9A \$372.1A 12.0A %As a percentage of total revenue5.1A %5.1A %4.9A %5.1A %0.2A %Occupancy costs remained flat as a percentage of total revenue for the three months ended SeptemberA 30, 2024 compared to the three months ended SeptemberA 30, 2023. The 0.3% benefit from sales leverage was offset by 0.2% due to increased occupancy expense associated with existing restaurants.Occupancy costs decreased 0.2% as a percentage of total revenue for the nine months ended SeptemberA 30, 2024 compared to the nine months ended SeptemberA 30, 2023, including 0.4% from sales leverage, partially offset by 0.2% due to increased occupancy expense associated with existing restaurants.Other Operating CostsThree months ended September 30,PercentageNine months ended September 30,Percentage20242023change20242023change(dollars in millions)A (dollars in millions)A Other operating costs\$386.5A \$345.4A 11.9A %\$1,157.0A \$1,058.3A 9.3A %As a percentage of total revenue13.8A %14.0A %0.2A %13.7A %14.4A %0.7A %Other operating costs decreased 0.2% as a percentage of total revenue for the three months ended SeptemberA 30, 2024 compared to the three months ended SeptemberA 30, 2023, primarily due to 0.4% of sales leverage and 0.2% of lower delivery expenses, partially offset by 0.2% of higher advertising and marketing promotions expense.Other operating costs decreased 0.7% as a percentage of total revenue for the nine months ended SeptemberA 30, 2024 compared to the nine months ended SeptemberA 30, 2023, primarily due to 0.6% of sales leverage and 0.2% of lower delivery expenses.17Table of ContentsGeneral and Administrative ExpensesThree months ended September 30,PercentageNine months ended September 30,Percentage20242023change20242023change(dollars in millions)A (dollars in millions)A General and administrative expenses\$126.6A \$159.5A (20.6A %) \$506.3A \$464.3A 9.0A %As a percentage of total revenue4.5A %6.5A %2.0A %6.0A %6.3A %0.3A %The following is a summary of the change in general and administrative expense for the period indicated:Three months endedNine months ended(dollars in millions)For the period ended September 30, 2023\$159.5A \$464.3A Change from:Stock-based compensation, primarily forfeitures and, to a lesser extent, performance-based awards(32.0)(2.6)Performance bonuses(5.7)(0.4)Legal contingencies(2.2)12.3A Restructuring costs(1.4) (6.5)Conferences, primarily biennial All Managersaem Conference(0.3)17.8A Outside services related to corporate initiatives1.4A 7.5Wages6.7A 14.1A Other0.6A (0.2)For the period ended September 30, 2024\$126.6A \$506.3A Depreciation and AmortizationThree months ended September 30,PercentageNine months ended September 30,Percentage20242023change20242023change(dollars in millions)(dollars in millions)Depreciation and amortization\$84.3A \$78.5A 7.4A %\$251.2A \$233.9A 7.4A %As a percentage of total revenue3.0A %3.2A %0.2A %3.0A %3.2A %0.2A %Depreciation and amortization decreased 0.2% as a percentage of total revenue for the three and nine months ended SeptemberA 30, 2024 compared to the three and nine months ended SeptemberA 30, 2023, primarily due to sales leverage, partially offset by increased depreciation expense associated with new restaurants.Impairment, Closure Costs, and Asset DisposalsThree months ended September 30,PercentageNine months ended September 30,Percentage20242023change20242023change(dollars in millions)(dollars in millions)Impairment, closure costs, and asset disposals\$15.2A \$7.2A 109.6A %\$26.4A \$31.8A (17.0A %)As a percentage of total revenue0.5A %0.3A %0.2A %0.3A %0.4A %0.1A %Impairment, closure costs, and asset disposals increased in dollar terms for the three months ended SeptemberA 30, 2024 compared to the three months ended SeptemberA 30, 2023, primarily due to property and equipment impairment charges related to a software asset.18Table of ContentsImpairment, closure costs, and asset disposals decreased in dollar terms for the nine months ended SeptemberA 30, 2024 compared to the nine months ended SeptemberA 30, 2023, primarily due to higher charges related to the replacement of certain leasehold improvements in the comparable period.Interest and Other Income, NetThree months ended September 30,PercentageNine months ended September 30,Percentage20242023change20242023change(dollars in millions)(dollars in millions)Interest and other income, net\$29.3A \$18.4A 59.3A %\$70.5A \$43.8A 61.1A %As a percentage of total revenue1.0A %0.7A %0.3A %0.8A %0.6A %0.2A %Interest and other income, net increased in dollar terms for the three and nine months ended SeptemberA 30, 2024 compared to the three and nine months ended SeptemberA 30, 2023, primarily due to increased interest income on our investments in U.S. Treasury securities, money market funds and time deposits due to a higher average investment balance and higher interest rates.Provision for Income TaxesThree months ended September 30,PercentageNine months ended September 30,Percentage20242023change20242023change(dollars in millions)(dollars in millions)A Provision for income taxes\$115.2A \$100.1A 15.0A %\$368.8A \$291.5A 26.5A %Effective income tax rate22.9A %24.2A %0.1A %23.5A %23.5A %aem The effective income tax rate decreased 1.3% for the three months ended SeptemberA 30, 2024 compared to the three months ended SeptemberA 30, 2023, including 1.3% reduction in nondeductible expenses, a 0.4% release of income tax reserves, and a 0.4% in additional tax benefits related to option exercises and equity vesting, partially offset with a 0.8% decrease in return to provision benefit in 2023 versus 2024. The effective income tax rate remained flat for the nine months ended SeptemberA 30, 2024 compared to the nine months ended SeptemberA 30, 2023. The nine months ended September 30, 2024, had a 0.6% decrease in tax benefits related to option exercises and equity vesting and a 0.3% decrease in return to provision benefit in 2023 versus 2024, partially offset by a 0.5% decrease in tax reserves and 0.4% reduction in nondeductible expenses.SeasonalitySeasonal factors cause our profitability to fluctuate from quarter to quarter. Historically, our average daily restaurant sales and net income are lower in the first and fourth quarters due, in part, to the holiday season and because fewer people eat out during periods of inclement weather (the winter months) than during periods of mild or warm weather (the spring, summer and fall months). Other factors also have a seasonal effect on our results. For example, restaurants located near colleges and universities generally do more business during the academic year. Seasonal factors, however, might be moderated or outweighed by other factors that may influence our quarterly results, such as unexpected publicity impacting our business in a positive or negative way, worldwide health pandemics, impact of inflation on consumer spending, fluctuations in food or packaging costs, or the timing of menu price increases or promotional activities and other marketing initiatives. The number of trading days in a quarter can also affect our results, although, on an overall annual basis, changes in trading days do not have a significant impact.Our quarterly results are also affected by other factors such as the amount and timing of non-cash stock-based compensation expense and related tax rate impacts, litigation, settlement costs and related legal expenses, impairment charges and non-operating costs, timing of marketing or promotional expenses, the number and timing of new restaurants opened in a quarter, and closure of restaurants. New restaurants typically have higher operating costs following opening because of the expenses associated with their opening and operating inefficiencies in the months immediately following opening. Accordingly, results for a particular quarter are not necessarily indicative of results to be expected for any other quarter or for any year.19Table of ContentsLiquidity and Capital ResourcesCash and InvestmentsAs of SeptemberA 30, 2024, we had a cash and marketable investments balance of \$2.2 billion, non-marketable investments of \$85.4A million and \$28.0A million of restricted cash. After funding the current operations in our restaurants and support centers, the first planned use of our cash flow from operations is to provide capital for the continued investment in new restaurant construction. In addition to continuing to invest in our restaurant expansion, we expect to utilize cash flow from operations to: repurchase additional shares of our common stock subject to market conditions; invest in, maintain, and refurbish our existing restaurants; and for general corporate purposes. As of SeptemberA 30, 2024, \$1,059.6 million remained available for repurchases of shares of our common stock. Under the remaining repurchase authorizations, shares may be purchased from time to time in open market transactions, subject to market conditions. Borrowing CapacityAs of SeptemberA 30, 2024, we had \$500.0A million of undrawn borrowing capacity under a line of credit facility.Use of CashWe believe that cash from operations, together with our cash and investment balances, will be sufficient to meet ongoing capital expenditures, working capital requirements and other cash needs for the foreseeable future. Assuming no significant declines in comparable restaurant sales, we expect we will generate positive cash flow for the foreseeable future. We have not required significant working capital because customers generally pay using cash or credit and debit cards and because our operations do not require significant receivables, nor do they require significant inventories due, in part, to our use of various fresh ingredients. In addition, we generally have the right to pay for the purchase of food, beverages and supplies sometime after the receipt of those items, generally within ten days, thereby reducing the need for incremental working capital to support our growth.Cash FlowsCash provided by operating activities was \$1.6 billion for the nine months ended SeptemberA 30, 2024, compared to \$1.5 billion for the nine months ended SeptemberA 30, 2023. The increase was primarily due to higher net earnings and, to a lesser extent, net cash changes in non-tax operating assets and liabilities. This increase was partially offset by timing of tax-related payments.Cash used in investing activities was \$701.5 million for the nine months ended SeptemberA 30, 2024, compared to \$794.0 million for the nine months ended SeptemberA 30, 2023. The change was primarily associated with a \$124.4 million decrease in investment purchases net of investment maturities. This was partially offset by increased capital expenditures of \$31.9 million primarily related to new restaurant development.Cash used in financing activities was \$735.0 million for the nine months ended SeptemberA 30, 2024, compared to \$505.4 million for the nine months ended

ended September 30, 2024, no Section 16 officer or director, as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934 (the “SEC Exchange Act”) adopted, modified, or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as such terms are defined in Item 408(a) of Regulation S-K.22Table of ContentsITEM 6. EXHIBITSEXHIBIT INDEX

À Description of Exhibit Incorporated Herein by ReferenceExhibit NumberExhibit DescriptionFormFile No.Filing DateExhibit NumberFiled Herewith10.1À Form of 2024 Retention Restricted Stock Unit Award Agreement for Interim CEO----X10.2À Form of 2024 Retention Restricted Stock Unit Award Agreement for President and Chief Strategy Officer ----X10.3À Form of 2024 Retention Restricted Stock Unit Award Agreement for other Executive Officers----X10.4À Form of Incremental Restricted Stock Unit Award Agreement for Interim CEO----X10.5À Form of Incremental Restricted Stock Unit Award Agreement for CFO----X31.1Certification of Chief Executive Officer of Chipotle Mexican Grill, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002----X31.2Certificate of Chief Financial Officer of Chipotle Mexican Grill, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002----X32.1Certification of Chief Executive Officer and Chief Financial Officer of Chipotle Mexican Grill, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002----X101.1NSInline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)----X101.3CInline XBRL Taxonomy Extension Schema Document----X101.3CInline XBRL Taxonomy Extension Linkbase Document----X101.3CInline XBRL Taxonomy Extension Definition Linkbase Document----X101.3CInline XBRL Taxonomy Extension Label Linkbase Document----X101.3CInline XBRL Taxonomy Extension Presentation Linkbase Document ----X104Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)---Xâ€ - Management contracts and compensatory plans or arrangements required to be filed as exhibits. 23Table of ContentsSIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. CHIPOTLE MEXICAN GRILL, INC.By: /s/ Jamie McConnellName:Jamie McConnellTitle:Chief Accounting and Administrative Officer (principal accounting officer and duly authorized signatory for the registrant)Date: October 29, 202424 EX-10.1 2 a101formof2024retentionsu.htm EX-10.1 DocumentExhibit 10.1CHIPOTLE MEXICAN GRILL, INC.2024 RETENTION RESTRICTED STOCK UNIT AGREEMENT Name of Participant:À À À À Scott BoatwrightNo. of RSUs: À À À À Grant Date:À À À À August 22, 2024Vesting Dates:À À À À 60% on 1st Anniversary of Grant DateÀ À À À 40% on 2nd Anniversary of Grant DateThis Restricted Stock Unit Agreement, including Appendix A attached hereto (the “Agreement”), dated as of the Grant Date stated above, is delivered by Chipotle Mexican Grill, Inc., a Delaware corporation (the “Company”), to the Participant named above (the “Participant”), RecitalsWHEREAS, in light of the recent leadership transition and in recognition of the value you bring to the business, the Company is awarding you restricted stock units (the “RSUs”) representing the right to receive shares of Common Stock of the Company (the “Shares”) on the terms and conditions provided below and pursuant to the Chipotle Mexican Grill, Inc. 2022 Stock Incentive Plan (the “Plan”). This Agreement and the RSUs granted hereunder are expressly subject to all of the terms, definitions and provisions of the Plan. Except as expressly indicated herein, defined terms used in this Agreement have the meanings set forth in the Plan. WHEREAS, the Compensation Committee (the “Committee”) of the Company’s Board of Directors (the “Board”) has approved this award of RSUs (the “Award”). AgreementNOW, THEREFORE, the parties hereby agree as follows: À À À 1.À À À À Grant of Award. The Company hereby grants to you the Award with respect to the number of RSUs set forth above, pursuant to which you shall be eligible to receive a number of equivalent Shares, subject to your fulfillment of the vesting and other conditions set forth in this Agreement. The Award may only be settled in Shares. À À À 2.À À À À Vesting.À À À (a)À À À Regular Vesting. Except as otherwise provided in the Plan or in this Section 2, your RSUs will vest 60% on the 1st anniversary of the Grant Date and the remaining 40% on the 2nd anniversary of the Grant Date, subject to your continued employment or service with the Company through the applicable vesting date. The period of time prior to the full vesting of the Award shall be referred to herein as the “Vesting Period.”À À À (b)À À À Vesting Upon Specific Events.À À À (i)À À À Death or Disability. Unless otherwise determined by the Committee, or except as provided in an agreement between you and the Company, in the event of your death or the termination of your employment by the Company due to Disability prior to the expiration of the Vesting Period, the total number of RSUs subject to this Award, without proration, shall become vested on the date of your death or termination by the Company due to Disability. For purposes of this Agreement, “Disability” means your medically diagnosed, permanent physical or mental inability to perform your duties as an employee of the Company.À À À (ii)À À À External CEO Appointed. You currently serve as Interim Chief Executive Officer of the Company while the Board considers the appointment of a permanent Chief Executive Officer. If an external candidate is appointed as Chief Executive Officer of the Company and, following such appointment, (A) you voluntarily terminate your employment as Chief Operating Officer of the Company, then this Award will vest in a pro-rated amount upon your termination, or (B) your employment as Chief Operating Officer of the Company is involuntarily terminated by the Company without Cause or you voluntarily terminate your employment as Chief Operating Officer of the Company for Good Reason, then this Award will vest immediately, without proration. For purposes of this section, the pro rata amount shall be determined independently for each of the two vesting tranches by multiplying the number of RSUs subject to this Award, without proration, by a fraction, the numerator of which is the number of days from the Grant Date through your termination date, and the denominator of which is the total number of days in the Vesting Period less any shares that have already vested.À À À (iii)À À À Change in Control. This Award will immediately vest in full if (A) you experience a Qualifying Termination or (B) upon a Change in Control if this Award is not assumed or continued by the surviving or acquiring corporation in such Change in Control (as determined by the Board or Committee, with appropriate adjustments to the number and kind of shares, in each case, that preserve the value of the Award and other material terms and conditions of this Award as in effect immediately prior to the Change in Control). À À À 3.À À À À (c)À À À Forfeiture of Unvested RSUs. If your employment terminates prior to the expiration of the Vesting Period for any reason other than the reasons specified in Section 2(b), any unvested RSUs will be forfeited and canceled as of the date of such employment termination, unless (i) the Committee determines otherwise, or (ii) you are an “executive officer” of the Company within the meaning of Rule 3b-7 under the Securities Exchange Act of 1934, as amended, in which event a different treatment may be provided in the Company’s Executive Officer Severance Plan, as such plan is then in effect. Notwithstanding anything to the contrary in this Section 2, your rights with respect to the RSUs, whether vested or unvested, shall in all events be immediately forfeited and canceled as of the date of your termination of employment for Cause.À À À 3.À À À À Distribution Upon Vesting. Subject to Section 18, as soon as practicable (but no later than sixty (60) days) after the vesting of the RSUs, the Company shall issue or deliver to you, subject to the conditions of this Agreement, the Shares for the vested RSUs; provided, however, that (i) in the event the Award constitutes nonqualified deferred compensation (within the meaning of Section 409A of the Code) because the vesting of the Award is in connection with a termination by the Company due to Disability or a Qualifying Termination following a Change in Control that does not constitute a “change in control event” (within the meaning of Section 409A of the Code), then the Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A and (ii) in the event of a Change in Control in which Award is not effectively assumed pursuant to Section 2(b)(ii) and such Change in Control is not a “change in control event” (within the meaning of Section 409A of the Code) or settlement upon such Change in Control would otherwise be prohibited under Section 409A of the Code, then the Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A of the Code or, if earlier, upon your death or termination of employment if permitted under Section 409A of the Code. Such issuance or delivery of Shares shall be evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such issuance or delivery, except as otherwise provided in Section 6.À Prior to the issuance to you of the Shares subject to the Award, you shall have no direct or secured claim in any specific assets of the Company or in such Shares and will have the status of a general unsecured creditor of the Company. À À À 4.À À À À No Shareholder Rights. Neither you nor any person claiming under or through you shall have rights as a holder of Shares (e.g., you have no right to vote or receive dividends) with respect to the RSUs granted hereunder unless and until such RSUs have been settled in Shares that have been registered in your name as owner. You shall have no beneficial interest or ownership in the vested Shares until the issue or delivery of those vested Shares to you.À À À 5.À À À À Dividend Equivalents. During the Vesting Period, you shall accumulate dividend equivalents with respect to the RSUs, which dividend equivalents shall be paid in cash (without interest) to you only if and when the applicable RSUs vest and become payable. Dividend equivalents shall equal the dividends, if any, actually paid with respect to Shares during the Vesting Period while (and to the extent) the RSUs remain outstanding and unpaid. In the event you forfeit the RSUs, you also shall immediately forfeit any dividend equivalents held by the Company that are attributable to the Shares underlying such forfeited RSUs.À À À 6.À À À À Tax Withholding. As a condition precedent to the issuance of Shares following the vesting of the Shares, you shall, upon request by the Company, pay to the Company such amount as the Company determines is required, under all applicable federal, state, local or other laws or regulations, to be withheld and paid over as income or other withholding taxes (the “Required Tax Payments”) with respect to such vesting of the Shares. If you shall fail to advance the Required Tax Payments after request by the Company, the Company may, in its discretion, deduct any Required Tax Payments from any amount then or thereafter payable by the Company to you. Notwithstanding the foregoing, your obligation to advance the Required Tax Payments shall be satisfied by the Company withholding whole Shares that would otherwise be delivered to you upon vesting of the Shares having an aggregate fair market value, determined as of the date on which such withholding obligation arises (the “Tax Date”), equal to the Required Tax Payments; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company may agree, in its discretion, to permit you to satisfy your obligation to advance the Required Tax Payments by a check or cash payment to the Company. Shares shall be withheld based on the applicable statutory minimum tax rate; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company (or, in the case of an individual subject to Section 16 of the Securities Exchange Act of 1934, as amended, the Committee) may agree, in its discretion, to withhold shares based on a higher tax rate permitted by applicable withholding rules and accounting rules without resulting in variable accounting treatment. No Share or certificate representing a Share shall be issued or delivered until the Required Tax Payments have been satisfied in full.À À À 7.À À À À Tax Indemnification. Notwithstanding the provisions of Section 6 above, you agree to indemnify the Company and each affiliate, and hold the Company and each affiliate harmless against and from any and all liability for any taxes or payments in respect of taxes (including social security and national insurance contributions, to the extent permitted by applicable law), arising as a result of, in connection with or in respect of the grant of the Award, vesting of the Award and/or the delivery of the Shares pursuant to this Agreement.À À À 8.À À À À Repayment; Right of Set-Off. You agree and acknowledge that this Agreement is subject to the Company’s Executive Compensation Recovery Policy and any other “clawback,” recoupment or set-off policies in effect on the Grant Date or that the Committee thereafter may adopt. If the Company determines, in its sole discretion, that you have engaged in misconduct that constitutes “Cause” as defined in the Plan, you agree that any unvested portion of the Award shall be immediately forfeited as of the date the Company determines that you engaged in such misconduct. The foregoing shall not be the Company’s exclusive remedies, which may also include injunctive relief and damages, as applicable. In addition, you agree that in the event the Company, in its reasonable judgment, determines that you owe the Company any amount due to any loan, note, obligation or indebtedness, including but not limited to amounts owed to the Company pursuant to the Company’s policies with respect to travel and business expenses, and if you have not satisfied such obligation, then the Company may instruct the plan administrator to withhold and/or sell Shares acquired by you upon settlement of the Award, or the Company may deduct funds equal to the amount of such obligation from other funds due to you from the Company.À À À 9.À À À À Adjustment of RSUs. The number of RSUs subject to this Award will automatically be adjusted in accordance with Section 9 of the Plan to prevent accretion, or to protect against dilution, in the event of a change to the Common Stock resulting from a recapitalization, stock split, consolidation, spin-off, reorganization, or liquidation or other similar transactions.À À À 10.À À À À Non-Transferability of Award. Unless the Committee specifically determines otherwise, the RSUs may not be transferred by you other than by will or the laws of descent and distribution.À Except to the extent permitted by the foregoing sentence, the Award may not be sold, transferred, assigned, pledged, hypothecated, encumbered or otherwise disposed of (whether by operation of law or otherwise) or be subject to execution, attachment or similar process.À Upon any attempt to so sell, transfer, assign, pledge, hypothecate, encumber or otherwise dispose of the Award, the Award and all rights hereunder shall immediately become null and void. À À À 11.À À À À No Right to Continued Employment or Service. The granting of the Award shall not be construed as granting to you any right to continue your employment or service with the Company. À À À 12.À À À À Amendment of this Award. This Award or the terms of this Agreement may be amended by the Board or the Committee at any time (a) if the Board or the Committee determines, in its reasonable discretion, that amendment is necessary or appropriate to conform the Award to, or otherwise satisfy, any legal requirement (including without limitation the provisions of Section 409A of the Code), which amendments may be made retroactively or prospectively and without your approval or consent to the extent permitted by applicable law; provided that, such amendment shall not materially and adversely affect your rights hereunder; or (b) with your consent. À À À 13.À À À À Electronic Delivery and Acceptance. You hereby consent and agree to electronic delivery of any Plan documents, proxy materials, annual reports and other related documents. You also hereby consent to any and all procedures that the Company has established or may establish for an electronic signature system for delivery and acceptance of Plan documents (including documents relating to any programs adopted under the Plan), and agree your electronic signature is the same as, and shall have the same force and effect as, your manual signature. You consent and agree that any such procedures and delivery may be effected by a third party engaged by the Company to provide administrative services related to the Plan, including any program adopted under the Plan.À À À 14.À À À À Governing Plan Document. The Award is subject to all the provisions of the Plan, the provisions of which are hereby made a part of this Agreement, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan. In the event of any conflict between the provisions of the Award or this Agreement and those of the Plan, the provisions of the Plan shall control.À À À 15.À À À À Governing Law. The validity, construction, interpretation and effect of this Agreement shall exclusively be governed by and determined in accordance with the laws of the State of Delaware, without giving effect to conflict of law rules or principles. À À À 16.À À À À Entire Agreement. This Agreement and the Plan constitute the entire understanding and agreement between the Company and the Participant with respect to the subject matter contained herein and supersedes any prior agreements, understandings, restrictions, representations, or warranties between the Company and the Participant with respect to such subject matter other than those as set forth or provided for herein.À À À 17.À À À À No Waiver. No failure by any party to insist upon the strict performance of any covenant, duty, agreement or condition of this Agreement or to exercise any right or remedy consequent upon a breach thereof shall constitute waiver of any such breach or any other covenant, duty, agreement or condition.À À À 18.À À À À Saving Clause. If any provision of this Agreement shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.À À À 19.À À À À Compliance with Section 409A of the Code. This Award is intended to be exempt from or comply with Section 409A of the Code, and shall be interpreted and construed accordingly, and each payment hereunder shall be considered a separate payment. To the extent this Agreement provides for the Award to become vested and be settled upon the Holder’s termination of employment, the applicable shares of Stock shall be transferred to you or your beneficiary upon your “separation from service,” within the meaning of Section 409A of the Code; provided that if you are a “specified employee,” within the meaning of Section 409A of the Code, then to the extent the Award constitutes nonqualified deferred compensation, within the meaning of Section 409A of the Code, such Shares shall be transferred to you or your beneficiary upon the earlier to occur of (i) the six-month anniversary of such separation from service and (ii) the date of your death. 20.À À À À Local Law Requirements. Appendix A forms part of the Agreement and contains additional terms and conditions that will apply to you if you reside outside of the United States, are a citizen of a jurisdiction other than the United States or are otherwise subject to tax in jurisdiction outside the United States.CHIPOTLE MEXICAN GRILL, INC. By:À À À /s/ Ilene EskenaziÀ À À Chief Human Resources OfficerAppendix A to 2023 Restricted Stock Unit AgreementCountry-Specific AddendaÀ À À 1.À À À À This Addendum includes additional country-specific notices, disclaimers, and/or terms and conditions that apply to individuals who are working or residing in the countries listed below and that may be material to your participation in the Plan. However, because foreign exchange regulations and other local laws are subject to frequent change, you are advised to seek advice from his or her own personal legal and tax advisor prior to accepting an Award. À À À 2.À À À À If you are a citizen or resident of a country, or otherwise subject to tax in another country other than the one in which you are currently working and/or residing, transfers to another country after the date of grant of the Award, or is considered a resident of another country for local law purposes, the Company shall, in its discretion, determine the extent to which the special terms and conditions contained herein shall be applicable to you.À À À 3.À À À À The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding your acceptance of the Award or participation in the Plan.À À À 4.À À À À Unless otherwise noted below, capitalized terms shall have the same meaning assigned to them under the Plan and this Agreement. This Addendum forms part of

the Agreement and should be read in conjunction with the Agreement and the Plan.7CanadaÂ Â Â 1.1.1.1.1.1.1 Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in Canada; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.Â Â Â Â Â 2.2.1.1.1.1.1 Use of Information. For the purposes of managing and administering the arrangements under this Agreement, the Company may share basic information such as information concerning your eligibility, grants, settlement or vesting in accordance with this Agreement with and between affiliates. The Company may also share this information with service providers that may assist in administering the arrangements under this Agreement, as well as with relevant government authorities.8France1.1.1.1.1.1.1 Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in France; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.2.1.1.1.1.1.1 Language Consent. By accepting the Plan, you confirm that you have read and understood the documents relating to this grant (the Plan and any agreement, including this Addendum) which were provided in English language. You accept the terms of those documents accordingly.9United Kingdom1.1.1.1.1.1.1 Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in the United Kingdom; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.2.1.1.1.1.1.1 Recovery of Tax. In the event that you have failed to make arrangements under Section 6 of this Agreement for the amount so indemnified under Section 7 of this Agreement, you shall pay to the Company or subsidiary, as relevant, (or such other affiliate, as the case may be) the balance of any Required Tax Payments then due in cash promptly on written demand and in any event within 60 days from the date on which any relevant amount indemnified under Section 7 of this Agreement is due to be accounted for to the applicable tax authority, failing which you shall also be liable to account to the Company or any subsidiary for any additional liability that may arise to the Company or such other affiliate as a result of the operation of Section 222 of ITEPA.10 EX-10.2 3 a102formof2024retentionsrsu.htm EX-10.2 DocumentExhibit 10.2CHIPOTLE MEXICAN GRILL, INC.2024 RETENTION RESTRICTED STOCK UNIT AGREEMENT Name of Participant:Â Â Â John R. (Jack) HartungNo. of RSUs: Â Â Â 1.1.1.1.1.1.1 Grant Date:Â Â Â 10 August 22, 2024Vesting Dates:Â Â Â 1.1.1.1.1.1.1 60% on 1st Anniversary of Grant DateÂ Â Â 1.1.1.1.1.1.1 40% on 2nd Anniversary of Grant DateThis Restricted Stock Unit Agreement, including Appendix A attached hereto (this Â Â Â Agreement), dated as of the Grant Date stated above, is delivered by Chipotle Mexican Grill, Inc., a Delaware corporation (the Â Â Â Company), to the Participant named above (the Â Â Â Participant or Â Â Â you). RecitalsWHEREAS, in light of the recent leadership transition and in recognition of the value you bring to the business, the Company is awarding you restricted stock units (Â Â Â RSUs) representing the right to receive shares of Common Stock of the Company (the Â Â Â Shares) on the terms and conditions provided below and pursuant to the Chipotle Mexican Grill, Inc. 2022 Stock Incentive Plan (the Â Â Â Plan). This Agreement and the RSUs granted hereunder are expressly subject to all of the terms, definitions and provisions of the Plan. Except as expressly indicated herein, defined terms used in this Agreement have the meanings set forth in the Plan. WHEREAS, the Compensation Committee (the Â Â Â Committee) of the Company's Board of Directors (the Â Â Â Board) has approved this award of RSUs (the Â Â Â Award). AgreementNOW, THEREFORE, the parties hereby agree as follows: Â Â Â 1.1.1.1.1.1.1 Grant of Award. The Company hereby grants to you the Award with respect to the number of RSUs set forth above, pursuant to which you shall be eligible to receive a number of equivalent Shares, subject to your fulfillment of the vesting and other conditions set forth in this Agreement. The Award may only be settled in Shares. Â Â Â 2.1.1.1.1.1.1 Vesting.Â Â Â (a) Â Â Â Regular Vesting. Except as otherwise provided in the Plan or elsewhere in this Section 2, your RSUs will vest 60% on the 1st anniversary of the Grant Date and the remaining 40% on the 2nd anniversary of the Grant Date, subject to your continued employment or service with the Company through the applicable vesting date. The period of time prior to the full vesting of the Award shall be referred to herein as the Â Â Â Vesting Period.Â Â Â (b) Â Â Â Vesting Upon Specific Events.Â Â Â (i) Â Â Â Death or Disability. Unless otherwise determined by the Committee, or except as provided in an agreement between you and the Company, in the event of your death or the termination of your employment by the Company due to Disability prior to the expiration of the Vesting Period, the total number of RSUs subject to this Award, without proration, shall become vested on the date of your death or termination by the Company due to Disability. For purposes of this Agreement, Â Â Â Disability means you medically diagnosed, permanent physical or mental inability to perform your duties as an employee of the Company.Â Â Â (ii) Â Â Â Change in Control. This Award will immediately vest in full if (A) you experience a Qualifying Termination or (B) upon a Change in Control if this Award is not assumed or continued by the surviving or acquiring corporation in such Change in Control (as determined by the Board or Committee, with appropriate adjustments to the number and kind of shares, in each case, that preserve the value of the Award and other material terms and conditions of this Award as in effect immediately prior to the Change in Control). (iii) Â Â Â Termination without Cause or for Good Reason. If an external candidate is appointed as Chief Executive Officer of the Company and, following such appointment and prior to the expiration of the Vesting Period, your employment is involuntarily terminated by the Company without Cause or you voluntarily terminate your employment for Good Reason, then this Award will vest immediately, without proration. (iv) Â Â Â Retirement After 1st Anniversary of Grant Date. In the event of your Retirement prior to the one-year anniversary of the Grant Date, any unvested RSUs will be forfeited and canceled as of the date of your retirement. In the event of your Retirement after the one-year anniversary of the Grant Date, you shall continue to vest in the RSUs, without proration, for the remainder of the Vesting Period. For purposes of this Agreement: Â Â Â Retirement means that you have a combined Age and Years of Service (each as defined below) of at least 70 and you have done all of the following (w) Â Â Â given the Company at least six (6) months prior written notice of your Retirement; (x) signed and delivered to the Company an agreement providing for such restrictive covenants, as may be determined from time to time by the Committee, based on individual facts and circumstances, to be reasonably necessary to protect the Company's interests, with such restrictive covenants continuing for a period of two (2) years after such Retirement (or, indefinitely, in the case of confidentiality and similar restrictive covenants), (y) signed and delivered to the Company, within 21 days of the date of your employment termination (or such later time as required under applicable law) a general release agreement of claims against the Company and its affiliates in a form reasonably acceptable to the Company, which is not later revoked, and (z) voluntarily terminated your employment with the Company. The term Â Â Â Age means (as of a particular date of determination), your age on that date in whole years and any fractions thereof; and Â Â Â Years of Service means the number of years and fractions thereof 2 during the period beginning on your most recent commencement of employment with the Company and ending on the date your employment with the Company terminated. You have previously given the Company at least six (6) months prior written notice of your Retirement, which you have agreed to delay, so the Company waives compliance with the condition set forth in (w) above. Your refusal to fulfill any of the conditions set forth in (x), (y) or (z) above, your breach of any agreement entered into pursuant to (x) or (y) above, or if, after your Retirement, facts and circumstances are discovered that would have justified your termination for Cause (as defined below) if you were still employed by the Company, shall constitute a waiver by you of the benefits attributable to Retirement under this Agreement. Â Â Â (c) Â Â Â Forfeiture of Unvested RSUs. If your employment terminates prior to the expiration of the Vesting Period for any reason other than the reasons specified in Section 2(b), any unvested RSUs will be forfeited and canceled as of the date of such employment termination, unless (i) the Committee determines otherwise, or (ii) you are an Â Â Â executive officer of the Company within the meaning of Rule 3b-7 under the Securities Exchange Act of 1934, as amended, in which case a different treatment may be provided in the Company's Executive Officer Severance Plan, as such plan is then in effect. Notwithstanding anything to the contrary in this Section 2, your rights with respect to the RSUs, whether vested or unvested, shall in all events be immediately forfeited and canceled as of the date of your termination of employment for Cause.Â Â Â 3.1.1.1.1.1.1 Distribution Upon Vesting. Subject to Section 18, as soon as practicable (but no later than sixty (60) days) after the vesting of the RSUs, the Company shall issue or deliver to you, subject to the conditions of this Agreement, the Shares for the vested RSUs; provided, however, that (i) in the event the Award constitutes nonqualified deferred compensation (within the meaning of Section 409A of the Code) because the vesting of the Award is in connection with a termination by the Company due to Disability or a Qualifying Termination following a Change in Control that does not constitute a Â Â Â change in control event (within the meaning of Section 409A of the Code), then the Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A and (ii) in the event of a Change in Control in which Award is not effectively assumed pursuant to Section 2(b)(ii) and such Change in Control is not a Â Â Â change in control event (within the meaning of Section 409A of the Code) or settlement upon such Change in Control would otherwise be prohibited under Section 409A of the Code, then the Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A of the Code or, if earlier, upon your death or termination of employment if permitted under Section 409A of the Code. Such issuance or delivery of Shares shall be evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such issuance or delivery, except as otherwise provided in Section 6.Â Â Â Prior to the issuance to you of the Shares subject to the Award, you shall have no direct or secured claim in any specific assets of the Company or in such Shares and will have the status of a general unsecured creditor of the Company. Â Â Â 4.1.1.1.1.1.1 No Shareholder Rights. Neither you nor any person claiming under or through you shall have rights as a holder of Shares (e.g., Â Â Â you have no right to vote or receive dividends) with respect to the RSUs granted hereunder unless and until such RSUs have been settled in Shares that have been registered in your name as owner. You shall have no beneficial interest or ownership in the vested Shares until the issue or delivery of those vested Shares to you.Â Â Â 5.1.1.1.1.1.1 Dividend Equivalents. During the Vesting Period, you shall accumulate dividend equivalents with respect to the RSUs, which dividend equivalents shall be paid in cash (without interest) to you only if and when the applicable RSUs vest and become payable. Dividend equivalents shall equal the dividends, if any, actually paid with respect to Shares during the Vesting Period while (and to the extent) the RSUs remain outstanding and unpaid. In the event you forfeit the RSUs, you also shall immediately forfeit any dividend equivalents held by the Company that are attributable to the Shares underlying such forfeited RSUs.Â Â Â 6.1.1.1.1.1.1 Tax Withholding. As a condition precedent to the issuance of Shares following the vesting of the Shares, you shall, upon request by the Company, pay to the Company such amount as the Company determines is required, under all applicable federal, state, local or other laws or regulations, to be withheld and paid over as income or other withholding taxes (the Â Â Â Required Tax Payments) with respect to such vesting of the Shares. If you shall fail to advance the Required Tax Payments after request by the Company, the Company may, in its discretion, deduct any Required Tax Payments from any amount then or thereafter payable by the Company to you. Notwithstanding the foregoing, your obligation to advance the Required Tax Payments shall be satisfied by the Company withholding whole Shares that would otherwise be delivered to you upon vesting of the Shares having an aggregate fair market value, determined as of the date on which such withholding obligation arises (the Â Â Â Tax Date), equal to the Required Tax Payments; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company may agree, in its discretion, to permit you to satisfy your obligation to advance the Required Tax Payments by a check or cash payment to the Company. Shares shall be withheld based on the applicable statutory minimum tax rate; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company (or, in the case of an individual subject to Section 16 of the Securities Exchange Act of 1934, as amended, the Committee) may agree, in its discretion, to withhold shares based on a higher tax rate permitted by applicable withholding rules and accounting rules without resulting in variable accounting treatment. No Share or certificate representing a Share shall be issued or delivered until the Required Tax Payments have been satisfied in full.Â Â Â 7.1.1.1.1.1.1 Tax Indemnification. Notwithstanding the provisions of Section 6 above, you agree to indemnify the Company and each affiliate, and hold the Company and each affiliate harmless against and from any and all liability for any taxes or payments in respect of taxes (including social security and national insurance contributions, to the extent permitted by applicable law), arising as a result of, in connection with and in respect of the grant of the Award, vesting of the Award and/or the delivery of the Shares pursuant to this Agreement.Â Â Â 8.1.1.1.1.1.1 Repayment; Right of Set-Off. You agree and acknowledge that this Agreement is subject to the Company's Executive Compensation Recovery Policy and any other Â Â Â clawback, Â Â Â recoupment or set-off policies in effect on the Grant Date or that the Committee thereafter may adopt. If the Company determines, in its sole discretion, that you have engaged in misconduct that constitutes Â Â Â Cause as defined in the Plan, you agree that any unvested portion of the Award shall be immediately forfeited as of the date the Company determines that you engaged in such misconduct. The foregoing shall not be the Company's exclusive remedies, which may also include injunctive relief and damages, as applicable. In addition, you agree that in the event the Company, in its reasonable judgment, determines that you owe the Company any amount due to any loan, note, obligation or indebtedness, including but not limited to amounts owed to the Company pursuant to the Company's policies with respect to travel and business expenses, and if you have not satisfied such obligation, then the Company may instruct the plan administrator to withhold and/or sell Shares acquired by you upon settlement of the Award, or the Company may deduct funds equal to the amount of such obligation from other funds due to you from the Company.Â Â Â 9.1.1.1.1.1.1 Adjustment of RSUs. The number of RSUs subject to this Award will automatically be adjusted in accordance with Section 9 of the Plan to prevent accretion, or to protect against dilution, in the event of a change to the Common Stock resulting from a recapitalization, stock split, consolidation, spin-off, reorganization, or liquidation or other similar transactions.Â Â Â 10.1.1.1.1.1.1 Non-Transferability of Award. Unless the Committee specifically determines otherwise, the RSUs may not be transferred by you other than by will or the laws of descent and distribution.Â Â Â Except to the extent permitted by the foregoing sentence, the Award may not be sold, transferred, assigned, pledged, hypothecated, encumbered or otherwise disposed of (whether by operation of law or otherwise) or be subject to execution, attachment or similar process.Â Â Â Upon any attempt to so sell, transfer, assign, pledge, hypothecate, encumber or otherwise dispose of the Award, the Award and all rights hereunder shall immediately become null and void.Â Â Â 11.1.1.1.1.1.1 No Right to Continued Employment or Service. The granting of the Award shall not be construed as granting to you any right to continue your employment or service with the Company.Â Â Â 12.1.1.1.1.1.1 Amendment of this Award. This Award or the terms of this Agreement may be amended by the Board or the Committee at any time (a) if the Board or the Committee determines, in its reasonable discretion, that amendment is necessary or appropriate to conform the Award to, or otherwise satisfy, any legal requirement (including without limitation the provisions of Section 409A of the Code), which amendments may be made retroactively or prospectively and without your approval or consent to the extent permitted by applicable law; provided that, such amendment shall not materially and adversely affect your rights hereunder; or (b) with your consent.Â Â Â 13.1.1.1.1.1.1 Electronic Delivery and Acceptance. You hereby consent and agree to electronic delivery of any Plan documents, proxy materials, annual reports and other related documents. You also hereby consent to any and all procedures that the Company has established or may establish for an electronic signature system for delivery and acceptance of Plan documents (including documents relating to any programs adopted under the Plan), and agree your electronic signature is the same as, and shall have the same force and effect as, your manual signature. You consent and agree that any such procedures and delivery may be effected by a third party engaged by the Company to provide administrative services related to the Plan, including any program adopted under the Plan.Â Â Â 14.1.1.1.1.1.1 Governing Plan Document. The Award is subject to all the provisions of the Plan, the provisions of which are hereby made a part of this Agreement, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan. In the event of any conflict between the provisions of the Award or this Agreement and those of the Plan, the provisions of the Plan shall control.Â Â Â 15.1.1.1.1.1.1 Governing Law. The validity, construction, interpretation and effect of this Agreement shall exclusively be governed by and determined in accordance with the laws of the State of Delaware, without giving effect to conflict of law rules or principles.Â Â Â 16.1.1.1.1.1.1 Entire Agreement. This Agreement and the Plan constitute the entire understanding and agreement between the Company and the Participant with respect to the subject matter contained herein and supersedes any prior agreements, understandings, restrictions, representations, or warranties between the Company and the Participant with respect to such subject matter other than those as set forth or provided for herein.17.Â Â Â No Waiver. No failure by any party to insist upon the strict performance of any covenant, duty, agreement or condition of this Agreement or to exercise any right or remedy consequent upon a breach thereof shall constitute waiver of any such breach or any other covenant, duty, agreement or condition.Â Â Â 18.1.1.1.1.1.1 Saving Clause. If any provision of this Agreement shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.19.Â Â Â Compliance with Section 409A of the Code. This Award is intended to be exempt from or comply with Section 409A of the Code, and shall be interpreted and construed accordingly, and each payment hereunder shall be considered a separate payment. To the extent this Agreement provides for the Award to become vested and be settled upon the Holder's termination of employment, the applicable shares of Stock shall be transferred to you or your beneficiary upon your Â Â Â separation from service, Â Â Â within the meaning of Section 409A of the Code; provided that if you are a Â Â Â specified employee, Â Â Â within the meaning of Section 409A of the Code, then to the extent the Award constitutes nonqualified deferred compensation, within the meaning of Section 409A of the Code, such Shares shall be transferred to you or your beneficiary upon the earlier to occur of (i) the six-month anniversary of such separation from service and (ii) the date of your death. 620.Â Â Â Local Law Requirements. Appendix A forms part of the Agreement and contains additional terms and

conditions that will apply to you if you reside outside of the United States, are a citizen of a jurisdiction other than the United States or are otherwise subject to tax in jurisdiction outside the United States.CHIPOTLE MEXICAN GRILL, INC. By:Á Á Á Á/s/ Ilene EskenaziÁ Á Á Chief Human Resources Officer7Appendix A to 2023 Restricted Stock Unit AgreementCountry-Specific AddendaÁ Á Á 1.Á Á Á This Addendum includes additional country-specific notices, disclaimers, and/or terms and conditions that apply to individuals who are working or residing in the countries listed below and that may be material to your participation in the Plan. However, because foreign exchange regulations and other local laws are subject to frequent change, you are advised to seek advice from his or her own personal legal and tax advisor prior to accepting an Award. Á Á Á 2.Á Á Á If you are a citizen or resident of a country, or otherwise subject to tax in another country other than the one in which you are currently working and/or residing, transfers to another country after the date of grant of the Award, or is considered a resident of another country for local law purposes, the Company shall, in its discretion, determine the extent to which the special terms and conditions contained herein shall be applicable to you.Á Á Á 3.Á Á Á The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding your acceptance of the Award or participation in the Plan.Á Á Á 4.Á Á Á Unless otherwise noted below, capitalized terms shall have the same meaning assigned to them under the Plan and this Agreement. This Addendum forms part of the Agreement and should be read in conjunction with the Agreement and the Plan.8CanadaÁ Á Á 1.Á Á Á Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in Canada; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.Á Á Á Á Á Á 2.Á Á Á Use of Information. For the purposes of managing and administering the arrangements under this Agreement, the Company may share basic information such as information concerning your eligibility, grants, settlement or vesting in accordance with this Agreement with and between affiliates. The Company may also share this information with service providers that may assist in administering the arrangements under this Agreement, as well as with relevant government authorities.9France1.Á Á Á Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in France; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.2.Á Á Á Language Consent. By accepting the Plan, you confirm that you have read and understood the documents relating to this grant (the Plan and any agreement, including this Addendum) which were provided in English language. You accept the terms of those documents accordingly.10United Kingdom1.Á Á Á Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in the United Kingdom; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.2.Á Á Á Recovery of Tax. In the event that you have failed to make arrangements under Section 6 of this Agreement for the amount so indemnified under Section 7 of this Agreement, you shall pay to the Company or subsidiary, as relevant, (or such other affiliate, as the case may be) the balance of any Required Tax Payments then due in cash promptly on written demand and in any event within 60 days from the date on which any relevant amount indemnified under Section 7 of this Agreement is due to be accounted for to the applicable tax authority, failing which you shall also be liable to account to the Company or any subsidiary for any additional liability that may arise to the Company or such other affiliate as a result of the operation of Section 222 of ITEPA.11 EX-10.3.4 a103formof2024retentionrsu.htm EX-10.3 DocumentExhibit 10.3CHIPOTLE MEXICAN GRILL, INC.2024 RETENTION RESTRICTED STOCK UNIT AGREEMENT Name of Participant:Á Á Á No. of RSUs: Á Á Á Á Á Grant Date: Á Á Á Á Á August 22, 2024Vesting Dates: Á Á Á Á Á 60% on 1st Anniversary of Grant DateÁ Á Á Á Á 40% on 2nd Anniversary of Grant DateThis Restricted Stock Unit Agreement, including Appendix A attached hereto (this Agreement), dated as of the Grant Date stated above, is delivered by Chipotle Mexican Grill, Inc., a Delaware corporation (the Company), to the Participant named above (the Participant or you). RecitalsWHEREAS, in light of the recent leadership transition and in recognition of the value you bring to the business, the Company is awarding you restricted stock units (RSUs) representing the right to receive shares of Common Stock of the Company (the Shares) on the terms and conditions provided below and pursuant to the Chipotle Mexican Grill, Inc. 2022 Stock Incentive Plan (the Plan). This Agreement and the RSUs granted hereunder are expressly subject to all of the terms, definitions and provisions of the Plan. Except as expressly indicated herein, defined terms used in this Agreement have the meanings set forth in the Plan. WHEREAS, the Compensation Committee (the Committee) of the Company's Board of Directors (the Board) has approved this award of RSUs (the Award). AgreementNOW, THEREFORE, the parties hereby agree as follows: Á Á Á 1.Á Á Á Grant of Award. The Company hereby grants to you the Award with respect to the number of RSUs set forth above, pursuant to which you shall be eligible to receive a number of equivalent Shares, subject to your fulfillment of the vesting and other conditions set forth in this Agreement. The Award may only be settled in Shares. Á Á Á 2.Á Á Á Vesting.Á Á Á (a) Á Á Á Regular Vesting. Except as otherwise provided in the Plan or in this Section 2, your RSUs will vest 60% on the 1st anniversary of the Grant Date and the remaining 40% on the 2nd anniversary of the Grant Date, subject to your continued employment or service with the Company through the applicable vesting date. The period of time prior to the full vesting of the Award shall be referred to herein as the Vesting Period.Á Á Á (b) Á Á Á Vesting Upon Specific Events.Á Á Á (i) Á Á Á Death or Disability. Unless otherwise determined by the Committee, or except as provided in an agreement between you and the Company, in the event of your death or the termination of your employment by the Company due to Disability prior to the expiration of the Vesting Period, the total number of RSUs subject to this Award, without proration, shall become vested on the date of your death or termination by the Company due to Disability. For purposes of this Agreement, Disability means your medically diagnosed, permanent physical or mental inability to perform your duties as an employee of the Company.Á Á Á (ii) Á Á Á Change in Control. This Award will immediately vest in full if (A) you experience a Qualifying Termination or (B) upon a Change in Control if this Award is not assumed or continued by the surviving or acquiring corporation in such Change in Control (as determined by the Board or Committee, with appropriate adjustments to the number and kind of shares, in each case, that preserve the value of the Award and other material terms and conditions of this Award as in effect immediately prior to the Change in Control).Á Á Á (iii) Á Á Á Termination without Cause or for Good Reason. If an external candidate is appointed as Chief Executive Officer of the Company and, following such appointment, your employment is involuntarily terminated by the Company without Cause or you voluntarily terminate your employment for Good Reason, then this Award will vest immediately, without proration. Á Á Á Á Á Á Á (c) Á Á Á Forfeiture of Unvested RSUs. If your employment terminates prior to the expiration of the Vesting Period for any reason other than the reasons specified in Section 2(b), any unvested RSUs will be forfeited and canceled as of the date of such employment termination, unless (i) the Committee determines otherwise, or (ii) you are an executive officer of the Company within the meaning of Rule 3b-7 under the Securities Exchange Act of 1934, as amended, in which case a different treatment may be provided in the Company's Executive Officer Severance Plan, as such plan is then in effect. Notwithstanding anything to the contrary in this Section 2, your rights with respect to the RSUs, whether vested or unvested, shall in all events be immediately forfeited and canceled as of the date of your termination of employment for Cause.Á Á Á 3.Á Á Á Distribution Upon Vesting. Subject to Section 18, as soon as practicable (but no later than sixty (60) days) after the vesting of the RSUs, the Company shall issue or deliver to you, subject to the conditions of this Agreement, the Shares for the vested RSUs; provided, however, that (i) in the event the Award constitutes nonqualified deferred compensation (within the meaning of Section 409A of the Code) because the vesting of the Award is in connection with a termination by the Company due to Disability or a Qualifying Termination following a Change in Control that does not constitute a change in control event (within the meaning of Section 409A of the Code), then the Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A and (ii) in the event of a Change in Control in which Award is not effectively assumed pursuant to Section 2(b)(ii) and such Change in Control is not a change in control event (within the meaning of Section 409A of the Code) or settlement upon such Change in Control would otherwise be prohibited under Section 409A of the Code, then the Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A of the Code or, if earlier, upon your death or termination of employment if permitted under Section 409A of the Code. Such issuance or delivery of Shares shall be evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such issuance or delivery, except as otherwise provided in Section 6.A Prior to the issuance to you of the Shares subject to the Award, you shall have no direct or secured claim in any specific assets of the Company or in such Shares and will have the status of a general unsecured creditor of the Company. Á Á Á 4.Á Á Á No Shareholder Rights. Neither you nor any person claiming under or through you shall have rights as a holder of Shares (e.g., you have no right to vote or receive dividends) with respect to the RSUs granted hereunder unless and until such RSUs have been settled in Shares that have been registered in your name as owner. You shall have no beneficial interest or ownership in the vested Shares until the issue or delivery of those vested Shares to you.Á Á Á 5.Á Á Á Dividend Equivalents. During the Vesting Period, you shall accumulate dividend equivalents with respect to the RSUs, which dividend equivalents shall be paid in cash (without interest) to you only if and when the applicable RSUs vest and become payable. Dividend equivalents shall equal the dividends, if any, actually paid with respect to Shares during the Vesting Period while (and to the extent) the RSUs remain outstanding and unpaid. In the event you forfeit the RSUs, you also shall immediately forfeit any dividend equivalents held by the Company that are attributable to the Shares underlying such forfeited RSUs.Á Á Á 6.Á Á Á Tax Withholding. As a condition precedent to the issuance of Shares following the vesting of the Shares, you shall, upon request by the Company, pay to the Company such amount as the Company determines is required, under all applicable federal, state, local or other laws or regulations, to be withheld and paid over as income or other withholding taxes (the Required Tax Payments) with respect to such vesting of the Shares. If you shall fail to advance the Required Tax Payments after request by the Company, the Company may, in its discretion, deduct any Required Tax Payments from any amount then or thereafter payable by the Company to you. Notwithstanding the foregoing, your obligation to advance the Required Tax Payments shall be satisfied by the Company withholding whole Shares that would otherwise be delivered to you upon vesting of the Shares having an aggregate fair market value, determined as of the date on which such withholding obligation arises (the Tax Date), equal to the Required Tax Payments; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company may agree, in its discretion, to permit you to satisfy your obligation to advance the Required Tax Payments by a check or cash payment to the Company. Shares shall be withheld based on the applicable statutory minimum tax rate; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company (or, in the case of an individual subject to Section 16 of the Securities Exchange Act of 1934, as amended, the Committee) may agree, in its discretion, to withhold shares based on a higher tax rate permitted by applicable withholding rules and accounting rules without resulting in variable accounting treatment. No Share or certificate representing a Share shall be issued or delivered until the Required Tax Payments have been satisfied in full.Á Á Á 7.Á Á Á Tax Indemnification. Notwithstanding the provisions of Section 6 above, you agree to indemnify the Company and each affiliate, and hold the Company and each affiliate harmless against and from any and all liability for any taxes or payments in respect of taxes (including social security and national insurance contributions, to the extent permitted by applicable law), arising as a result of, in connection with or in respect of the grant of the Award, vesting of the Award and/or the delivery of the Shares pursuant to this Agreement.Á Á Á 8.Á Á Á Repayment; Right of Set-Off. You agree and acknowledge that this Agreement is subject to the Company's Executive Compensation Recovery Policy and any other clawback, recoupment or set-off policies in effect on the Grant Date or that the Committee thereafter may adopt. If the Company determines, in its sole discretion, that you have engaged in misconduct that constitutes Cause as defined in the Plan, you agree that any unvested portion of the Award shall be immediately forfeited as of the date the Company determines that you engaged in such misconduct. The foregoing shall not be the Company's exclusive remedies, which may also include injunctive relief and damages, as applicable. In addition, you agree that in the event the Company, in its reasonable judgment, determines that you owe the Company any amount due to any loan, note, obligation or indebtedness, including but not limited to amounts owed to the Company pursuant to the Company's policies with respect to travel and business expenses, and if you have not satisfied such obligation, then the Company may instruct the plan administrator to withhold and/or sell Shares acquired by you upon settlement of the Award, or the Company may deduct funds equal to the amount of such obligation from other funds due to you from the Company.Á Á Á 9.Á Á Á Adjustment of RSUs. The number of RSUs subject to this Award will automatically be adjusted in accordance with Section 9 of the Plan to prevent accretion, or to protect against dilution, in the event of a change to the Common Stock resulting from a recapitalization, stock split, consolidation, spin-off, reorganization, or liquidation or other similar transactions.Á Á Á 10.Á Á Á Non-Transferability of Award. Unless the Committee specifically determines otherwise, the RSUs may not be transferred by you other than by will or the laws of descent and distribution. Except to the extent permitted by the foregoing sentence, the Award may not be sold, transferred, assigned, pledged, hypothecated, encumbered or otherwise disposed of (whether by operation of law or otherwise) or be subject to execution, attachment or similar process. Upon any attempt to so sell, transfer, assign, pledge, hypothecate, encumber or otherwise dispose of the Award, the Award and all rights hereunder shall immediately become null and void. Á Á Á 11.Á Á Á No Right to Continued Employment or Service. The granting of the Award shall not be construed as granting to you any right to continue your employment or service with the Company. Á Á Á 12.Á Á Á Amendment of this Award. This Award or the terms of this Agreement may be amended by the Board or the Committee at any time (a) if the Board or the Committee determines, in its reasonable discretion, that amendment is necessary or appropriate to conform the Award to, or otherwise satisfy, any legal requirement (including without limitation the provisions of Section 409A of the Code), which amendments may be made retroactively or prospectively and without your approval or consent to the extent permitted by applicable law; provided that, such amendment shall not materially and adversely affect your rights hereunder; or (b) with your consent. Á Á Á 13.Á Á Á Electronic Delivery and Acceptance. You hereby consent and agree to electronic delivery of any Plan documents, proxy materials, annual reports and other related documents. You also hereby consent to any and all procedures that the Company has established or may establish for an electronic signature system for delivery and acceptance of Plan documents (including documents relating to any programs adopted under the Plan), and agree your electronic signature is the same as, and shall have the same force and effect as, your manual signature. You consent and agree that any such procedures and delivery may be effected by a third party engaged by the Company to provide administrative services related to the Plan, including any program adopted under the Plan.Á Á Á 14.Á Á Á Governing Plan Document. The Award is subject to all the provisions of the Plan, the provisions of which are hereby made a part of this Agreement, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan. In the event of any conflict between the provisions of the Award or this Agreement and those of the Plan, the provisions of the Plan shall control.Á Á Á 15.Á Á Á Governing Law. The validity, construction, interpretation and effect of this Agreement shall exclusively be governed by and determined in accordance with the laws of the State of Delaware, without giving effect to conflict of law rules or principles. Á Á Á 16.Á Á Á Entire Agreement. This Agreement and the Plan constitute the entire understanding and agreement between the Company and the Participant with respect to the subject matter contained herein and supersedes any prior agreements, understandings, restrictions, representations, or warranties between the Company and the Participant with respect to such subject matter other than those as set forth or provided for herein.17.Á Á Á No Waiver. No failure by any party to insist upon the strict performance of any covenant, duty, agreement or condition of this Agreement or to exercise any right or remedy consequent upon a breach thereof shall constitute waiver of any such breach or any other covenant, duty, agreement or condition.18.Á Á Á Saving Clause. If any provision of this Agreement shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.19. Á Á Á Compliance with Section 409A of the Code. This Award is intended to be exempt from or comply with Section 409A of the Code, and shall be interpreted and construed accordingly, and each payment hereunder shall be considered a separate payment. To the extent this Agreement provides for the Award to become vested and be settled upon the Holder's termination of employment, the applicable shares of Stock shall be transferred to you or your beneficiary upon your separation from service, within the meaning of Section 409A of the Code; provided that if you are a specified employee, within the meaning of Section 409A of the Code, then to the extent the Award constitutes nonqualified deferred compensation, within the meaning of Section 409A of the Code, such Shares shall be transferred to you or your beneficiary upon the earlier to occur of (i) the six-month anniversary of such separation from service and (ii) the date of your death. 20.Á Á Á Local Law Requirements. Appendix A forms part of the Agreement and contains additional terms and conditions that will apply to you if you reside outside of the United States, are a citizen of a jurisdiction other than the United States or are otherwise subject to tax in jurisdiction outside the United States.CHIPOTLE MEXICAN GRILL, INC. By:Á Á Á Á/s/ Ilene EskenaziÁ Á Á Chief Human Resources Officer6Appendix A to 2023 Restricted Stock Unit AgreementCountry-Specific AddendaÁ Á Á 1.Á Á Á This Addendum includes additional country-specific notices, disclaimers, and/or terms and conditions that apply to individuals who are working or residing in the countries listed below and that may be material to your participation in the Plan. However, because foreign exchange regulations and other local laws are subject to frequent change, you are advised to seek advice from his or her own personal legal and tax advisor prior to accepting an Award. Á Á Á 2.Á Á Á If you are a citizen or

resident of a country, or otherwise subject to tax in another country other than the one in which you are currently working and/or residing, transfers to another country after the date of grant of the Award, or is considered a resident of another country for local law purposes, the Company shall, in its discretion, determine the extent to which the special terms and conditions contained herein shall be applicable to you.Â Â Â Â Â Â Â Â Â Â The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding your acceptance of the Award or participation in the Plan. Â Â Â Â Â Â Â Â Â Â Unless otherwise noted below, capitalized terms shall have the same meaning assigned to them under the Plan and this Agreement. This Addendum forms part of the Agreement and should be read in conjunction with the Agreement and the Plan.7CanadaÂ Â Â Â Â Â Â Â Â Â Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in Canada; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.Â Â Â Â Â Â Â Â Â Â 2.Â Â Â Â Â Use of Information. For the purposes of managing and administering the arrangements under this Agreement, the Company may share basic information such as information concerning your eligibility, grants, settlement or vesting in accordance with this Agreement with and between affiliates. The Company may also share this information with service providers that may assist in administering the arrangements under this Agreement, as well as with relevant government authorities.8France1.Â Â Â Â Â Â Â Â Â Â Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in France; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.2.Â Â Â Â Â Language Consent. By accepting the Plan, you confirm that you have read and understood the documents relating to this grant (the Plan and any agreement, including this Addendum) which were provided in English language. You accept the terms of those documents accordingly.9United Kingdom1.Â Â Â Â Â Â Â Â Â Â Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in the United Kingdom; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.2.Â Â Â Â Â Recovery of Tax. In the event that you have failed to make arrangements under Section 6 of this Agreement for the amount so indemnified under Section 7 of this Agreement, you shall pay to the Company or subsidiary, as relevant, (or such other affiliate, as the case may be) the balance of any Required Tax Payments then due in cash promptly on written demand and in any event within 60 days from the date on which any relevant amount indemnified under Section 7 of this Agreement is due to be accounted for to the applicable tax authority, failing which you shall also be liable to account to the Company or any subsidiary for any additional liability that may arise to the Company or such other affiliate as a result of the operation of Section 222 of ITEPA, 10 EX-10.4 5 a10formofrsuagreement-inc.htm EX-10.4 DocumentExhibit 10.4CHIPOTLE MEXICAN GRILL, INC.RESTRICTED STOCK UNIT AGREEMENT Name of Participant:Â Â Â Â Â Scott BoatwrightNo. of RSUs:Â Â Â Â Â Grant Date:Â Â Â Â Â August 22, 2024Vesting Dates:Â Â Â Â Â 100% on 1st Anniversary of Grant DateÂ Â Â Â Â This Restricted Stock Unit Agreement, including Appendix A attached hereto (this “Agreement”), dated as of the Grant Date stated above, is delivered by Chipotle Mexican Grill, Inc., a Delaware corporation (the “Company”), to the Participant named above (the “Participant”) or “you” (the “RSU”). RecitalsWHEREAS, in light of the recent leadership transition and in recognition of the value you bring to the business, the Company is awarding you restricted stock units (the “RSUs”) representing the right to receive shares of Common Stock of the Company (the “Shares”) on the terms and conditions provided below and pursuant to the Chipotle Mexican Grill, Inc. 2022 Stock Incentive Plan (the “Plan”). This Agreement and the RSUs granted hereunder are expressly subject to all of the terms, definitions and provisions of the Plan. Except as expressly indicated herein, defined terms used in this Agreement have the meanings set forth in the Plan. WHEREAS, the Compensation Committee (the “Committee”) of the Company’s Board of Directors (the “Board”) has approved this award of RSUs (the “Award”). AgreementNOW, THEREFORE, the parties hereby agree as follows: Â Â Â Â Â 1.Â Â Â Â Â Grant of Award. The Company hereby grants to you the Award with respect to the number of RSUs set forth above, pursuant to which you shall be eligible to receive a number of equivalent Shares, subject to your fulfillment of the vesting and other conditions set forth in this Agreement. The Award may only be settled in Shares. Â Â Â Â Â 2.Â Â Â Â Â Vesting.Â Â Â Â Â (a)Â Â Â Â Â Regular Vesting. Except as otherwise provided in the Plan or in this Section 2, your RSUs will vest 100% on the 1st anniversary of the Grant Date, subject to your continued employment or service with the Company through the applicable vesting date. The period of time prior to the full vesting of the Award shall be referred to herein as the “Vesting Period.”Â Â Â Â Â (b)Â Â Â Â Â Vesting Upon Specific Events.Â Â Â Â Â (i)Â Â Â Â Â Death or Disability. Unless otherwise determined by the Committee, or except as provided in an agreement between you and the Company, in the event of your death or the termination of your employment by the Company due to Disability prior to the expiration of the Vesting Period, the total number of RSUs subject to this Award, without proration, shall become vested on the date of your death or termination by the Company due to Disability. For purposes of this Agreement, “Disability” means your medically diagnosed, permanent physical or mental inability to perform your duties as an employee of the Company.Â Â Â Â Â (ii)Â Â Â Â Â Change in Control. This Award will immediately vest in full if (A) you experience a Qualifying Termination or (B) upon a Change in Control if this Award is not assumed or continued by the surviving or acquiring corporation in such Change in Control (as determined by the Board or Committee, with appropriate adjustments to the number and kind of shares, in each case, that preserve the value of the Award and other material terms and conditions of this Award as in effect immediately prior to the Change in Control).Â Â Â Â Â (iii)Â Â Â Â Â Termination of Employment Under Certain Circumstances. If an external candidate is appointed as Chief Executive Officer of the Company and, following such appointment you voluntarily terminate your employment for any reason, then this Award will immediately vest in full, without proration, upon your termination of employment. If your employment is involuntarily terminated by the Company without Cause or you voluntarily terminate your employment for Good Reason, then this Award will immediately vest in full, without proration, upon your termination of employment. Â Â Â Â Â (c)Â Â Â Â Â Forfeiture of Unvested RSUs. If your employment terminates prior to the expiration of the Vesting Period for any reason other than the reasons specified in Section 2(b), any unvested RSUs will be forfeited and canceled as of the date of such employment termination, unless (i) the Committee determines otherwise, or (ii) you are an “executive officer” of the Company within the meaning of Rule 3b-7 under the Securities Exchange Act of 1934, as amended, in which case a different treatment may be provided in the Company’s Executive Officer Severance Plan, as such plan is then in effect. Notwithstanding anything to the contrary in this Section 2, your rights with respect to the RSUs, whether vested or unvested, shall in all events be immediately forfeited and canceled as of the date of your termination of employment for Cause.Â Â Â Â Â 3.Â Â Â Â Â Distribution Upon Vesting. Subject to Section 18, as soon as practicable (but no later than sixty (60) days) after the vesting of the RSUs, the Company shall issue or deliver to you, subject to the conditions of this Agreement, the Shares for the vested RSUs; provided, however, that (i) in the event the Award constitutes nonqualified deferred compensation (within the meaning of Section 409A of the Code) because the vesting of the Award is in connection with a termination by the Company due to Disability or a Qualifying Termination following a Change in Control that does not constitute a “change in control event” (within the meaning of Section 409A of the Code), then the Shares shall be distributed to you in accordance with the 2regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A and (ii) in the event of a Change in Control in which Award is not effectively assumed pursuant to Section 2(b)(ii) and such Change in Control is not a “change in control event” (within the meaning of Section 409A of the Code) or settlement upon such Change in Control would otherwise be prohibited under Section 409A of the Code, then the Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A of the Code or, if earlier, upon your death or termination of employment if permitted under Section 409A of the Code. Such issuance or delivery of Shares shall be evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such issuance or delivery, except as otherwise provided in Section 6.A Prior to the issuance to you of the Shares subject to the Award, you shall have no direct or secured claim in any specific assets of the Company or in such Shares and will have the status of a general unsecured creditor of the Company. Â Â Â Â Â 4.Â Â Â Â Â No Shareholder Rights. Neither you nor any person claiming under or through you shall have rights as a holder of Shares (e.g., you have no right to vote or receive dividends) with respect to the RSUs granted hereunder unless and until such RSUs have been settled in Shares that have been registered in your name as owner. You shall have no beneficial interest or ownership in the vested Shares until the issue or delivery of those vested Shares to you.Â Â Â Â Â 5.Â Â Â Â Â Dividend Equivalents. During the Vesting Period, you shall accumulate dividend equivalents with respect to the RSUs, which dividend equivalents shall be paid in cash (without interest) to you only if and when the applicable RSUs vest and become payable. Dividend equivalents shall equal the dividends, if any, actually paid with respect to Shares during the Vesting Period while (and to the extent) the RSUs remain outstanding and unpaid. In the event you forfeit the RSUs, you also shall immediately forfeit any dividend equivalents held by the Company that are attributable to the Shares underlying such forfeited RSUs.Â Â Â Â Â 6.Â Â Â Â Â Tax Withholding. As a condition precedent to the issuance of Shares following the vesting of the Shares, you shall, upon request by the Company, pay to the Company such amount as the Company determines is required, under all applicable federal, state, local or other laws or regulations, to be withheld and paid over as income or other withholding taxes (the “Required Tax Payments”) with respect to such vesting of the Shares. If you shall fail to advance the Required Tax Payments after request by the Company, the Company may, in its discretion, deduct any Required Tax Payments from any amount then or thereafter payable by the Company to you. Notwithstanding the foregoing, your obligation to advance the Required Tax Payments shall be satisfied by the Company withholding whole Shares that would otherwise be delivered to you upon vesting of the Shares having an aggregate fair market value, determined as of the date on which such withholding obligation arises (the “Tax Date”), equal to the Required Tax Payments; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company may agree, in its discretion, to permit you to satisfy your obligation to advance the Required Tax Payments by a check or cash payment to the Company. Shares shall be withheld based on the applicable statutory minimum tax rate; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company (or, in the case of an individual subject to Section 16 of the Securities Exchange Act of 1934, as amended, the Committee) may agree, in its discretion, to withhold shares based on a higher tax rate permitted by applicable withholding rules and accounting rules without resulting in variable accounting treatment. No Share or certificate representing a Share shall be issued or delivered until the Required Tax Payments have been satisfied in full.Â Â Â Â Â 7.Â Â Â Â Â Tax Indemnification. Notwithstanding the provisions of Section 6 above, you agree to indemnify the Company and each affiliate, and hold the Company and each affiliate harmless against and from any and all liability for any taxes or payments in respect of taxes (including social security and national insurance contributions, to the extent permitted by applicable law), arising as a result of, in connection with or in respect of the grant of the Award, vesting of the Award and/or the delivery of the Shares pursuant to this Agreement.Â Â Â Â Â 8.Â Â Â Â Â Repayment; Right of Set-Off. You agree and acknowledge that this Agreement is subject to the Company’s Executive Compensation Recovery Policy and any other “clawback,” recoupment or set-off policies in effect on the Grant Date or that the Committee thereafter may adopt. If the Company determines, in its sole discretion, that you have engaged in misconduct that constitutes “Cause” as defined in the Plan, you agree that any unvested portion of the Award shall be immediately forfeited as of the date the Company determines that you engaged in such misconduct. The foregoing shall not be the Company’s exclusive remedies, which may also include injunctive relief and damages, as applicable. In addition, you agree that in the event the Company, in its reasonable judgment, determines that you owe the Company any amount due to any loan, note, obligation or indebtedness, including but not limited to amounts owed to the Company pursuant to the Company’s policies with respect to travel and business expenses, and if you have not satisfied such obligation, then the Company may instruct the plan administrator to withhold and/or sell Shares acquired by you upon settlement of the Award, or the Company may deduct funds equal to the amount of such obligation from other funds due to you from the Company.Â Â Â Â Â 9.Â Â Â Â Â Adjustment of RSUs. The number of RSUs subject to this Award will automatically be adjusted in accordance with Section 9 of the Plan to prevent accretion, or to protect against dilution, in the event of a change to the Common Stock resulting from a recapitalization, stock split, consolidation, spin-off, reorganization, or liquidation or other similar transactions.Â Â Â Â Â 10.Â Â Â Â Â Non-Transferability of Award. Unless the Committee specifically determines otherwise, the RSUs may not be transferred by you other than by will or the laws of descent and distribution.Â Except to the extent permitted by the foregoing sentence, the Award may not be sold, transferred, assigned, pledged, hypothecated, encumbered or otherwise disposed of (whether by operation of law or otherwise) or be subject to execution, attachment or similar process.Â Upon any attempt to so sell, transfer, assign, pledge, hypothecate, encumber or otherwise dispose of the Award, the Award and all rights hereunder shall immediately become null and void. Â Â Â Â Â 11.Â Â Â Â Â No Right to Continued Employment or Service. The granting of the Award shall not be construed as granting to you any right to continue your employment or service with the Company. Â Â Â Â Â 12.Â Â Â Â Â Amendment of this Award. This Award or the terms of this Agreement may be amended by the Board or the Committee at any time (a) if the Board or the Committee determines, in its reasonable discretion, that amendment is necessary or appropriate to conform the Award to, or otherwise satisfy, any legal requirement (including without limitation the provisions of Section 409A of the Code), which amendments may be made retroactively or prospectively and without your approval or consent to the extent permitted by applicable law; provided that, such amendment shall not materially and adversely affect your rights hereunder; or (b) with your consent. Â Â Â Â Â 13.Â Â Â Â Â Electronic Delivery and Acceptance. You hereby consent and agree to electronic delivery of any Plan documents, proxy materials, annual reports and other related documents. You also hereby consent to any and all procedures that the Company has established or may establish for an electronic signature system for delivery and acceptance of Plan documents (including documents relating to any programs adopted under the Plan), and agree your electronic signature is the same as, and shall have the same force and effect as, your manual signature. You consent and agree that any such procedures and delivery may be effected by a third party engaged by the Company to provide administrative services related to the Plan, including any program adopted under the Plan.Â Â Â Â Â 14.Â Â Â Â Â Governing Plan Document. The Award is subject to all the provisions of the Plan, the provisions of which are hereby made a part of this Agreement, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan. In the event of any conflict between the provisions of the Award or this Agreement and those of the Plan, the provisions of the Plan shall control.Â Â Â Â Â 15.Â Â Â Â Â Governing Law. The validity, construction, interpretation and effect of this Agreement shall exclusively be governed by and determined in accordance with the laws of the State of Delaware, without giving effect to conflict of law rules or principles. Â Â Â Â Â 16.Â Â Â Â Â Entire Agreement. This Agreement and the Plan constitute the entire understanding and agreement between the Company and the Participant with respect to the subject matter contained herein and supersedes any prior agreements, understandings, restrictions, representations, or warranties between the Company and the Participant with respect to such subject matter other than those as set forth or provided for herein.17.Â Â Â Â Â No Waiver. No failure by any party to insist upon the strict performance of any covenant, duty, agreement or condition of this Agreement or to exercise any right or remedy consequent upon a breach thereof shall constitute waiver of any such breach or any other covenant, duty, agreement or condition.5A Â Â Â Â Â 18.Â Â Â Â Â Saving Clause. If any provision of this Agreement shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.19. Â Â Â Â Â Compliance with Section 409A of the Code. This Award is intended to be exempt from or comply with Section 409A of the Code, and shall be interpreted and construed accordingly, and each payment hereunder shall be considered a separate payment. To the extent this Agreement provides for the Award to become vested and be settled upon the Holder’s termination of employment, the applicable shares of Stock shall be transferred to you or your beneficiary upon your “separation from service,” within the meaning of Section 409A of the Code; provided that if you are a “specified employee,” within the meaning of Section 409A of the Code, then to the extent the Award constitutes nonqualified deferred compensation, within the meaning of Section 409A of the Code, such Shares shall be transferred to you or your beneficiary upon the earlier to occur of (i) the six-month anniversary of such separation from service and (ii) the date of your death. 20.Â Â Â Â Â Local Law Requirements. Appendix A forms part of the Agreement and contains additional terms and conditions that will apply to you if you reside outside of the United States, are a citizen of a jurisdiction other than the United States or are otherwise subject to tax in jurisdiction outside the United States.CHIPOTLE MEXICAN GRILL, INC. By:Â Â Â Â Â /s/ Ilene EskenaziÂ Â Â Â Â Chief Human Resources Officer6Appendix A to 2023 Restricted Stock Unit AgreementCountry-Specific AddendaÂ Â Â Â Â 1.Â Â Â Â Â This Addendum includes additional country-specific notices, disclaimers, and/or terms and conditions that apply to individuals who are working or residing in the countries listed below and that may be material to your participation in the Plan. However, because foreign exchange regulations and other local laws are subject to frequent change, you are advised to seek advice from his or her own personal legal and tax advisor prior to accepting an Award. Â Â Â Â Â 2.Â Â Â Â Â If you are a citizen or resident of a country, or otherwise subject to tax in another country other than the one in which you are currently working and/or residing, transfers to another country after the date of grant of the Award, or is considered a resident of another country for local law purposes, the Company shall, in its discretion, determine the extent to which the special terms and conditions contained herein shall be applicable to you.Â Â Â Â Â 3.Â Â Â Â Â The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding your acceptance of the Award or participation in the Plan. Â Â Â Â Â 4.Â Â Â Â Â Unless otherwise noted below, capitalized terms shall have the same meaning assigned to them under the Plan and this Agreement.

This Addendum forms part of the Agreement and should be read in conjunction with the Agreement and the Plan.6 Canada A A A 1. A A A Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in Canada; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you. A A A A A 2. A A A Use of Information. For the purposes of managing and administering the arrangements under this Agreement, the Company may share basic information such as information concerning your eligibility, grants, settlement or vesting in accordance with this Agreement with and between affiliates. The Company may also share this information with service providers that may assist in administering the arrangements under this Agreement, as well as with relevant government authorities.8 France 1. A A A Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in France; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you. 2. A A A Language Consent. By accepting the Plan, you confirm that you have read and understood the documents relating to this grant (the Plan and any agreement, including this Addendum) which were provided in English language. You accept the terms of those documents accordingly.9 United Kingdom 1. A A A Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in the United Kingdom; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you. 2. A A A Recovery of Tax. In the event that you have failed to make arrangements under Section 6 of this Agreement for the amount so indemnified under Section 7 of this Agreement, you shall pay to the Company or subsidiary, as relevant, (or such other affiliate, as the case may be) the balance of any Required Tax Payments then due in cash promptly on written demand and in any event within 60 days from the date on which any relevant amount indemnified under Section 7 of this Agreement is due to be accounted for to the applicable tax authority, failing which you shall also be liable to account to the Company or any subsidiary for any additional liability that may arise to the Company or such other affiliate as a result of the operation of Section 222 of ITEPA. 10 EX-10.5 6 a 105formof2024rsuagreement.htm EX-10.5 DocumentExhibit 10.5CHIPOTLE MEXICAN GRILL, INC.RESTRICTED STOCK UNIT AGREEMENT Name of Participant:A A A Adam RymenNo. of RSUs:A A A A Grant Date:A A A October 1, 2024Vesting Dates:A A A 2nd Anniversary of Grant DateA A A 3rd Anniversary of Grant DateThis Restricted Stock Unit Agreement, including Appendix A attached hereto (this “Agreement”), dated as of the Grant Date stated above, is delivered by Chipotle Mexican Grill, Inc., a Delaware corporation (the “Company”), to the Participant named above (the “Participant” or “you”). WHEREAS, the Company is awarding you restricted stock units (the “RSUs”) representing the right to receive shares of Common Stock of the Company (the “Shares”) on the terms and conditions provided below and pursuant to the Chipotle Mexican Grill, Inc. 2022 Stock Incentive Plan (the “Plan”); and WHEREAS, the RSUs granted hereunder are expressly subject to all of the terms, definitions and provisions of the Plan. Except as expressly indicated herein, defined terms used in this Agreement have the meanings set forth in the Plan. WHEREAS, the Compensation Committee (the “Committee”) of the Company’s Board of Directors (the “Board”) has approved this award of RSUs (the “Award”). AgreementNOW, THEREFORE, the parties hereby agree as follows: A A A 1. A A A Grant of Award. The Company hereby grants to you the Award with respect to the number of RSUs set forth above, pursuant to which you shall be eligible to receive a number of equivalent Shares, subject to your fulfillment of the vesting and other conditions set forth in this Agreement. The Award may only be settled in Shares. A A A 2. A A A Vesting. A A A (a) A A A Regular Vesting. Except as otherwise provided in the Plan or in this Section 2, your RSUs will vest 50% on the 2nd anniversary of the Grant Date and the remaining 50% on the 3rd anniversary of the Grant Date, subject to your continued employment or service with the Company through the applicable vesting date. The period of time prior to the full vesting of the Award shall be referred to herein as the “Vesting Period.” A A A (b) A A A Termination of Employment. A A A (i) A A A Unless otherwise determined by the Committee, or except as provided in an agreement between you and the Company, in the event of your death, termination by the Company due to Disability or Retirement (each as defined below) prior to the expiration of the Vesting Period, you shall vest in the RSUs as follows:(A) A A A In the event of your Retirement prior to the one-year anniversary of the Grant Date, you shall continue to vest in a pro rata portion of the RSUs for the remainder of the Vesting Period. The pro rata portion shall be determined by multiplying the total number of RSUs subject to this Award, without proration, by a fraction, the numerator of which is the number of days from the Grant Date through your Retirement, and the denominator of which is 365. (B) A A A In the event of your Retirement on or after the one-year anniversary of the Grant Date, you shall continue to vest in the RSUs, without proration, for the remainder of the Vesting Period. (C) A A A In the event of your death or termination by the Company due to Disability, the total number of RSUs subject to this Award, without proration, shall become vested on the date of your death or termination by the Company due to Disability. For purposes of this Agreement: “Disability” means your medically-diagnosed, permanent physical or mental inability to perform your duties as an employee of the Company; “Retirement” means that you have a combined Age and Years of Service (each as defined below) of at least 70 and you have done all of the following (w) given the Company at least six (6) months prior written notice of your Retirement; (x) signed and delivered to the Company an agreement providing for such restrictive covenants, as may be determined from time to time by the Committee, based on individual facts and circumstances, to be reasonably necessary to protect the Company’s interests, with such restrictive covenants continuing for a period of two (2) years after such Retirement (or, indefinitely, in the case of confidentiality and similar restrictive covenants), (y) signed and delivered to the Company, within 21 days of the date of your employment termination (or such later time as required under applicable law) a general release agreement of claims against the Company and its affiliates in a form reasonably acceptable to the Company, which is not later revoked, and (z) voluntarily terminated your employment with the Company. The term “Age” means (as of a particular date of determination), your age on that date in whole years and any fractions thereof; and “Years of Service” means the number of years and fractions thereof during the period beginning on your most recent commencement of employment with the Company and ending on the date your employment with the Company terminated. Your refusal to fulfill any of the conditions set forth in (w), (x), (y) or (z) above, your breach of any agreement entered into pursuant to (x) or (y) above, or if, after your Retirement, facts and circumstances are discovered that would have justified your termination for Cause (as defined below) if you were still employed by the Company, shall constitute a waiver by you of the benefits attributable to Retirement under this Agreement. A A A (ii) A A A The RSUs will automatically and immediately vest in full if (A) you experience a Qualifying Termination or (B) upon a Change in Control if this Award is not assumed or continued by the surviving or acquiring corporation in such Change in Control (as determined by the Board or Committee, with appropriate adjustments to the number and kind of shares, in each case, that preserve the value of the Award and other material terms and conditions of this Award as in effect immediately prior to the Change in Control). For purposes of this Agreement and notwithstanding anything in the Plan to the contrary for purposes of determining whether a “Qualifying Termination” has occurred during the two-year period following a Change in Control: (A) “Cause” means, unless otherwise provided in an effective employment agreement or other written agreement with respect to the termination of your employment with the Company, the termination of your employment with the Company on account of: (u) your failure to substantially perform your duties (other than as a result of physical or mental illness or injury); (v) your willful misconduct or gross negligence which is materially injurious to the Company or results in reputational harm to the Company; (x) a breach by you of your fiduciary duty or duty of loyalty to the Company; (y) your commission of any felony or other serious crime involving moral turpitude; or (z) your material violation of Company policies or agreements between you and the Company and (B) “Good Reason” means, unless otherwise provided in an effective employment agreement or other written agreement with respect to the termination of your employment with the Company, the termination of your employment with the Company on account of: (x) a material diminution of your duties and responsibilities other than a change in your duties and responsibilities that results from becoming part of a larger organization following a Change in Control, (y) a material decrease in your base salary or bonus opportunity other than a decrease in bonus opportunity that applies to all employees of the Company otherwise eligible to participate in the applicable bonus plan, or (z) a relocation of your primary work location more than 30 miles from your work location on the Grant Date, without your prior written consent; provided that, within thirty days following the occurrence of any of the Good Reason events set forth herein, you shall have delivered written notice to the Company of your intention to terminate your employment for Good Reason, which notice specifies in reasonable detail the circumstances claimed to give rise to your right to terminate employment for Good Reason, and the Company shall not have cured such circumstances within thirty days following the Company’s receipt of such notice. A A A (c) A A A Forfeiture of Unvested RSUs. If your employment terminates prior to the expiration of the Vesting Period for any reason other than death, termination by the Company due to Disability, Retirement or a Qualifying Termination, any unvested RSUs will be forfeited and canceled as of the date of such employment termination, unless (i) the Committee determines otherwise, or (ii) a different treatment is provided in a written agreement between you and the Company, or (iii) if you are an “executive officer” of the Company within the meaning of Rule 3b-7 under the Securities Exchange Act of 1934, as amended, a different treatment may be provided in the Company’s Executive Officer Severance Plan, as such plan is then in effect. Notwithstanding anything to the contrary in this Section 2, your rights with respect to the RSUs, whether vested or unvested, shall in all events be immediately forfeited and canceled as of the date of your termination of employment for Cause (as defined above). A A A 3. A A A Distribution Upon Vesting. Subject to Section 18, as soon as practicable (but no later than sixty (60) days) after the vesting of the RSUs, the Company shall issue or deliver, subject to the conditions of this Agreement, the Shares for the vested RSUs to you; provided, however, that (i) in the event of vesting of the Award in connection with a Retirement, then Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a), (ii) in the event the Award constitutes nonqualified deferred compensation (within the meaning of Section 409A of the Code) because you would satisfy the Age and Service requirements for Retirement during the Vesting Period or otherwise and the vesting of the Award is in connection with a termination by the Company due to Disability or a Qualifying Termination following a Change in Control that does not constitute a “change in control event” (within the meaning of Section 409A of the Code), then the Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A and (iii) in the event of a Change in Control in which Award is not effectively assumed pursuant to Section 2(b)(ii) and such Change in Control is not a “change in control event” (within the meaning of Section 409A of the Code) or settlement upon such Change in Control would otherwise be prohibited under Section 409A of the Code, then the Shares shall be distributed to you in accordance with the regular vesting schedule set forth in Section 2(a) to the extent required to comply with Section 409A of the Code or, if earlier, upon your death or termination of employment if permitted under Section 409A of the Code. Such issuance or delivery of Shares shall be evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such issuance or delivery, except as otherwise provided in Section 6. A Prior to the issuance to you of the Shares subject to the Award, you shall have no direct or secured claim in any specific assets of the Company or in such Shares and will have the status of a general unsecured creditor of the Company. A A A 4. A A A No Shareholder Rights. Neither you nor any person claiming under or through you shall have rights as a holder of Shares (e.g., you have no right to vote or receive dividends) with respect to the RSUs granted hereunder unless and until such RSUs have been settled in Shares that have been registered in your name as owner. You shall have no beneficial interest or ownership in the vested Shares until the issue or delivery of those vested Shares to you. A A A 5. A A A Dividend Equivalents. During the Vesting Period, you shall accumulate dividend equivalents with respect to the RSUs, which dividend equivalents shall be paid in cash (without interest) to you only if and when the applicable RSUs vest and become payable. Dividend equivalents shall equal the dividends, if any, actually paid with respect to Shares during the Vesting Period while (and to the extent) the RSUs remain outstanding and unpaid. In the event you forfeit the RSUs, you also shall immediately forfeit any dividend equivalents held by the Company that are attributable to the Shares underlying such forfeited RSUs. A A A 6. A A A Tax Withholding. As a condition precedent to the issuance of Shares following the vesting of the Shares, you shall, upon request by the Company, pay to the Company such amount as the Company determines is required, under all applicable federal, state, local or other laws or regulations, to be withheld and paid over as income or other withholding taxes (the “Required Tax Payments”) with respect to such vesting of the Shares. If you shall fail to advance the Required Tax Payments after request by the Company, the Company may, in its discretion, deduct any Required Tax Payments from any amount then or thereafter payable by the Company to you. Notwithstanding the foregoing, your obligation to advance the Required Tax Payments shall be satisfied by the Company withholding whole Shares that would otherwise be delivered to you upon vesting of the Shares having an aggregate fair market value, determined as of the date on which such withholding obligation arises (the “Tax Date”), equal to the Required Tax Payments; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company may agree, in its discretion, to permit you to satisfy your obligation to advance the Required Tax Payments by a check or cash payment to the Company. Shares shall be withheld based on the applicable statutory minimum tax rate; however, if you submit a written request to the Company at least ten (10) days in advance of the Vesting Date, the Company (or, in the case of an individual subject to Section 16 of the Securities Exchange Act of 1934, as amended, the Committee) may agree, in its discretion, to withhold shares based on a higher tax rate permitted by applicable withholding rules and accounting rules without resulting in variable accounting treatment. No Share or certificate representing a Share shall be issued or delivered until the Required Tax Payments have been satisfied in full. A A A 7. A A A Tax Indemnification. Notwithstanding the provisions of Section 6 above, you agree to indemnify the Company and each affiliate, and hold the Company and each affiliate harmless against and from any and all liability for any taxes or payments in respect of taxes (including social security and national insurance contributions, to the extent permitted by applicable law), arising as a result of, in connection with or in respect of the grant of the Award, vesting of the Award and/or the delivery of the Shares pursuant to this Agreement. A A A 8. A A A Repayment; Right of Set-Off. You agree and acknowledge that this Agreement is subject to the Company’s Executive Compensation Recoupment Policy and any other “clawback,” recoupment or set-off policies in effect on the Grant Date or that the Committee thereafter may adopt. If the Company determines, in its sole discretion, that you have engaged in misconduct that constitutes “Cause” as defined in the Plan, you agree that any unvested portion of the Award shall be immediately forfeited as of the date the Company determines that you engaged in such misconduct. The foregoing shall not be the Company’s exclusive remedies, which may also include injunctive relief and damages, as applicable. In addition, you agree that in the event the Company, in its reasonable judgment, determines that you owe the Company any amount due to any loan, note, obligation or indebtedness, including but not limited to amounts owed to the Company pursuant to the Company’s policies with respect to travel and business expenses, and if you have not satisfied such obligation, then the Company may instruct the plan administrator to withhold and/or sell Shares acquired by you upon settlement of the Award, or the Company may deduct funds equal to the amount of such obligation from other funds due to you from the Company. A A A 9. A A A Adjustment of RSUs. The number of RSUs subject to this Award will automatically be adjusted in accordance with Section 9 of

pursuant to the Plan. In the event of any conflict between the provisions of the Award or this Agreement and those of the Plan, the provisions of the Plan shall control.Â Â Â Â Â 15.Â Â Â Â Â Governing Law. The validity, construction, interpretation and effect of this Agreement shall exclusively be governed by and determined in accordance with the laws of the State of Delaware, without giving effect to conflict of law rules or principles.Â Â Â Â Â 16.Â Â Â Â Â Entire Agreement. This Agreement and the Plan constitute the entire understanding and agreement between the Company and the Participant with respect to the subject matter contained herein and supersedes any prior agreements, understandings, restrictions, representations, or warranties between the Company and the Participant with respect to such subject matter other than those as set forth or provided for herein.17.Â Â Â Â Â No Waiver. No failure by any party to insist upon the strict performance of any covenant, duty, agreement or condition of this Agreement or to exercise any right or remedy consequent upon a breach thereof shall constitute waiver of any such breach or any other covenant, duty, agreement or condition.Â Â Â Â Â 18.Â Â Â Â Â Saving Clause. If any provision of this Agreement shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.19.Â Â Â Â Â Compliance with Section 409A of the Code. This Award is intended to be exempt from or comply with Section 409A of the Code, and shall be interpreted and construed accordingly, and each payment hereunder shall be considered a separate payment. To the extent this Agreement provides for the Award to become vested and be settled upon the Holderâ€™s termination of employment, the applicable shares of Stock shall be transferred to you or your beneficiary upon your â€œseparation from service,â€ within the meaning of Section 409A of the Code; provided that if you are a â€œspecified employee,â€ within the meaning of Section 409A of the Code, then to the extent the Award constitutes nonqualified deferred compensation, within the meaning of Section 409A of the Code, such Shares shall be transferred to you or your beneficiary upon the earlier to occur of (i) the six-month anniversary of such separation from service and (ii) the date of your death. 20.Â Â Â Â Â Local Law Requirements. Appendix A forms part of the Agreement and contains additional terms and conditions that will apply to you if you reside outside of the United States, are a citizen of a jurisdiction other than the United States or are otherwise subject to tax in jurisdiction outside the United States.CHIPOTLE MEXICAN GRILL, INC. By:Â Â Â Â Â /s/ Ilene EskenaziÂ Â Â Â Â Chief Human Resources Officer7Appendix A to 2023 Restricted Stock Unit AgreementCountry-Specific AddendaÂ Â Â Â Â 1.Â Â Â Â Â This Addendum includes additional country-specific notices, disclaimers, and/or terms and conditions that apply to individuals who are working or residing in the countries listed below and that may be material to your participation in the Plan. However, because foreign exchange regulations and other local laws are subject to frequent change, you are advised to seek advice from his or her own personal legal and tax advisor prior to accepting an Award.Â Â Â Â Â 2.Â Â Â Â Â If you are a citizen or resident of a country, or otherwise subject to tax in another country other than the one in which you are currently working and/or residing, transfers to another country after the date of grant of the Award, or is considered a resident of another country for local law purposes, the Company shall, in its discretion, determine the extent to which the special terms and conditions contained herein shall be applicable to you.Â Â Â Â Â 3.Â Â Â Â Â The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding your acceptance of the Award or participation in the Plan.Â Â Â Â Â 4.Â Â Â Â Â Unless otherwise noted below, capitalized terms shall have the same meaning assigned to them under the Plan and this Agreement. This Addendum forms part of the Agreement and should be read in conjunction with the Agreement and the Plan.8CanadaÂ Â Â Â Â 1.Â Â Â Â Â Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in Canada; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.Â Â Â Â Â 2.Â Â Â Â Â Use of Information. For the purposes of managing and administering the arrangements under this Agreement, the Company may share basic information such as information concerning your eligibility, grants, settlement or vesting in accordance with this Agreement with and between affiliates. The Company may also share this information with service providers that may assist in administering the arrangements under this Agreement, as well as with relevant government authorities.9France1.Â Â Â Â Â Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in France; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.2.Â Â Â Â Â Language Consent. By accepting the Plan, you confirm that you have read and understood the documents relating to this grant (the Plan and any agreement, including this Addendum) which were provided in English language. You accept the terms of those documents accordingly.10United Kingdom1.Â Â Â Â Â Application. This Addendum shall apply to you if (a) you are employed in, resident in, a citizen of, or otherwise subject to tax in the United Kingdom; or (b) in circumstances where the Company, in exercising its discretion in accordance with paragraph 2 of the Country-Specific Addendum, determines this Addendum shall apply to you.2.Â Â Â Â Â Recovery of Tax. In the event that you have failed to make arrangements under Section 6 of this Agreement for the amount so indemnified under Section 7 of this Agreement, you shall pay to the Company or subsidiary, as relevant, (or such other affiliate, as the case may be) the balance of any Required Tax Payments then due in cash promptly on written demand and in any event within 60 days from the date on which any relevant amount indemnified under Section 7 of this Agreement is due to be accounted for to the applicable tax authority, failing which you shall also be liable to account to the Company or any subsidiary for any additional liability that may arise to the Company or such other affiliate as a result of the operation of Section 222 of ITEPA.11 EX-31.1 7 cmg-20240930xex311.htm EX-31.1 DocumentExhibit 31.1 CERTIFICATION I, Scott Boatwright, certify that: 1.I have reviewed this quarterly report on Form 10-Q of Chipotle Mexican Grill, Inc.,2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officers 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 disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: OctoberÂ 29, 2024Scott Boatwright/s/ Scott BoatwrightInterim Chief Executive Officer(Principal Executive Officer) EX-31.2 8 cmg-20240930xex312.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION I, Adam Rymer, certify that: 1.I have reviewed this quarterly report on Form 10-Q of Chipotle Mexican Grill, Inc.,2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: OctoberÂ 29, 2024/s/ Adam RymerAdam RymerChief Financial Officer(Principal Financial Officer) EX-32.1 9 cmg-20240930xex321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Scott Boatwright, the Interim Chief Executive Officer of Chipotle Mexican Grill, Inc. (the â€œRegistrantâ€) and Adam Rymer, the Chief Financial Officer of the Registrant, each hereby certifies that, to the best of their knowledge:1.The Registrantâ€™s Quarterly Report on Form 10-Q for the period ended SeptemberÂ 30, 2024, to which this Certification is attached as Exhibit 32.1 (the â€œPeriodic Reportâ€), fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and 2.The information contained in the Periodic Report fairly presents, in all material respects, the financial condition of the Registrant at the end of the period covered by the Periodic Report and results of operations of the Registrant for the periods covered by the Periodic Report.Date: OctoberÂ 29, 2024/s/ Scott Boatwright/s/ Adam RymerScott BoatwrightAdam RymerInterim Chief Executive Officer(Principal Executive Officer)Chief Financial Officer(Principal Financial Officer) EX-101.SCH 10 cmg-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERSâ€™ EQUITY link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9952156 - Disclosure - Basis of Presentation and Update to Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Recently Issued Accounting Standards link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Revenue Recognition link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Equity Investments link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Shareholders' Equity link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Stock-Based Compensation link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Earnings Per Share link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Related Party Transactions link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954471 - Disclosure - Basis of Presentation and Update to Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954472 - Disclosure - Revenue Recognition (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Equity Investments (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Stock-Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Earnings Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Basis of Presentation and Update to Accounting Policies (Details) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Revenue Recognition (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Revenue Recognition (Schedule of Liability Included in Unearned Revenue) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954481 - Disclosure - Revenue Recognition (Schedule of Revenue Recognized from Liability Balances) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954482 - Disclosure - Revenue Recognition (Schedule of Changes in Liability Balance) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954483 - Disclosure - Fair Value Measurements (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954484 - Disclosure - Equity Investments (Schedule of Equity Investments) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954485 - Disclosure - Equity Investments (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954486 - Disclosure - Shareholders' Equity (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954487 - Disclosure - Stock-Based Compensation (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954488 - Disclosure - Stock-Based Compensation (Schedule of Stock-Based Compensation Expense) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954489 - Disclosure - Stock-Based Compensation (Schedule of SOSAR Award Activity) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954490 - Disclosure - Stock-Based Compensation (Schedule of Non-Vested Stock Awards (RSUs) Activity) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954491 - Disclosure - Stock-Based Compensation (Schedule of Non-Vested Performance Stock Awards (PSUs) Activity) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954492 - Disclosure - Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Leases (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954494 - Disclosure - Leases (Schedule of Supplemental Cash Flow Related to Leases) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954495 - Disclosure - Earnings Per Share (Schedule of Basic and Diluted Earnings per Share) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954496 - Disclosure - Earnings Per Share (Schedule of Stock Awards Excluded from the Calculation of Diluted EPS) (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954497 - Disclosure - Commitments and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954498 - Disclosure - Debt (Details) link:presentationLink link:calculationLink link:definitionLink link:definitionLink 9954499 - Disclosure - Related Party Transactions (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 11 cmg-20240930.cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 12 cmg-20240930.def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 13 cmg-20240930.lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Changes in operating assets and liabilities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Range [Domain] Statistical Measurement [Domain] Related Party Transactions Related Party Transactions Disclosure [Text Block] Value of common shares authorized for repurchasing Share Repurchase Program, Remaining Authorized, Amount Cover [Abstract] Cover [Abstract] Net change in cash, cash equivalents, and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Vested and expected to vest, September 30, 2024 Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Weighted Average Remaining Contractual Term Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments,

Vested And Expected To Vest, Weighted Average Remaining Contractual Term Trading Symbol Trading Symbol Ownership percentage Equity Method Investment, Ownership Percentage All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Schedule of Basic and Diluted Earnings Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Income taxes paid Income Taxes Paid, Net Earned rewards, expiration period Earned Rewards Expiration Period Earned rewards, expiration period. Equity method investments Carrying value Equity Method Investments Pay vs Performance Disclosure [Line Items] Line of Credit Facility [Table] Line of Credit Facility [Table] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Accounts receivable Increase (Decrease) in Accounts Receivable Restaurant operating costs (exclusive of depreciation and amortization shown separately below): Operating Costs and Expenses [Abstract] Franchisor Disclosure [Axis] Franchisor Disclosure [Axis] Basis of Presentation and Update to Accounting Policies Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Operating lease liabilities Increase (Decrease) in Operating Lease Liability Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Repurchases in Accordance with Stock Award Agreements Not Part Of Share Repurchase Plan [Member] Not part of share repurchase plan Award Timing Disclosures [Line Items] Stock-based compensation, net of income taxes Share-Based Payment Arrangement, Expense, after Tax Investment, Name [Domain] Investment, Name [Domain] Other Performance Measure, Amount Other Performance Measure, Amount Leases Lessee, Operating Leases [Text Block] Beginning balance (in shares) Ending balance (in shares) Common Stock, Shares, Outstanding Food, beverage and packaging Cost, Direct Material Maturities of investments Proceeds from Sale and Maturity of Marketable Securities Long-term operating lease liabilities Operating Lease, Liability, Noncurrent Notes receivable Note Receivable [Member] Note Receivable [Member] Geographic Distribution [Axis] Geographic Distribution [Axis] Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Unearned revenue Gift card liability Chipotle Rewards liability, beginning balance Chipotle Rewards liability, ending balance Contract with Customer, Liability, Current Impairment, closure costs, and asset disposals Gain (Loss) On Sale Of Assets, Asset Impairments Non-Cash Components Amount of gain (loss) from the difference between the sale price or salvage price and the book value of an asset that was sold or retired, and gain (loss) from the write down of assets from their carrying value to fair value, including cash and non cash components. Vested and expected to vest, ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested And Expected To Vest, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested And Expected To Vest, Number Other assets Other Assets, Noncurrent Equity Tax Identification Number Equity Tax Identification Number Equity method investment, impairment Equity Method Investment, Other-than-Temporary Impairment Leases [Abstract] Leases [Abstract] Repurchase of common stock (in shares) Acquisition of treasury stock (in shares) Treasury Stock, Shares, Acquired Money market funds Money Market Funds [Member] Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Operating lease assets Increase (Decrease) In Operating Lease Assets Amount of increase (decrease) in operating lease assets. Operating activities Net Cash Provided by (Used in) Operating Activities [Abstract] Treasury Stock Treasury Stock, Common [Member] Share repurchase program, number of additional shares authorized, amount Share Repurchase Program, Number Of Additional Shares Authorized, Amount Share Repurchase Program, Number Of Additional Shares Authorized, Amount U.S. Treasury securities US Treasury Securities [Member] Forfeited (in usd per share) Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Forfeitures and Expirations in Period, Weighted Average Exercise Price Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Forfeited, Weighted Average Exercise Price Other operating costs Other Cost and Expense, Operating Targeted number of shares, quantity that will vest, percentage Targeted Number of Shares, Quantity that will Vest, Percentage Targeted Number of Shares, Quantity that will Vest, Percentage Equity Components [Axis] Equity Components [Axis] Award Timing Method Award Timing Method [Text Block] Repurchase of common stock accrued in accounts payable and accrued liabilities Repurchase Of Common Stock Accrued In Accounts Payable And Accrued Liabilities Repurchase Of Common Stock Accrued In Accounts Payable And Accrued Liabilities Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Adjusted cost Debt Securities, Held-to-Maturity, Amortized Cost, before Allowance for Credit Loss Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Stock plan transactions and other (in shares) Stock Issued During Period, Shares, Other Insider Trading Policies and Procedures [Line Items] Total capitalized stock-based compensation included in leasehold improvements, property and equipment, net on the condensed consolidated balance sheets Share-Based Payment Arrangement, Amount Capitalized Total operating expenses Costs and Expenses Adjustment to Compensation, Amount Adjustment to Compensation Amount Additional paid-in capital Additional Paid in Capital, Common Stock Compensation Amount Outstanding Recovery Compensation Amount Income tax payable/receivable Increase (Decrease) in Income Taxes Payable, Net of Income Taxes Receivable Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value [Abstract] Tabular List, Table Tabular List [Table Text Block] Fair Value, Inputs, Level 3 Fair Value, Inputs, Level 3 [Member] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Repurchase of common stock Stock Repurchased During Period, Value Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Loss contingency accrual Loss Contingency Accrual Lessee, Lease, Description [Line Items] Lessee, Lease, Description [Line Items] Accrued liabilities Accrued Liabilities, Current Stock awards that were antidilutive (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Vesting Period One Share-Based Payment Arrangement, Tranche One [Member] Credit Facility [Domain] Credit Facility [Domain] Cash, cash equivalents, and restricted cash at beginning of period Cash, cash equivalents, and restricted cash at end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Pre-opening costs Pre-Opening Costs Investment owned, cost Investment Owned, Cost Current assets: Assets, Current [Abstract] Goodwill Goodwill Tax withholding on stock-based compensation awards Payment, Tax Withholding, Share-Based Payment Arrangement Treasury stock, common (in shares) Beginning balance (in shares) Ending balance (in shares) Treasury Stock, Common, Shares Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Products and Services [Domain] Product and Service [Domain] Employee Stock Option Share-Based Payment Arrangement, Option [Member] Fixed charge coverage ratio Fixed Charge Coverage Ratio Fixed charge coverage ratio. Vested (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] Investments Marketable Securities, Current Other financing activities Proceeds from (Payments for) Other Financing Activities Nuro Nuro [Member] Nuro [Member] Comprehensive income Comprehensive Income (Loss), Net of Tax, Attributable to Parent Security Exchange Name Security Exchange Name Additional interest Debt Instrument, Basis Spread on Variable Rate Award Type [Axis] Award Type [Axis] Related Party Transaction [Domain] Related Party Transaction [Domain] Corporate debt securities Corporate Debt Securities [Member] Labor Cost, Direct Labor Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Leasehold improvements, property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Common stock, par value (in usd per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Revolving Credit Facility Revolving Credit Facility [Member] Investment, recognized gain Realized Investment Gains (Losses) Expiration Date Trading Arrangement Expiration Date Investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding [Roll Forward] Investment shares owned (in shares) Investment Owned, Balance, Shares Current operating lease liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, issued (in shares) Common Stock, Shares, Issued Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Credit facility, maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Weighted-Average Exercise Price per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Common stock, authorized (in shares) Common Stock, Shares Authorized Cash Cash [Member] Diluted (in shares) Weighted-average number of common shares outstanding (for diluted calculation) (in shares) Weighted Average Number of Shares Outstanding, Diluted Other comprehensive income/(loss), net of income taxes: Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent [Abstract] MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Total shareholders' equity Beginning balance Ending balance Equity, Attributable to Parent Renewal period Lessee, Operating Lease, Renewal Term Deferred income tax provision Deferred Income Tax Expense (Benefit) Equity Investments Equity Investments Disclosure [Text Block] Equity Investments Disclosure Vebu Vebu [Member] Vebu [Member] Other comprehensive income/(loss), net of income taxes Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Accounts receivable, net Accounts Receivable, after Allowance for Credit Loss, Current Exercised (in usd per share) Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Exercises in Period, Weighted Average Exercise Price Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Exercises in Period, Weighted Average Exercise Price Other long-term liabilities Increase (Decrease) in Other Operating Liabilities Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus Stock plan transactions and other Stock Issued During Period, Value, Other All Executive Categories All Executive Categories [Member] Dilutive stock awards (in shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Revenue deferred Contract with Customer, Liability, Revenue Deferred Amount of revenue deferred that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets Assets [Abstract] Fair Value, by Balance Sheet Grouping [Table] Fair Value, by Balance Sheet Grouping [Table] Outstanding, beginning balance (in shares) Outstanding, ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number Document Type Document Type Credit facility, commitment fee percentage Line of Credit Facility, Commitment Fee Percentage Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Purchases of investments Payments to Acquire Marketable Securities Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Schedule of Changes in Liability Balance Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Maximum Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Accounts payable Accounts Payable, Current Current Fiscal Year End Date Current Fiscal Year End Date Amount of transaction Related Party Transaction, Amounts of Transaction Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Vesting [Axis] Vesting [Axis] Share-based Compensation Arrangements by Share-based Payment Award, Award Type and Plan Name [Domain] Award Type [Domain] Name Outstanding Recovery, Individual Name Current Investments Debt Securities, Held-to-Maturity, Amortized Cost, before Allowance for Credit Loss, Current Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Investment owned, cost (in shares) Investment Owned, Balance, Shares, Increase (Decrease) Investment Owned, Balance, Shares, Increase (Decrease) Non-PEO NEO Non-PEO NEO [Member] Title and Position [Axis] Title and Position [Axis] Additional $\text{\$}$ Paid-In $\text{\$}$ Capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Long-term Investments Debt Securities, Held-to-Maturity, Amortized Cost, before Allowance for Credit Loss, Noncurrent Cash consideration Equity Method Investment, Aggregate Cost Investment, Name [Axis] Investment, Name [Axis] Restricted cash Restricted Cash, Noncurrent Recently Issued Accounting Standards New Accounting Pronouncements, Policy [Policy Text Block] Diluted (in usd per share) Diluted earnings per share (in usd per share) Earnings Per Share, Diluted Title and Position [Domain] Title and Position [Domain] Name Measure Name Total stock awards excluded from diluted earnings per share (in shares) Shares Excluded From Diluted Earnings Per Share Stock awards that were excluded from diluted earnings per share. For example, stock awards subject to performance conditions and stock awards that were antidilutive. Entity Interactive Data Current Entity Interactive Data Current Unearned revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Preferred stock, issued (in shares) Preferred Stock, Shares Issued Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Outstanding, beginning balance (in usd per share) Outstanding, ending balance (in usd per share) Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Weighted Average Exercise Price Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Weighted Average Exercise Price Vesting Period Two Share-Based Payment Arrangement, Tranche Two [Member] Provision for income taxes Income Tax Expense (Benefit) Supplemental disclosures of cash flow information Supplemental Cash Flow Information [Abstract] Product Information [Line Items] Product Information [Line Items] Effective income tax rate Effective Income Tax Rate Reconciliation, Percent Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Income from operations Operating Income (Loss) Number of reportable segments Number of Reportable Segments Total liabilities and shareholders' equity Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Accrued payroll and benefits Employee-related Liabilities, Current Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Derecognition of operating lease assets due to terminations or impairment Operating Lease, Impairment Loss Vested and expected to vest, ending balance (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Number Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Number Commitments and Contingencies Disclosure [Abstract] Operating lease assets obtained in exchange for operating lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Related Party Transaction [Axis] Related Party Transaction [Axis] Accumulated Other Comprehensive Loss AOCI Attributable to Parent [Member] Inventory Inventory, Net Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Schedule of Equity Method Investments [Line Items] Schedule of Equity Method Investments [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Equity, Class of Treasury Stock [Line Items] Equity, Class of Treasury Stock [Line Items] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Vesting [Domain] Vesting [Domain] Beginning balance (in usd per share) Ending balance (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities and shareholders' equity Liabilities and Equity [Abstract] Minimum Minimum [Member] Chipotle Chipotle [Member] Chipotle [Member] Restatement Determination Date Restatement Determination Date Schedule of Supplemental Cash Flow Related to Leases Schedule Of Supplemental Cash Flow Related To Leases [Table Text Block] Schedule Of Supplemental Cash Flow Related To Leases [Table Text Block] Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Related Party Transactions [Abstract] Related Party Transactions [Abstract] Operating lease assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Provision for credit losses Accounts Receivable, Credit Loss Expense (Reversal) Granted (in usd per share) Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Grants in Period, Weighted Average Exercise Price Share-based Compensation Arrangement

by Share-based Payment Award, Non-Option Equity Instruments, Grants in Period, Weighted Average Exercise Price Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Exercise Price Award Exercise Price Earnings Per Share Earnings Per Share [Text Block] Purchases From Supplier Purchases From Supplier [Member] Purchases From Supplier Accrued payroll and benefits Increase (Decrease) in Employee Related Liabilities Arrangement Duration Trading Arrangement Duration Shareholders' equity: Equity, Attributable to Parent [Abstract] Granted (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Long-term investments Long-Term Investments Weighted-average common shares outstanding: Earnings Per Share, Basic, Other Disclosure [Abstract] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] All Individuals All Individuals [Member] Executive Officer Executive Officer [Member] PEO PEO [Member] Unrealized Losses Debt Securities, Held-to-Maturity, Accumulated Unrecognized Loss Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other investments Other Investments Interest and other income, net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Impairment, closure costs, and asset disposals Gain (Loss) on Sale of Assets and Asset Impairment Charges Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted Treasury stock, at cost, 0 and 502,843 common shares as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively Treasury Stock, Common, Value Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Lender Name [Axis] Lender Name [Axis] Vesting Period Three Share-Based Payment Arrangement, Tranche Three [Member] Number of regions Number Of Regions In Which Entity Operates The number of regions by which the Company manages its operations. Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Vested and expected to vest, ending balance (in usd per share) Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Weighted Average Exercise Price Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Weighted Average Exercise Price Local Phone Number Local Phone Number Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Deferred income tax liabilities Deferred Income Tax Liabilities, Net Schedule of Equity Method Investments [Table] Equity Method Investment [Table] Gift Card Gift Card [Member] Gift Card [Member] Fair value, subtotal Cash And Cash Equivalents At Carrying Value And Debt Securities, Held-to-Maturity, Fair Value Cash And Cash Equivalents At Carrying Value And Debt Securities, Held-to-Maturity, Fair Value Share-Based Payment Arrangement, Restricted Stock Unit, Activity Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Schedule of Cash, Cash Equivalents and Debt Investments by Significant Category Schedule of Cash, Cash Equivalents and Debt Investments by Significant Category [Table Text Block] Schedule of Cash, Cash Equivalents and Debt Investments by Significant Category Tractor Tractor [Member] Tractor [Member] Repurchase of common stock (in shares) Stock Repurchased During Period, Shares Weighted-Average Remaining Contractual Life (Years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Other assets Increase (Decrease) in Other Operating Assets PEO Total Compensation Amount PEO Total Compensation Amount Occupancy Occupancy, Net Share Repurchase Program [Domain] Share Repurchase Program [Domain] Licensed Units Licensed Units [Member] Licensed Units Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock Common Stock [Member] Measure: Measure [Axis] Total Equity Investments Equity Investments Outstanding, January 1, 2024 Outstanding, September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Outstanding Stock split, conversion ratio Stockholders' Equity Note, Stock Split, Conversion Ratio Preferred stock, authorized (in shares) Preferred Stock, Shares Authorized Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Entity Emerging Growth Company Entity Emerging Growth Company Chipotle Rewards Chipotle Rewards [Member] Chipotle Rewards [Member] Entity Central Index Key Entity Central Index Key Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Schedule of Share-Based Payment Arrangement, Stock Appreciation Right, Activity Share-Based Payment Arrangement, Stock Appreciation Right, Activity [Table Text Block] Excess tax benefit on stock-based compensation recognized in provision for income taxes on the condensed consolidated statements of income and comprehensive income Excess Tax Benefit On Stock Based Compensation Recognized in Provision for Income Taxes Excess tax benefit or deficiency recorded to the provision for income taxes in the consolidated statement of income, instead of additional paid-in capital in the consolidated statement of income. Additionally, excess tax benefits will be classified as operating activities in in the consolidated statement of cash flow. Shareholders' Equity Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Preferred stock, par value (in usd per share) Preferred Stock, Par or Stated Value Per Share Total leverage ratio Total Leverage Ratio Total leverage ratio. Financial Instrument [Axis] Financial Instrument [Axis] Class of Treasury Stock [Table] Class of Treasury Stock [Table] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Recently Issued Accounting Standards Accounting Standards Update and Change in Accounting Principle [Text Block] Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Investment shares converted (in shares) Investment Owned, Converted, Shares Investment Owned, Converted, Shares Geographic Distribution [Domain] Geographic Distribution [Domain] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Fair Value, Inputs, Level 1 Fair Value, Inputs, Level 1 [Member] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] United States Geographic Distribution, Domestic [Member] JPMorgan Chase Bank JPMorgan Chase Bank [Member] JPMorgan Chase Bank [Member] Accrued liabilities Increase (Decrease) in Accrued Liabilities Repurchase of common stock Payments for Repurchase of Common Stock Vested and expected to vest, September 30, 2024 Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Aggregate Intrinsic Value Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Aggregate Intrinsic Value Earned points expiration period for inactivity Earned Points Expiration Period For Inactivity Earned points expiration period for inactivity. Weighted-Average Grant Date Fair Value per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Time deposits Bank Time Deposits [Member] Income Taxes Income Tax Disclosure [Text Block] Earnings per share: Earnings Per Share [Abstract] Hyphen Technologies, Inc. Hyphen Technologies, Inc. [Member] Hyphen Technologies, Inc. Equity [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Contract with Customer, Contract Asset, Contract Liability, and Receivable [Roll Forward] Contract with Customer, Contract Asset, Contract Liability, and Receivable Rollforward [Roll Forward] Contract with Customer, Contract Asset, Contract Liability, and Receivable Rollforward Cultivate Fund Cultivate Fund [Member] Cultivate Fund [Member] Related Party Transaction [Line Items] Related Party Transaction [Line Items] Stock Options Stock Appreciation Rights Stock Options Stock Appreciation Rights SOSARs [Member] Stock Options, Stock Appreciation Rights (SOSARs) [Member] Inventory Increase (Decrease) in Inventories Retirement of treasury stock (in shares) Retirement of treasury stock (in shares) Treasury Stock, Shares, Retired General and administrative expenses General and Administrative Expense Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Net cash used in financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Performance Shares Performance Shares [Member] Fair Value Measurements Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block] Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Exercised Accounting Changes and Error Corrections [Abstract] Credit Facility [Axis] Credit Facility [Axis] International Geographic Distribution, Foreign [Member] Amendment Flag Amendment Flag Franchisor Disclosure [Domain] Franchisor Disclosure [Domain] Entity Registrant Name Entity Registrant Name Adjustments to reconcile net income to net cash provided by operating activities: Net Cash Provided by (Used in) Operating Activities, Continuing Operations [Abstract] Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation, Depletion and Amortization Foreign currency translation adjustments Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Majority gift card breakage revenue recognition period Majority Gift Card Breakage Revenue Recognition Period Majority gift card breakage revenue recognition period. Fair Value as of Grant Date Award Grant Date Fair Value Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Schedule of Revenue Recognized from Liability Balances Disaggregation of Revenue [Table Text Block] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Stock-Based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Common stock, \$0.01 par value, 11,500,000 shares authorized, 1,363,639 and 1,874,139 shares issued as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively Common Stock, Value, Issued Vested and expected to vest, ending balance (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested And Expected To Vest, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested And Expected To Vest, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement [Abstract] Stock awards subject to performance conditions (in shares) Securities Excluded From Computation of Earnings Per Share Amount, Due to Performance Conditions Securities Excluded From Computation of Earnings Per Share Amount, Due to Performance Conditions Cash and cash equivalents Cash Cash and Cash Equivalents, at Carrying Value Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Forfeited (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Preferred stock, \$0.01 par value, 600,000 shares authorized, no shares issued as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively Preferred Stock, Value, Issued Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Basic (in usd per share) Basic earnings per share (in usd per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Cash paid for operating lease liabilities Operating Lease, Payments Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Schedule of Product Information [Table] Nature of Operation, Product Information, Concentration of Risk [Table] Purchases of leasehold improvements, property and equipment accrued in accounts payable and accrued liabilities Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Outstanding, September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Share Repurchase Program [Axis] Share Repurchase Program [Axis] Total assets Assets Credit facility, amount outstanding Long-Term Line of Credit Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Income tax receivable Income Taxes Receivable, Current Purchases of leasehold improvements, property and equipment Payments to Acquire Property, Plant, and Equipment Other liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Stock-based compensation Share-Based Payment Arrangement, Expensed and Capitalized, Amount Fair Value Debt Securities, Held-to-Maturity, Fair Value Commitments and contingencies (Note 11) Commitments and Contingencies Termination Date Trading Arrangement Termination Date Schedule of Related Party Transactions, by Related Party [Table] Related Party Transaction [Table] Total revenue Revenues Stock-Based Compensation Share-Based Payment Arrangement [Text Block] Entity Address, City or Town Entity Address, City or Town Delivery service revenue Delivery Service [Member] Delivery Service [Member] Net income Net income Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Investments, Debt and Equity Securities [Abstract] Investments, Debt and Equity Securities [Abstract] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Unrealized Gains Debt Securities, Held-to-Maturity, Accumulated Unrecognized Gain Food and beverage revenue Food and Beverage [Member] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Schedule of Equity Investments Schedule of Equity Investments [Table Text Block] Schedule of Equity Investments [Table Text Block] Revenue Recognition Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Repurchase of common stock Common stock surrendered as payment Treasury Stock, Value, Acquired, Cost Method Entity Address, Address Line Two Entity Address, Address Line Two Effect of exchange rate changes on cash, cash equivalents and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Exercisable, September 30, 2024 Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable, Weighted Average Remaining Contractual Term Remaining lease term Lessee, Operating Lease, Term of Contract Name Forgone Recovery, Individual Name Document Period End Date Document Period End Date Other Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Exercisable, September 30, 2024 Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable, Aggregate Intrinsic Value Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Investment, recognized cumulative gain Equity Securities, FV-NI, Realized Gain Line of Credit Facility, Lender [Domain] Line of Credit Facility, Lender [Domain] Insider Trading Arrangements [Line Items] Line of Credit Facility [Line Items] Line of Credit Facility [Line Items] Share-Based Payment Arrangement, Performance Shares, Activity Share-Based Payment Arrangement, Performance Shares, Activity [Table Text Block] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Retirement of treasury stock Retirement of treasury stock Treasury Stock, Retired, Cost Method, Amount Total adjusted cost Cash And Cash Equivalents At Carrying Value And Debt Securities, Held-to-Maturity, Amortized Cost Cash And Cash Equivalents At Carrying Value And Debt Securities, Held-to-Maturity, Amortized Cost Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Forfeitures and Expirations Revenue recognized from gift card liability balance at the beginning of the year Revenue recognized Contract with Customer, Liability, Revenue Recognized Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Exercisable, ending balance (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable, Number Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable,

Number Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Retained    Earnings Retained Earnings [Member] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Reversal for employee benefits and share-based payment arrangement Employee Benefit and Share-Based Payment Arrangement, Noncash Basic (in shares) Weighted-average number of common shares outstanding (for basic calculation) (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Schedule of Liability Included in Unearned Revenue Summary Of Liability Included In Unearned Revenue [Table Text Block] Summary Of Liability Included In Unearned Revenue [Table Text Block] Option to extend, additional periods Lessee, Operating Lease, Option to Extend, Additional Periods Lessee, Operating Lease, Option to Extend, Additional Periods, Restricted Stock Units (RSUs) Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Exercisable, ending balance (in usd per share) Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable, Weighted Average Exercise Price Share-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable, Weighted Average Exercise Price Entity Filer Category Entity Filer Category Number of restaurants Number of Restaurants Company Selected Measure Name Company Selected Measure Name EX-101.PRE 14 cmg-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT XML 16 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Cover - shares shares in Thousands 9 Months Ended Sep. 30, 2024 Oct. 25, 2024 Cover [Abstract]    Document Type 10-Q    Document Quarterly Report true    Document Period End Date Sep. 30, 2024    Document Transition Report false    Entity File Number 1-32731    Entity Registrant Name CHIPOTLE MEXICAN GRILL, INC.    Entity Incorporation, State or Country Code DE    Entity Tax Identification Number 84-1219301    Entity Address, Address Line One 610 Newport Center Drive    Entity Address, Address Line Two Suite 1100    Entity Address, City or Town Newport Beach    Entity Address, State or Province CA    Entity Address, Postal Zip Code 92660    City Area Code 949    Local Phone Number 524-4000    Title of 12(b) Security Common stock, par value \$0.01 per share    Trading Symbol CMG    Security Exchange Name NYSE    Entity Current Reporting Status Yes    Entity Interactive Data Current Yes    Entity Filer Category Large Accelerated Filer    Entity Small Business false    Entity Emerging Growth Company false    Entity Shell Company false    Entity Common Stock, Shares Outstanding 1,362,593 Amendment Flag false    Document Fiscal Year Focus 2024    Document Fiscal Period Focus Q3    Entity Central Index Key 0001058090    Current Fiscal Year End Date -12-31    X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:dateTimeType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:yearItemType Balance Type: na Period Type: duration X - DefinitionFor the Edgar submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the Edgar submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateTimeType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 2 such as Street or Suite number + ReferencesNo definition available. + Details Name: dei EntityAddressAddressLine2 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:shareItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrli.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 17 R2.htm IDEA: XBRL DOCUMENT v3.24.3 CONDENSED CONSOLIDATED BALANCE SHEETS - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Current assets:    A Cash and cash equivalents \$ 698,547 \$ 560,609 Accounts receivable, net 93,202 115,535 Inventory 49,848 39,309 Prepaid expenses and other current assets 87,896 117,462 Income tax receivable 82,087 52,960 Investments 668,676 734,838 Total current assets 1,680,256 1,620,173 Leasehold improvements, property and equipment, net 2,320,395 2,170,038 Long-term investments 892,487 564,488 Restricted cash 27,969 25,554 Operating lease assets 3,954,689 3,578,548 Other assets 113,935 63,082 Goodwill 21,939 21,939 Total assets 9,011,670 8,404,362 Current liabilities:    Accounts payable 221,301 197,646 Accrued payroll and benefits 184,367 227,537 Accrued liabilities 181,354 147,688 Unearned revenue 180,288 209,680 Current operating lease liabilities 270,574 248,074 Total current liabilities 1,037,884 1,030,625 Commitments and contingencies (Note 11) Long-term operating lease liabilities 4,212,868 3,803,551 Deferred income tax liabilities 79,519 89,109 Other liabilities 67,501 58,870 Total liabilities 5,397,772 4,982,155 Shareholders' equity:    A Preferred stock, \$0.01 par value, 600,000 shares authorized, no shares issued as of September   30, 2024 and December   31, 2023, respectively 0 0 Common stock, \$0.01 par value, 11,500,000 shares authorized, 1,363,639 and 1,874,139 shares issued as of September   30, 2024 and December   31, 2023, respectively 13,635 18,741 Additional paid-in capital 2,030,178 1,937,794 Treasury stock, at cost, 0 and 502,843 common shares as of September   30, 2024 and December   31, 2023, respectively 0 (4,944,656) Accumulated other comprehensive loss (7,440) (6,657) Retained earnings 1,577,525 6,056,985 Total shareholders' equity 3,613,898 3,062,207 Total liabilities and shareholders' equity \$ 9,011,670 \$ 8,404,362 X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrli.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrli.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrli.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrli.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrli.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrli.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap AdditionalPaidInCapitalCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrli.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -

Paragraph 48 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(ee\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 5: [http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(bb\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25](http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-599-1)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 12: <http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 13: <http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12>Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(12\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-599-1)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.6-04\(8\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-599-1)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.5-02\(18\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-599-1)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 18: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 19: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 20: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 21: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(v\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(v)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 22: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 23: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 26: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 27: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 28: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7)Reference 29: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30)Reference 30: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.9-03\(11\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-599-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-599-1) + Details Name: us-gaap Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(bb\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25](http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-599-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 6: <http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(19\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-599-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.5-02\(9\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-599-1)Reference 10: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 11: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(B\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 20: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-599-1)Reference 21: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7) + Details Name: us-gaap AssetsCurrentNamespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap AssetsCurrentAbstractNamespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.5-02\(1\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-599-1)Reference 2: [http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1](http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1)Reference 4: <http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4> + Details Name: us-gaap CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims

[Paragraph 1 - Subparagraph \(SX 210.5-02\(6\)\)](#) - Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7:](#)

[http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8:](#) [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(h\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/214748546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying amount due within one year of the balance sheet date \(or one operating cycle, if longer\) from tax authorities as of the balance sheet date representing refunds of overpayments or recoveries based on agreed-upon resolutions of disputes. + ReferencesReference 1:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(10\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748546/942-210-S99-1Reference 2:](#) [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(3\)\(a\)\(4\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_IncomeTaxesReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer. + ReferencesReference 1:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(6\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(22\)\) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(24\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(19\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(25\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(26\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(26\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(23\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(21\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(bb\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-04\(14\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 18:](#) [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 19:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 20:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 21:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 22:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 23:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 24:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(](#)

URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_PreferredStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquityNamespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount allocated to previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481520/505-30-50-4Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 18 R3.htm IDEA: XBRL DOCUMENT v3.24.3 CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) - \$ / shares Sep. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Â Â Preferred stock, par value (in usd per share) \$ 0.01 \$ 0.01 Preferred stock, authorized (in shares) 600,000,000 600,000,000 Preferred stock, issued (in shares) 0 0 Common stock, par value (in usd per share) \$ 0.01 \$ 0.01 Common stock, authorized (in shares) 11,500,000,000 11,500,000,000 Common stock, issued (in shares) 1,363,639,000 1,874,139,000 Treasury stock, common (in shares) 0 502,843,000 X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StatementOffinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 19 R4.htm IDEA: XBRL DOCUMENT v3.24.3 CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME - USD (\$) shares in Thousands, \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Total revenue \$ 2,793,576 \$ 2,471,948 \$ 8,468,543 \$ 7,355,329 Restaurant operating costs (exclusive of depreciation and amortization shown separately below): Â Â Â Â Food, beverage and packaging 855,515 734,186 2,508,264 2,165,409 Labor 696,847 616,282 2,072,924 1,811,754 Occupancy 142,570 126,269 416,932 372,097 Other operating costs 386,463 345,368 1,156,992 1,058,281 General and administrative expenses 126,614 159,501 506,267 464,337 Depreciation and amortization 84,349 78,546 251,154 233,902 Pre-opening costs 12,786 9,605 28,992 23,341 Impairment, closure costs, and asset disposals 15,176 7,241 26,417 31,842 Total operating expenses 2,320,320 2,076,998 6,967,942 6,160,963 Income from operations 473,256 394,950 1,500,601 1,194,366 Interest and other income, net 29,307 18,392 70,532 43,787 Income before income taxes 502,563 413,342 1,571,133 1,238,153 Provision for income taxes 115,175 100,125 368,787 291,502 Net income \$ 387,388 \$ 313,217 \$ 1,202,346 \$ 946,651 Earnings per share: Â Â Â Â Basic (in usd per share) \$ 0.28 \$ 0.23 \$ 0.88 \$ 0.69 Diluted (in usd per share) \$ 0.28 \$ 0.23 \$ 0.87 \$ 0.68 Weighted-average common shares outstanding: Â Â Â Â Basic (in shares) 1,367,038 1,377,525 1,370,671 1,379,640 Diluted (in shares) 1,374,605 1,384,062 1,379,099 1,386,934 Other comprehensive income/(loss), net of income taxes: Â Â Â Â Foreign currency translation adjustments \$ 1,074 \$ (1,128) \$ (783) \$ (192) Comprehensive income 388,462 312,089 1,201,563 946,459 Food and beverage revenue Â Â Â Â Total revenue 2,778,034 2,456,039 8,417,396 7,304,557 Delivery service revenue Â Â Â Â Total revenue \$ 15,542 \$ 15,909 \$ 51,147 \$ 50,772 X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -

<https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5> + Details Name: us-gaap. ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap. Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionCost of labor directly related to good produced and service rendered. Includes, but is not limited to, payroll cost and equity-based compensation. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(2\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2) + Details Name: us-gaap. CostDirectLabor Namespace Prefix: us-gaap. Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCost of material used for good produced and service rendered. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(2\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2) + Details Name: us-gaap. CostDirectMaterial Namespace Prefix: us-gaap. Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal costs of sales and operating expenses for the period. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2) + Details Name: us-gaap. CostsAndExpenses Namespace Prefix: us-gaap. Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/230-10-45-28)Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(ee\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22) + Details Name: us-gaap. DepreciationDepletionAndAmortization Namespace Prefix: us-gaap. Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap. EarningsPerShareAbstract Namespace Prefix: us-gaap. Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(e\)\(4\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7)Reference 12: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)Reference 14: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 16: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7>Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(25\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-04\(27\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(23\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 20: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7> + Details Name: us-gaap. EarningsPerShareBasic Namespace Prefix: us-gaap. Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap. EarningsPerShareBasicOtherDisclosuresAbstract Namespace Prefix: us-gaap. Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(e\)\(4\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7)Reference 12: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)Reference 14: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(25\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-04\(27\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(23\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 19: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7> + Details Name: us-gaap. EarningsPerShareDiluted Namespace Prefix: us-gaap. Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of gain (loss) from the difference between the sale price or salvage price and the book value of an asset that was sold or retired, and gain (loss) from the write down of assets from their carrying value to fair value. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap. GainLossOnSalesOfAssetsAndAssetImpairmentCharges Namespace Prefix: us-gaap. Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(4\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-07\(2\)\(a\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1) + Details Name: us-gaap. GeneralAndAdministrativeExpense Namespace Prefix: us-gaap. Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/194327](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)

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Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of other comprehensive income (loss) attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A + Details Name: us-gaap_OtherComprehensiveIncomeLossOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares of stock issued attributable to transactions classified as other. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesOther Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of shares of stock issued attributable to transactions classified as other. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodValueOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares that have been repurchased during the period and have not been retired and are not held in treasury. Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/214748448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockRepurchasedDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of stock that has been repurchased during the period and has not been retired and is not held in treasury. Some state laws may mandate the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockRepurchasedDuringPeriodValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB 2014.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber of previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount of decrease of par value, additional paid in capital (APIC) and retained earnings of common and preferred stock retired from treasury when treasury stock is accounted for under the cost method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_TreasuryStockRetiredCostMethodAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of shares that have been repurchased during the period and are being held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_TreasuryStockSharesRetired Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the cost of common and preferred stock that were repurchased during the period. Recorded using the cost method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockValueAcquiredCostMethod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 21 R6.htm IDEA: XBRL DOCUMENT v3.24.3 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD (\$) in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Operating activities Á Net income \$ 1,202,346 \$ 946,651 Adjustments to reconcile net income to net cash provided by operating activities: Á Depreciation and amortization 251,154 233,902 Deferred income tax provision (9,599) 12,465 Impairment, closure costs, and asset disposals 24,139 30,536 Provision for credit losses (289) 565 Stock-based compensation expense 85,903 86,557 Other 2,459 (17,272) Changes in operating assets and liabilities: Á Accounts receivable 22,069 33,666 Inventory (10,540) (4,508) Prepaid expenses and other current assets 21,944 (23,494) Operating lease assets 21,172 185,056 Other assets (17,990) (6,939) Accounts payable 22,290 4,886 Accrued payroll and benefits (42,774) (14,902) Accrued liabilities 23,488 1,882 Unearned revenue (22,745) (21,190) Income tax payable/receivable (29,100) 220,427 Operating lease liabilities (155,770) (156,180) Other long-term liabilities 149 5,910 Net cash provided by operating activities 1,578,306 1,518,018 Investing activities Á Purchases of leasehold improvements, property and equipment (420,718) (388,801) Purchases of investments (828,846) (845,981) Maturities of investments 548,070 440,788 Net cash used in investing activities (701,494) (793,994) Financing activities Á Repurchase of common stock (662,605) (437,305) Tax withholding on stock-based compensation awards (73,349) (68,613) Other financing activities 990 546 Net cash used in financing activities (734,964) (505,372) Effect of exchange rate changes on cash, cash equivalents and restricted cash (1,495) 4 Net change in cash, cash equivalents, and restricted cash 140,353 218,656 Cash, cash equivalents, and restricted cash at beginning of period 586,163 408,966 Cash, cash equivalents, and restricted cash at end of period 726,516 627,622 Supplemental disclosures of cash flow information Á Income taxes paid 408,553 54,615 Purchases of leasehold improvements, property and equipment accrued in accounts payable and accrued liabilities 78,798 81,724 Repurchase of common stock accrued in accounts payable and accrued liabilities \$ 12,000 \$ 15,312 X - DefinitionAmount of gain (loss) from the difference between the sale price or salvage price and the book value of an asset that was sold or retired, and gain (loss) from the write down of assets from their carrying value to fair value, including cash and non cash components. + ReferencesNo definition available. + Details Name: cmg_GainLossOnSaleOfAssetsAssetImpairmentsNonCashComponents Namespace Prefix: cmg_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in operating lease assets. + ReferencesNo definition available. + Details Name: cmg_IncreaseDecreaseInOperatingLeaseAssets Namespace Prefix: cmg_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepurchase Of Common Stock Accrued In Accounts Payable And Accrued Liabilities + ReferencesNo definition available. + Details Name:

cmg_RepurchaseOfCommonStockAccruedInAccountsPayableAndAccruedLiabilities Namespace Prefix: cmg Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFuture cash outflow to pay for purchases of fixed assets that have occurred. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5> + Details Name: us-gaap CapitalExpendituresIncurredButNotYetPaid Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4> + Details Name: us-gaap CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1> + Details Name: us-gaap CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(h\)\(1\)\(Note 1\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(1)(Note 1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph \(b\) -SubTopic 10 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9](http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -SubTopic 10 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9) + Details Name: us-gaap DeferredIncomeTaxExpenseBenefit Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(ee\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22) + Details Name: us-gaap DepreciationDepletionAndAmortization Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1> + Details Name: us-gaap EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2A>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2> + Details Name: us-gaap IncomeTaxesPaidNet Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInIncomeTaxesPayableNetOfIncomeTaxesReceivable Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInEmployeeRelatedLiabilities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the amounts payable to taxing authorities for taxes that are based on the reporting entity's earnings, net of amounts receivable from taxing authorities for refunds of overpayments or recoveries of income taxes. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInIncomeTaxesPayableNetOfIncomeTaxesReceivable Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInInventory Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation for operating lease. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(g\)\(1\) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4) + Details Name: us-gaap IncreaseDecreaseInOperatingLeaseLiability Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in operating assets classified as other. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInOtherOperatingAssets Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in operating liabilities classified as other. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInOtherOperatingLiabilities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24> + Details Name: us-gaap NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24> + Details Name: us-gaap NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25> + Details Name: us-gaap NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

https://asc.fasb.org/1943274/2147481687/31-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap NetIncomeLoss Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) included in net income that results in no cash inflow (outflow), classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap OtherNoncashIncomeExpense Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow to reacquire common stock during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap PaymentsForRepurchaseOfCommonStock Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow for purchase of marketable security. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-11 + Details Name: us-gaap PaymentsToAcquireMarketableSecurities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap Data Type: xbrli:

Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(4\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-Reference 8](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-Reference 8)

https://asc.fasb.org/1943274/2147478666/740-323-65-Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-Reference 9](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-Reference 9)

https://asc.fasb.org/1943274/2147478666/740-323-65-Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(d\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-Reference 10](http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-Reference 10)

http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-1-Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2-Reference 12](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2-Reference 12)

http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2-Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(2\)\(iv\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2-Reference 14](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2-Reference 14)

http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2-Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(h\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2-Reference 16](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2-Reference 16)

http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 11.M.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/21474800530/250-10-S99-5-Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph \(i\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6-Reference 18](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6-Reference 18)

http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-1-Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph \(e\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4-Reference 20](http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4-Reference 20)

http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4-Reference 21: [http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(f\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483194/926-20-65-2-Reference 22](http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483194/926-20-65-2-Reference 22)

http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483194/926-20-65-2-Reference 23: [http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(f\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483194/926-20-65-2-Reference 24](http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483194/926-20-65-2-Reference 24)

http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480530/250-10-S99-6-Reference 25: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(c\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480530/250-10-S99-6-Reference 25](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480530/250-10-S99-6-Reference 25)

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http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 250 -Publisher FASB -URI https://asc.fasb.org/250/tableOfContentReference 28: [http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9-Reference 2](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1 + Details Name: us-gaap NewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Recognition 9 Months Ended Sep. 30, 2024 Revenue from Contract with Customer [Abstract] A Revenue Recognition Revenue RecognitionGift CardsWe sell gift cards, which do not have expiration dates, and we do not deduct non-usage fees from outstanding gift card balances. Gift card balances are initially recorded as unearned revenue. We recognize revenue from gift cards when the gift card is redeemed by the customer. Historically, the majority of gift cards are redeemed within one year. In addition, a portion of gift cards are not expected to be redeemed and will be recognized as breakage over time in proportion to gift card redemptions (   gift card breakage rate  ). The gift card breakage rate is based on company and program specific information, including historical redemption patterns, and expected remittance to government agencies under unclaimed property laws, if applicable. We evaluate our gift card breakage rate estimate annually, or more frequently as circumstances warrant, and apply that rate to gift card redemptions. Gift card liability balances are typically highest at the end of each calendar year following increased gift card sales during the holiday season; accordingly, revenue recognized from gift card liability balances is highest in the first quarter of each calendar year.The gift card liability included in unearned revenue on the condensed consolidated balance sheets was as follows: September 30,2024December 31,2023Gift card liability$130,813A $164,930A Revenue recognized from the redemption of gift cards that was included in unearned revenue at the beginning of the year was as follows:Three months ended September 30,Nine months ended September 30,2024202320242023Revenue recognized from gift card liability balance at the beginning of the year$6,906A $6,481A $64,104A $56,402A Chipotle RewardsWe have a loyalty program called Chipotle Rewards. Customers who enroll in the program generally earn points for every dollar spent. We may also periodically offer promotions, which typically provide the customer with the opportunity to earn bonus points or other rewards. Customers may redeem earned points for various rewards, which are primarily comprised of free food and beverage items. Earned rewards generally expire one month to two months after they are issued, and points generally expire if an account is inactive for a period of six months.We defer revenue associated with the estimated selling price of points or rewards earned by customers as each point or reward is earned, net of points or rewards we do not expect to be redeemed. The estimated selling price of each point or reward earned is based on the estimated value of the product for which the reward is expected to be redeemed. Our estimate of points and rewards we expect to be redeemed is based on historical and other company specific data. The costs associated with rewards redeemed are primarily included in food, beverage, and packaging on our condensed consolidated statements of income and comprehensive income. We evaluate Chipotle Rewards point breakage annually, or more frequently as circumstances warrant.We recognize revenue associated with Chipotle Rewards within food and beverage revenue on the condensed consolidated statements of income and comprehensive income when a customer redeems an earned reward. Deferred revenue associated with Chipotle Rewards is included in unearned revenue on our condensed consolidated balance sheets.Changes in our Chipotle Rewards liability included in unearned revenue on the condensed consolidated balance sheets were as follows:Three months ended September 30,Nine months ended September 30,2024202320242023Chipotle Rewards liability, beginning balance$49,183A $40,923A $44,750A $38,057A Revenue deferred$39,792A $32,947A $120,024A $95,672A Revenue recognized(39,500)(32,794)(115,299)(92,653)Chipotle Rewards liability, ending balance$49,475A $41,076A $49,475A $41,076A X - ReferencesNo definition available. + Details Name: us-gaap RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: <a href=)

http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10-Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15-Reference 4>

http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12-Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12-Reference 6](http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12-Reference 6)

http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12-Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12-Reference 8](http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12-Reference 8)

http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12-Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13-Reference 10](http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13-Reference 10)

http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] A Fair Value Measurements Fair Value MeasurementsAssets and Liabilities Measured at Fair Value on a Recurring BasisThe carrying value of our cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate fair value because of their short-term nature. Our held-to-maturity investments are comprised of U.S. Treasury securities and corporate debt securities, which are held at amortized cost. We also have investments in notes receivable. Convertible notes are held at fair-value. Additionally, we maintain a deferred compensation plan with related assets held in a rabbi trust.The following tables show our cash, cash equivalents, and debt investments by significant investment category as of SeptemberA 30, 2024 and DecemberA 31, 2023:September 30, 2024Adjusted costUnrealized GainsUnrealized LossesFair ValueCash and Cash EquivalentsCurrent InvestmentsLong-term InvestmentsCash\$75,775A \$- \$75,775A \$- \$-Level 1Money market funds\$45,215A \$- \$45,215A \$45,215A \$- A Time deposits\$77,557A \$- A 77,557A 77,557A \$- A U.S. Treasury securities\$1,422,910A 12,552A 87A 1,435,375A \$634,119A 788,791A Corporate debt securities\$48,127A 355A \$48,482A \$29,851A 18,276A Subtotal\$2,093,809A 12,907A 87A 2,106,629A 622,772A 663,970A 807,067A Level 3Corporate debt security(1)16,801A \$- A 17A 16,784A \$- A 1,600A 15,201A Notes receivable(2)4,593A 233A \$- A 4,826A \$- A 3,106A 1,720A Subtotal\$21,394A 233A 17A 21,610A \$4,706A 16,921A Total\$2,190,788A \$13,140A \$104A \$2,204,014A \$698,547A \$668,676A \$823,988A December 31, 2023Adjusted costUnrealized GainsUnrealized LossesFair ValueCash and Cash EquivalentsCurrent InvestmentsLong-term InvestmentsCash\$128,458A \$- \$128,458A \$128,458A \$-Level 1Money market funds\$355,872A \$- A 355,872A 355,872A \$- A Time deposits\$76,279A \$- A 76,279A 76,279A \$- A U.S. Treasury securities\$1,200,658A 4,352A 4,083A 1,200,927A \$731,339A 469,319A Corporate debt securities\$1,755A 13A 7A 19,761A \$- A 19,755A Subtotal\$1,652,564A 4,365A 4,090A 1,652,839A 432,151A 731,339A 489,074A Level 3Corporate debt security(1)17,401A \$- A 27A 17,374A \$999A 16,402A Notes receivable(2)14,500A 1,289A 141A 15,648A \$2,500A 13,148A Subtotal\$31,901A 1,289A 168A 33,022A \$3,499A 29,550A Total\$1,812,923A \$5,654A \$4,258A \$1,814,319A \$560,609A \$734,838A \$518,624A (1)The fair value of the corporate debt security is measured using Level 3 (unobservable) inputs. We determined the fair value for the corporate debt security using an internally-developed valuation model and unobservable inputs include credit and liquidity spreads and effective maturity.(2)We have elected to measure our investment in convertible notes receivable of private companies at fair value under the fair value option. The fair value of the notes receivable are measured using Level 3 (unobservable) inputs. We determined the fair value for the notes receivable using an internally-developed valuation model and unobservable inputs include estimates of the equity value of the underlying business and the timing and probability of future financing events. Rabbi TrustWe have elected to fund certain deferred compensation plan obligations through a rabbi trust, the assets of which are designated as trading securities. The rabbi trust is subject to creditor claims in the event of insolvency, but the assets held in the rabbi trust are not available for general corporate purposes. Amounts in the rabbi trust are invested in mutual funds, consistent with the investment choices selected by participants in their Deferred Plan accounts, which are designated as trading securities, carried at fair value and are included in other assets on the condensed consolidated balance sheets. We record trading gains and losses, along with the offsetting amount related to the increase or decrease in deferred compensation to reflect our exposure to liabilities for payment under the deferred plan in general and administrative expenses on the condensed consolidated statements of income and comprehensive income.Assets and Liabilities Measured at Fair Value on a Nonrecurring BasisAssets recognized or disclosed at fair value on the condensed consolidated financial statements on a nonrecurring basis include items such as leasehold improvements, property and equipment, certain long-term investments, operating lease assets, other assets, and goodwill. These assets are measured at fair value whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable or if there has been an observable price change of a non-marketable equity security.During the three months and nine months ended SeptemberA 30, 2024 and 2023, nonrecurring fair value measurements resulting in asset impairments were not material. X - ReferencesNo definition available. + Details Name: us-gaap FairValueDisclosuresAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for investments in certain debt and equity securities. + ReferencesReference 1: <http://www.xbrl.org/2009/role/CommonPracticeRef -Topic 940 -SubTopic 320 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/940-320/tableOfContentReference 2>

http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1403 -Paragraph b -Publisher SECReference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/320/tableOfContentReference 4>

http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-10-Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6B -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6BReference 6](http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6BReference 6)

http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6BReference 7:

comprising our investment are illiquid and fair value is not readily determinable. As of SeptemberA 30, 2024, we have recognized a cumulative gain of \$6,782 related to our investment in Hyphen. The investment is included within long-term investments on the condensed consolidated balance sheet with a carrying value of \$31,782 as of SeptemberA 30, 2024.As of SeptemberA 30, 2024, we owned 766 shares of the Series C Preferred Stock of Nuro, Inc. (âNuroâ). Our investment represents a minority interest and we have determined that we do not have significant influence over Nuro. Nuro is a privately held company, and as such, the preferred shares comprising our investment are illiquid and fair value is not readily determinable. As of SeptemberA 30, 2024, we have recognized a cumulative gain of \$5,968 related to our investment in Nuro due to observable transactions in prior periods. The investment is included within long-term investments on the condensed consolidated balance sheets with a carrying value of \$15,968 as of SeptemberA 30, 2024 and DecemberA 31, 2023, respectively.As of SeptemberA 30, 2024, we held additional investments in other entities through the Cultivate Next Fund. These additional investments are included within long-term investments on the condensed consolidated balance sheets with a carrying value of \$20,749 and \$21,221 as of SeptemberA 30, 2024 and DecemberA 31, 2023, respectively. X - DefinitionEquity Investments Disclosure + ReferencesNo definition available. + Details Name: cmg_EquityInvestmentsDisclosureTextBlock Namespace Prefix: cmg_Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration XML 27 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Shareholders' Equity 9 Months Ended Sep. 30, 2024 Equity [Abstract] A Shareholders' Equity Shareholdersâ Equity We have had a stock repurchase program in place since 2008. As of SeptemberA 30, 2024, we had \$1,059,595 authorized for repurchasing shares of our common stock, which includes \$400,000 in additional authorizations approved by our Board of Directors on August 21, 2024 and \$500,000 in additional authorizations approved by our Board of Directors on September 19, 2024. Prior to June 26, 2024, shares we repurchased were held in treasury stock until they are reissued or retired at the discretion of our Board of Directors. Beginning on June 26, 2024, all shares of common stock that we repurchase are immediately retired and not held as treasury stock.During the second quarter of 2024, we retired 507,166 shares of its common stock that were being held as treasury stock. The retirement resulted in a reduction of \$5,194,196 in treasury stock, \$5,072 in the par value of common stock, and \$5,189,124 in retained earnings. During the nine months ended SeptemberA 30, 2024, 1,724 shares of common stock at a total cost of \$73,349 were netted and surrendered as payment for minimum statutory withholding obligations in connection with the vesting of outstanding stock awards. During the nine months ended SeptemberA 30, 2023, 2,011 shares of common stock at a total cost of \$67,474 were netted and surrendered as payment for minimum statutory withholding obligations in connection with the vesting of outstanding stock awards. Shares surrendered by the participants in accordance with the applicable award agreements and plan are deemed repurchased by us but are not part of publicly announced share repurchase programs. X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for equity. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(h\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-6>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-599-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.4-08\(e\)\(1\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-599-1)Reference 10: <http://fashb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContent>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18) + Details Name: us-gaap_StockholdersEquityNetDisclosureTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 28 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] A Stock-Based Compensation Stock-Based CompensationPursuant to the 2022 Stock Incentive Plan, we grant stock-only stock appreciation rights ("SOSARs"), restricted stock units ("RSUs"), and performance stock units ("PSUs") to employees and non-employee directors. SOSARs and RSUs generally vest in two equal installments on the second and third anniversary of the grant date. PSUs are subject to service, market and performance vesting conditions, and the quantity of shares that vest will range from 0% to 300% of the targeted number of shares. During the three months ended September 30, 2024, our now former CEO terminated employment with the company and forfeited all of his unvested equity awards. This resulted in a reversal of expense of \$27,863 in the current quarter. In response to the CEO departure, we granted retention RSUs to key executives. These awards have various vesting terms, and will vest over one, two or three years. Total expense recognized for the retention RSUs in the current quarter was \$1,134. The impact of the CEO forfeiture and employee retention awards are reflected in the tables below. Total stock-based compensation expense was as follows:Three months ended September 30,Nine months ended September 30,2024202320242023Stock-based compensation\$5,262A \$36,614A \$88,103A \$88,751A Stock-based compensation, net of income taxes\$1,058A \$31,065A \$69,160A \$74,966A Total capitalized stock-based compensation included in leasehold improvements, property and equipment, net on the condensed consolidated balance sheets\$602A \$813A \$2,200A \$2,194A Excess tax benefit on stock-based compensation recognized in provision for income taxes on the condensed consolidated statements of income and comprehensive income\$3,073A \$994A \$19,161A \$23,004A . SOSARsA summary of SOSAR award activity was as follows (in thousands, except per share data): SharesVested-Average Exercise Price perShareWeighted-Average RemainingContractual Life (Years)Aggregate Intrinsic ValueOutstanding, January 1, 202414,738\$26.05\$290,156Granted2,484\$5.98Exercised(4,012)20.61Forfeited (1,733)38.49Outstanding, September 30, 202411,477\$31.904,10295,564Exercisable, September 30, 20245,084\$23.392,391\$74,018Vested and expected to vest, September 30, 202410,911\$31.414,02286,376RSUsA summary of RSU award activity was as follows (in thousands, except per share data): SharesWeighted-Average Grant Date Fair Valueper ShareOutstanding, January 1, 20244,004\$32.08A Granted2,578\$53.63A Vested(906)31.95A Forfeited(260)38.92A Outstanding, September 30, 20244,416\$44.29A Vested and expected to vest, September 30, 20243,875\$44.06A PSUsA summary of PSU award activity was as follows (in thousands, except per share data): SharesWeighted-Average Grant Date Fair Valueper ShareOutstanding, January 1, 20242,794\$31.24Granted849\$52.77Vested(777)29.59Forfeited(838)37.88Outstanding, September 30, 20242,028\$38.15Vested and expected to vest, September 30, 2024*3,580\$37.91*The vested and expected to vest total above represents outstanding base PSUs, adjusted for expected payout amounts in line with current and future estimated performance levels. X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: [http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContent>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(h\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration XML 29 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes 9 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] A Income Taxes Income TaxesThe effective income tax rate for the three months ended SeptemberA 30, 2024, was 22.9%, a decrease from an effective income tax rate of 24.2% for the three months ended SeptemberA 30, 2023. The decrease was primarily driven by reductions to nondeductible expenses, the release of income tax reserves, and additional tax benefits related to option exercises and equity vesting, partially offset with a decrease in return to provision benefit in the comparable period.The effective income tax rate for the nine months ended SeptemberA 30, 2024 and 2023, was 23.5%, and primarily differed from the 21% U.S. federal statutory income tax rate due to the effects of state income taxes and nondeductible expenses, partially offset by the tax benefits on option exercises and equity vesting. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12C>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12B>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SAB Topic 6.1.5.Q1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SAB Topic 6.1.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-599-1)Reference 7: <http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.4-08\(h\)\(2\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-599-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-599-1)Reference 9: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContent>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 2 -Subparagraph \(SAB Topic 11.C\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-599-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-599-2)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2) + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 30 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Leases 9 Months Ended Sep. 30, 2024 Leases [Abstract] A Leases LeasesThe majority of our operating leases consist of restaurant locations and office space. We determine if a contract contains a lease at inception. Our leases generally have remaining terms of 1-20 years and most include options to extend the leases for additional 5-year periods. Generally, the lease term is the minimum of the non-cancelable period of the lease or the lease term inclusive of reasonably certain renewal periods up to a term of 20 years.Supplemental disclosures of cash flow information related to leases were as follows:Three months ended September 30,Nine months ended September 30,2024202320242023Cash paid for operating lease liabilities\$117,424A \$105,416A \$344,725A \$312,214A Operating lease assets obtained in exchange for operating lease liabilities\$247,977A \$185,519A \$570,775A \$438,510A Derecognition of operating lease assets due to terminations or impairment\$110A \$1,232A \$1,535A \$6,391A X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/842-20/tableOfContent> + Details Name: us-gaap_LesseeOperatingLeasesTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 31 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings Per Share 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] A Earnings Per Share Earnings Per Share The following table sets forth the computations of basic and diluted earnings per share (in thousands, except per share data):Three months ended September 30,Nine months ended September 30,2024202320242023Net incomes\$387,388A \$313,217A \$1,202,346A \$946,651A Shares:Weighted-average number of common shares outstanding (for basic calculation)1,367,038A 1,377,525A 1,370,671A 1,379,640A Dilutive stock awards\$7,567A \$6,537A \$4,828A \$7,294A Weighted-average number of common shares outstanding (for diluted calculation)1,374,605A 1,384,062A 1,379,099A 1,386,934A Basic earnings per share\$0.28A \$0.23A \$0.88A \$0.69A Diluted earnings per share\$0.28A \$0.23A \$0.87A \$0.68A The following stock awards were excluded from the calculation of diluted earnings per share:Three months ended September 30,Nine months ended September 30,2024202320242023Stock awards subject to performance conditions2,082,8012,4372,684Stock awards that were antidilutive2,3463,0322,3904,674Total stock awards excluded from diluted earnings per share4,375,8334,827,7358 X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification>

-Section 50 - Paragraph 1 - Subparagraph (c) - Publisher FASB -URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 - SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 - Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 4 - Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap EarningsPerShareTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 32 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] A Commitments and Contingencies Commitments and ContingenciesPurchase Obligations We enter into various purchase obligations in the ordinary course of business, generally of a short-term nature. Those that are binding primarily relate to commitments for food purchases and supplies, capital projects, corporate assets, information technology, marketing initiatives and corporate sponsorships, and other miscellaneous items.LitigationWe are involved in various claims and legal actions, such as wage and hour, wrongful termination and other employment-related claims, slip and fall and other personal injury claims, advertising and consumer claims, privacy claims, and lease, construction and other commercial disputes, that arise in the ordinary course of business, some of which may be covered by insurance. The outcomes of these actions are not predictable, but we do not believe that the ultimate resolution of any pending or threatened actions of these types will have a material adverse effect on our financial position, results of operations, liquidity, or capital resources. However, if there is a significant increase in the number of these claims, or if we incur greater liabilities than we currently anticipate under one or more claims, it could materially and adversely affect our business, financial condition, results of operations and cash flows.Accrual for Estimated LiabilityIn relation to various legal matters, we had an accrued legal liability balance of $14,958 and $7,640 included within accrued liabilities on the condensed consolidated balance sheets as of September 30, 2024 and December 31, 2023, respectively. X - ReferencesNo definition available. + Details Name: us-gaap CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: <a href=)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 4 - Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 4 - Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 4 - Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 6 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 33 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Debt 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] A Debt DebtAs of September 30, 2024, we had a $500,000 revolving credit facility with JPMorgan Chase Bank (a) as administrative agent. Borrowings on the credit facility bear interest at a rate equal to the Secured Overnight Financing Rate (a) plus 1.475%, which is subject to increase due to changes in our total leverage ratio as defined in the credit agreement. We are also obligated to pay a commitment fee of 0.175% per year for unused amounts under the credit facility, which also may increase due to changes in our total leverage ratio. Further, we are subject to certain covenants defined in the credit agreement, which include maintaining a total leverage ratio of less than 3.0x, maintaining a consolidated fixed charge coverage ratio of greater than 1.5x, and limiting us from incurring additional indebtedness in certain circumstances. We had no outstanding borrowings under the credit facility and were in compliance with all covenants as of September 30, 2024 and December 31, 2023, respectively. X - ReferencesNo definition available. + Details Name: us-gaap DebtDisclosureAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: <a href=)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 6 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(a\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(a\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(a\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1B -Subparagraph \(h\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(SX 210.4-08\)\(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (SX 210.4-08)(c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-50-1)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 - Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 - Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2)Reference 12: <http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1B -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1B -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1C -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1C -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1C -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1E -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 11 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 20: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 11 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 21: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 11 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 11 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1) + Details Name: us-gaap DebtDisclosureTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 34 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Related Party Transactions 9 Months Ended Sep. 30, 2024 Related Party Transactions [Abstract] A Related Party Transactions Related Party TransactionsAs of September 30, 2024, we owned approximately 13.8% of the common stock outstanding of Tractor. As we are a significant customer of Tractor and maintain board representation, we are accounting for our investment under the equity method. Accordingly, we have identified Tractor as a related party. We purchase product from the supplier for sale to customers in our restaurants. During the three months ended September 30, 2024 and 2023, purchases from the supplier were \$13,788 and \$12,509, respectively. During the nine months ended September 30, 2024 and 2023, purchases from the supplier were \$38,754 and \$32,682, respectively. We are an investor in Vebu Inc. (a) (a), a developer of restaurant automation technology. As we are a significant customer of Vebu and maintain board representation, we have determined that Vebu is a related party. Our investment, which is comprised of preferred shares, is accounted for as a non-marketable equity investment and is included within long-term investments on the condensed consolidated balance sheet. During the three months ended September 30, 2024 and 2023, purchases from Vebu were \$545 and \$248, respectively. During the nine months ended September 30, 2024 and 2023, purchases from Vebu were \$545 and \$991, respectively. X - ReferencesNo definition available. + Details Name: us-gaap RelatedPartyTransactionsAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-5>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 - Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-6>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 - Paragraph 2 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 - Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 - Paragraph 2 -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 - Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - 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Paragraph 1 - Subparagraph (SX 210.6-07(2)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-50-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(SX 210.6-07\(2\)\(e\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (SX 210.6-07(2)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-50-1)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6](http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/850/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1) + Details Name: us-gaap RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 35 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Pay vs Performance Disclosure - USD (\$) \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Pay vs Performance Disclosure A A A A A A A A Net income \$ 387,388 \$ 455,671 \$ 359,287 \$ 313,217 \$ 341,790 \$ 291,644 \$ 1,202,346 \$ 946,651 X - ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6](http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd PvpTable Namespace Prefix: ecd Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: <a href=)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 2 -Subparagraph \(SX 210.5-03\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-50-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-50-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph \(SX 210.4-08\)\(g\)\(1\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 1 - Subparagraph (SX 210.4-08)(g)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-50-1)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 28 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 9: <http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - 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Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 - Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8)

http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04)(18) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07)(9) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09)(1)(d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01)(a)(4)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01)(a)(4)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01)(a)(4)(iii)(A) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01)(a)(4)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01)(a)(5) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02)(a)(4)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02)(a)(4)(iii)(A) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02)(a)(4)(iii)(B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02)(a)(4)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02)(a)(5) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04)(22) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap NetIncomeLoss Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration XML 36 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 Trading Arrangements, by Individual A Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmtdFlag Namespace Prefix: ecd Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmtdFlag Namespace Prefix: ecd Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTabl Namespace Prefix: ecd Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 37 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Basis of Presentation and Update to Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] A Recently Issued Accounting Standards In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting* (Topic 280): Improvements to Reportable Segment Disclosure. *ASU* updates reportable segment disclosure requirements, primarily through requiring enhanced disclosures about significant segment expenses and information used to assess segment performance. The amendments do not change how segments are determined, aggregated, or how thresholds are applied to determine reportable segments. We expect to adopt the guidance in our annual report on Form 10-K for the year ending December 31, 2024 and thereafter. We are currently evaluating the impact of adopting this ASU on our disclosures and do not expect the adoption of this guidance to have a material impact on our consolidated financial statements. In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes* (Topic 740): Improvements to Income Tax Disclosures. *ASU* includes amendments requiring enhanced income tax disclosures, primarily related to standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The guidance is effective for fiscal years beginning after December 15, 2024, with early adoption permitted, and should be applied either prospectively or retrospectively. We are currently evaluating the impact of adopting this ASU on our disclosures. In March 2024, the Securities and Exchange Commission ("SEC") issued its final climate disclosure rules. The rules require disclosure of climate-related information outside of the audited financial statements and disclosure in the footnotes addressing specified financial statement effects of severe weather events and other natural conditions above certain financial thresholds, certain carbon offsets and renewable energy credits or certificates, if material. Disclosure requirements will begin phasing in for fiscal years beginning on or after January 1, 2025. On April 4, 2024, the SEC determined to voluntarily stay the effective date of the final rules pending certain legal challenges. We are currently evaluating the impact of adopting the new rules and intend to include the updated climate-related disclosures in our filings when required. We reviewed all other recently issued accounting pronouncements and concluded that they were either not applicable or not expected to have a significant impact to the condensed consolidated financial statements. X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap OrganizationConsolidationAndPresentationOffinancialStatementsAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration XML 38 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Recognition (Tables) 9 Months Ended Sep. 30, 2024 Revenue from Contract with Customer [Abstract] A Schedule of Liability Included in Unearned Revenue The gift card liability included in unearned revenue on the condensed consolidated balance sheets was as follows: September 30,2024December 31,2023Gift card liability\$130,813A \$164,930A Schedule of Revenue Recognized from Liability Balances Revenue recognized from the redemption of gift cards that was included in unearned revenue at the beginning of the year was as follows:Three months ended September 30,Nine months ended September 30,2024202320242023Revenue recognized from gift card liability balance at the beginning of the years\$6,906A \$6,481A \$64,104A \$56,402A Schedule of Changes in Liability Balance Changes in our Chipotle Rewards liability included in unearned revenue on the condensed consolidated balance sheets were as follows:Three months ended September 30,Nine months ended September 30,2024202320242023Chipotle Rewards liability, beginning balance\$49,183A \$40,923A \$44,750A \$38,057A Revenue deferred\$39,792A \$32,947A \$120,024A \$95,672A Revenue recognized\$(39,500)\$(32,794)\$(115,299)\$(92,653)Chipotle Rewards liability, ending balance\$49,475A \$41,076A \$49,475A \$41,076A X - DefinitionSummaryOf Liability Included In Unearned Revenue [Table Text Block] + ReferencesNo definition available. + Details Name: cmg SummaryOfLiabilityIncludedInUnearnedRevenueTableTextBlock Namespace Prefix: cmg Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of receivable, contract asset, and contract liability from contract with customer. Includes, but is not limited to, change in contract asset and contract liability. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10 + Details Name: us-gaap ContractWithCustomerAssetAndLiabilityTableTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - Definition

us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the number and weighted-average exercise prices (or conversion ratios) for stock appreciation rights awards that were outstanding at the beginning and end of the year, and the number of stock appreciation rights awards that were granted, exercised or converted, forfeited, and expired during the year. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2+Details](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2+Details) Name: us-gaap ScheduleOfShareBasedCompensationStockAppreciationRightsAwardActivityTableTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of number and weighted-average grant date fair value for nonvested performance shares. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Subparagraph \(c\)-Paragraph 2-SubTopic 10-Topic 718-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2+Details](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Subparagraph (c)-Paragraph 2-SubTopic 10-Topic 718-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2+Details) Name: us-gaap ShareBasedCompensationPerformanceSharesAwardUnvestedActivityTableTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 42 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Leases (Tables) 9 Months Ended Sep. 30, 2024 Leases [Abstract] A Schedule of Supplemental Cash Flow Related to Leases Supplemental disclosures of cash flow information related to leases were as follows:Three months ended September 30,Nine months ended September 30,202420232022Cash paid for operating lease liabilities\$117,424A \$105,416A \$344,725A \$312,214A Operating lease assets obtained in exchange for operating lease liabilities\$247,977A \$185,519A \$570,775A \$438,510A Derecognition of operating lease assets due to terminations or impairment\$110A \$1,232A \$1,535A \$6,391A X - DefinitionScheduleOf Supplemental Cash Flow Related To Leases [Table Text Block] + ReferencesNo definition available. + Details Name: cmg ScheduleOfSupplementalCashFlowRelatedToLeasesTableTextBlock Namespace Prefix: cmg Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionScheduleOf Supplemental Cash Flow Related To Leases [Table Text Block] + ReferencesNo definition available. + Details Name: us-gaap LeasesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemBalance Type: na Period Type: duration XML 43 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings Per Share (Tables) 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] A Schedule of Basic and Diluted Earnings Per Share The following table sets forth the computations of basic and diluted earnings per share (in thousands, except per share data):Three months ended September 30,Nine months ended September 30,202420232022Net income\$387,388A \$313,217A \$1,202,346A \$946,651A Shares:Weighted-average number of common shares outstanding (for basic calculation)1,367,038A 1,377,525A 1,370,671A 1,379,640A Dilutive stock awards7,567A 6,537A 8,428A 7,294A Weighted-average number of common shares outstanding (for diluted calculation)1,374,605A 1,384,062A 1,379,099A 1,386,934A Basic earnings per share\$0.28A \$0.23A \$0.88A \$0.69A Diluted earnings per share\$0.28A \$0.23A \$0.87A \$0.68A The following stock awards were excluded from the calculation of diluted earnings per share:Three months ended September 30,Nine months ended September 30,202420232022Stock awards subject to performance conditions2,028,801A 2,437,684A Stock awards that were antidilutive2,346,032A 2,390,467A Total stock awards excluded from diluted earnings per share4,375,833A 8,277,358 X - ReferencesNo definition available. + Details Name: us-gaap EarningsPerShareAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemBalance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1+Details](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1+Details) Name: us-gaap ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemBalance Type: na Period Type: duration XML 44 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Basis of Presentation and Update to Accounting Policies (Details) 9 Months Ended Jun. 26, 2024 Sep. 30, 2024 region segment restaurant \$ / shares Dec. 31, 2023 \$ / shares Product Information [Line Items] A A Number of restaurants A 3,615 A Number of regions | region A 9 A Number of reportable segments | segment A 1 A Stock split, conversion ratio 50 A A Common stock, par value (in usd per share) | \$ / shares A \$ 0.01 A United States | Chipotle A A Product Information [Line Items] A A Number of restaurants A 3,540 A International | Licensed Units A A Product Information [Line Items] A A Number of restaurants A 2 A International | Chipotle A A Product Information [Line Items] A A Number of restaurants A 75 A X - DefinitionThe number of regions by which the Company manages its operations. + ReferencesNo definition available. + Details Name: cmg NumberOfRegionsInWhichEntityOperates Namespace Prefix: cmg Data Type: xbrli:integerItemBalance Type: na Period Type: duration X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-50-1+Details](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-50-1+Details) Name: us-gaap CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionNumber of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements. + ReferencesReference 1: [http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 2: http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 18-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-18+Details](http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 2: http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 18-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-18+Details) Name: us-gaap NumberOfReportableSegments Namespace Prefix: us-gaap Data Type: xbrli:integerItemBalance Type: na Period Type: duration X - DefinitionRepresents the number of restaurants. + ReferencesNo definition available. + Details Name: us-gaap NumberOfRestaurants Namespace Prefix: us-gaap Data Type: xbrli:integerItemBalance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap ProductInformationLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItemBalance Type: na Period Type: duration X - DefinitionRatio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 4-Subparagraph \(SAB Topic 4.C\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-4+Details](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 4-Subparagraph (SAB Topic 4.C)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-4+Details) Name: us-gaap StockholdersEquityNoteStockSplitConversionRatio1 Namespace Prefix: us-gaap Data Type: xbrli:pureItemBalance Type: na Period Type: duration X - Details Name: srt ProductOrServiceAxis=cmg ChipotleMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap GeographicDistributionAxis=us-gaap GeographicDistributionForeignMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap FranchisorDisclosureAxis=cmg LicensedUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 45 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Recognition (Narrative) (Details) 9 Months Ended Sep. 30, 2024 Disaggregation of Revenue [Line Items] A Majority gift card breakage revenue recognition period 1 year Earned points expiration period for inactivity 6 months Minimum A Disaggregation of Revenue [Line Items] A Earned rewards, expiration period 1 month Maximum A Disaggregation of Revenue [Line Items] A Earned rewards, expiration period 2 months X - DefinitionEarned points expiration period for inactivity. + ReferencesNo definition available. + Details Name: cmg EarnedPointsExpirationPeriodForInactivity Namespace Prefix: cmg Data Type: xbrli:durationItemBalance Type: na Period Type: duration X - DefinitionEarned rewards, expiration period. + ReferencesNo definition available. + Details Name: cmg EarnedRewardsExpirationPeriod Namespace Prefix: cmg Data Type: xbrli:durationItemBalance Type: na Period Type: duration X - DefinitionMajority gift card breakage revenue recognition period. + ReferencesNo definition available. + Details Name: cmg MajorityGiftCardBreakageRevenueRecognitionPeriod Namespace Prefix: cmg Data Type: xbrli:durationItemBalance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1:

customer for which consideration from customer has been received or is due. + ReferencesNo definition available. + Details Name: cmg_ContractWithCustomerLiabilityRevenueDeferred
Namespace Prefix: cmg_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of obligation to transfer good or service to customer for which
consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting
Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic
606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference
3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI
https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance
Type: credit Period Type: instant X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which
consideration from customer has been received or is due. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards
Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-
gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name:
srt_ProductOrServiceAxis=cmg_ChipotleRewardsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value
Measurements (Details) - USD (\$) in Thousands Sep. 30, 2024 Dec. 31, 2023 Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Á Á Cash \$ 698,547 \$ 560,609
Total adjusted cost 2,190,978 1,812,923 Unrealized Gains 13,140 5,654 Unrealized Losses 104 4,258 Fair value, subtotal 2,204,014 1,814,319 Current Investments 668,676 734,838 Long-term
Investments 823,988 518,624 Fair Value, Inputs, Level 1 Á Á Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Á Á Cash 622,772 432,151 Total adjusted cost
2,093,809 1,652,564 Unrealized Gains 12,907 4,365 Unrealized Losses 87 4,090 Fair value, subtotal 2,106,629 1,652,839 Current Investments 663,970 731,339 Long-term Investments 807,067
489,074 Fair Value, Inputs, Level 3 Á Á Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Á Á Adjusted cost 21,394 391 Unrealized Gains 233 1,289
Unrealized Losses 17 168 Fair Value 21,610 33,022 Current Investments 4,706 3,499 Long-term Investments 16,921 29,550 U.S. Treasury securities | Fair Value, Inputs, Level 1 Á Á Fair
Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Á Á Adjusted cost 1,422,910 1,200,658 Unrealized Gains 12,552 4,352 Unrealized Losses 87 4,083 Fair Value
1,435,375 1,200,927 Current Investments 634,119 731,339 Long-term Investments 788,791 469,319 Corporate debt securities | Fair Value, Inputs, Level 1 Á Á Fair Value, Balance Sheet
Grouping, Financial Statement Captions [Line Items] Á Á Adjusted cost 48,127 19,755 Unrealized Gains 355 13 Unrealized Losses 0 7 Fair Value 48,482 19,761 Current Investments 29,851 Á
Long-term Investments 18,276 19,755 Corporate debt securities | Fair Value, Inputs, Level 3 Á Á Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Á Á Adjusted
cost 16,801 17,401 Unrealized Losses 17 27 Fair Value 16,784 17,374 Current Investments 1,600 999 Long-term Investments 15,201 16,402 Notes receivable | Fair Value, Inputs, Level 3 Á Á
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Á Á Adjusted cost 4,593 14,500 Unrealized Gains 233 1,289 Unrealized Losses 141 Fair Value 4,826 15,648
Current Investments 3,106 2,500 Long-term Investments 1,720 13,148 Cash Á Á Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Á Á Cash 75,775 128,458
Money market funds | Fair Value, Inputs, Level 1 Á Á Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Á Á Cash 545,215 355,872 Time deposits | Fair Value,
Inputs, Level 1 Á Á Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Á Á Cash \$ 77,557 \$ 76,279 X - DefinitionCash And Cash Equivalents At Carrying Value
And Debt Securities, Held-to-Maturity, Amortized Cost + ReferencesNo definition available. + Details Name:
cmg_CashAndCashEquivalentsAtCarryingValueAndDebtSecuritiesHeldToMaturityAmortizedCost Namespace Prefix: cmg_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type:
instant X - DefinitionCash And Cash Equivalents At Carrying Value And Debt Securities, Held-to-Maturity, Fair Value + ReferencesNo definition available. + Details Name:
cmg_CashAndCashEquivalentsAtCarryingValueAndDebtSecuritiesHeldToMaturityFairValue Namespace Prefix: cmg_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type:
instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of
demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of
changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1:
http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI
https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -
Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards
Codification -Section 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-
gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent
financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo
definition available. + Details Name: us-gaap_FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItemBalance Type:
na Period Type: duration X - DefinitionAmount, before allowance for credit loss, of investment in debt security measured at amortized cost (held-to-maturity). + ReferencesReference 1:
http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Publisher FASB -URI
https://asc.fasb.org/1943274/2147481962/310-10-50-7AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -
Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name
Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5Reference 4:
http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI
https://asc.fasb.org/1943274/2147479319/326-20-50-14 + Details Name: us-gaap_HeldToMaturitySecurities Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit
Period Type: instant X - DefinitionAmount of accumulated unrecognized gain on investment in debt security measured at amortized cost (held-to-maturity). + ReferencesReference 1:
http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI
https://asc.fasb.org/1943274/2147481800/320-10-50-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -
Paragraph 5A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A + Details Name: us-
gaap_HeldToMaturitySecuritiesAccumulatedUnrecognizedHoldingGain Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X -
DefinitionAmount of accumulated unrealized loss on investment in debt security measured at amortized cost (held-to-maturity). + ReferencesReference 1: http://fasb.org/us-
gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI
https://asc.fasb.org/1943274/2147481800/320-10-50-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -
Paragraph 5A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5A + Details Name: us-
gaap_HeldToMaturitySecuritiesAccumulatedUnrecognizedHoldingLoss Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X -
DefinitionAmount, before allowance for credit loss, of investment in debt security measured at amortized cost (held-to-maturity), classified as current. + ReferencesReference 1:
http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI
https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -
Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -
SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-2 + Details Name: us-
gaap_HeldToMaturitySecuritiesCurrent Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value of investment in debt
security measured at amortized cost (held-to-maturity). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards
Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -
Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 3:
http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (aa) -Publisher FASB -URI
https://asc.fasb.org/1943274/2147481800/320-10-50-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99
-Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic
320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-
5AReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(6)) -
Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_HeldToMaturitySecuritiesFairValue Namespace Prefix: us-gaap_Data Type:
xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, before allowance for credit loss, of investment in debt security measured at amortized cost (held-to-
maturity), classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -
Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name
Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-5Reference 3:
http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI
https://asc.fasb.org/1943274/2147481830/320-10-45-2 + Details Name: us-gaap_HeldToMaturitySecuritiesNoncurrent Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance
Type: debit Period Type: instant X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel1Member Namespace Prefix: Data Type: na Balance Type:
Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: X -
Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-
gaap_FinancialInstrumentAxis=cmg_NoteReceivableMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-
gaap_CashMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-gaap_MoneyMarketFundsMember Namespace
Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-gaap_BankTimeDepositsMember Namespace Prefix: Data Type: na Balance Type:
Period Type: XML 50 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Equity Investments (Schedule of Equity Investments) (Details) - USD (\$) in Thousands Sep. 30, 2024 Dec. 31, 2023
Investments, Debt and Equity Securities [Abstract] Á Á Equity method investments \$ 29,401 \$ 8,896 Other investments 68,499 45,864 Total \$ 97,900 \$ 54,760 X - DefinitionEquity Investments
+ ReferencesNo definition available. + Details Name: cmg_EquityInvestments Namespace Prefix: cmg_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X -
DefinitionThis item represents the carrying amount on the entity's balance sheet of its investment in common stock of an equity method investee. 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -
Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name
Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3:
http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI
https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -
Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic
210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-
S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 25 -Subparagraph (a) -Publisher FASB
-URI https://asc.fasb.org/1943274/2147482810/280-10-50-25 + Details Name: us-gaap_EquityMethodInvestments Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type:
debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap_Data Type:
xbrli:stringItemBalance Type: na Period Type: duration X - DefinitionAmount of investments classified as other. + ReferencesReference 1:
http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(12)) -Publisher
FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification
-Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(3)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_OtherInvestments
Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 51 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Equity Investments (Narrative)
(Details) - USD (\$) shares in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Schedule of Equity Method Investments [Line Items] Á Á Á
Á Carrying value \$ 29,401,000 \$ 29,401,000 Á \$ 8,896,000 Long-term investments \$ 892,487,000 \$ 892,487,000 Á \$ 564,488,000 Tractor Á Á Á Schedule of Equity Method Investments
[Line Items] Á Á Á Investment shares owned (in shares) 6,487 6,487 Á 4,325 Ownership percentage 13.80% 13.80% Á Á Cash consideration \$ 14,872,000 \$ 14,872,000 Á Á Equity
method investment, impairment Á 0 \$ 0 Á Carrying value \$ 19,401,000 \$ 19,401,000 Á \$ 8,896,000 Hyphen Technologies, Inc. Á Á Á Schedule of Equity Method Investments [Line Items]
Á Á Á Investment shares owned (in shares) 5,819 5,819 Á Á Investment owned, cost \$ 15,000,000 \$ 15,000,000 Á Á Investment owned, cost (in shares) 2,746 Á Á Investment shares
converted (in shares) 3,073 Á Á Á Investment, recognized gain \$ 4,635,000 Á Á Á Investment, recognized cumulative gain \$ 6,782,000 Á Á Long-term investments \$ 31,782,000 \$
31,782,000 Á Á Nuro Á Á Á Schedule of Equity Method Investments [Line Items] Á Á Á Investment shares owned (in shares) 766 766 Á Á Investment, recognized cumulative gain Á \$
5,968,000 Á Á Long-term investments \$ 15,968,000 15,968,000 Á 15,968,000 Cultivate Fund Á Á Á Schedule of Equity Method Investments [Line Items] Á Á Á Long-term investments
\$ 20,749,000 \$ 20,749,000 Á \$ 21,221,000 X - DefinitionInvestment Owned, Balance, Shares, Increase (Decrease) + ReferencesNo definition available. + Details Name:
cmg_InvestmentOwnedBalanceSharesIncreaseDecrease Namespace Prefix: cmg_Data Type: xbrli:sharesItemBalance Type: na Period Type: duration X - DefinitionInvestment Owned,
Converted, Shares + ReferencesNo definition available. + Details Name: cmg_InvestmentOwnedConvertedShares Namespace Prefix: cmg_Data Type: xbrli:sharesItemBalance Type: na
Period Type: duration X - DefinitionThis element represents the aggregate cost of investments accounted for under the equity method of accounting. + ReferencesReference 1:
http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(12)) -Publisher FASB -URI
https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_EquityMethodInvestmentAggregateCost Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType

Balance Type: debit Period Type: instant X - DefinitionAmount of other-than-temporary decline in value that has been recognized against investment accounted for under equity method of accounting. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481664/323-10-45-1> + Details Name: us-gaap_EquityMethodInvestmentOtherThanTemporaryImpairment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3) + Details Name: us-gaap_EquityMethodInvestmentOwnershipPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionThis item represents the carrying amount on the entity's balance sheet of its investment in common stock of an equity method investee. 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. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481664/323-10-45-1>Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(10\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-50-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(10))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-50-1)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 25-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-25](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 25-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-25) + Details Name: us-gaap_EquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of realized gain from sale of investment in equity security measured at fair value with change in fair value recognized in net income (FV-NI). + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 321-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147479536/321-10-50-4> + Details Name: us-gaap_EquitySecuritiesFvNIRealizedGain Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionCost of the investment. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 55-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147477439/946-210-55-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6)Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147479168/946-830-55-12>Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-03\(d\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479886/946-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-03(d))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479886/946-10-50-3)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.12-12\(Column C\)\(Footnote 8\)\(a\)\(3\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477271/946-320-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.12-12(Column C)(Footnote 8)(a)(3))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477271/946-320-50-1)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.12-12\(Column C\)\(Footnote 11\)\(a\)\(3\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477271/946-320-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.12-12(Column C)(Footnote 11)(a)(3))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477271/946-320-50-3)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 6-Subparagraph \(SX 210.12-14\(Column F\)\(Footnote 5\)\(](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name Accounting Standards Codification-Section S99-Paragraph 6-Subparagraph (SX 210.12-14(Column F)(Footnote 5)(a))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477271/946-320-50-6)

0.00% Â Maximum | Performance Shares | Vesting Period One Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Targeted number of shares, quantity that will vest, percentage Â Â 300.00% Â X - DefinitionTargeted Number of Shares, Quantity that Will Vest, Percentage + ReferencesNo definition available. + Details Name: cmg_TargetedNumberOfSharesQuantityThatWillVestPercentage Namespace Prefix: cmg_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of noncash expense (reversal of expense) for employee benefits and share-based payment arrangement. Includes, but is not limited to, pension, other postretirement, postemployment and termination benefits. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28> + Details Name: us-gaap_EmployeeBenefitsAndShareBasedCompensationNoncash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPeriod over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDnTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition. + ReferencesReference 1: <http://www.xbrli.org/2003/role/exampleRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480483/718-10-35-1D>Reference 2: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480483/718-10-35-3>Reference 3: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 4: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 5: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 6: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 7: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 8: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 9: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 10: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 11: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 12: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 13: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 14: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 15: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 16: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 17: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 18: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 19: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 20: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 21: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 22: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 23: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 24: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 25: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 26: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 27: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 28: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemBalance Type: na Period Type: duration X - DefinitionAmount of cost expensed and capitalized for award under share-based payment arrangement. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardCompensationCost1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemBalance Type: debit Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=cmg_StockOptionsStockAppreciationRightsSOSARsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_TitleOfIndividualAxis=srt_ExecutiveOfficerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheThreeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_PerformanceSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation (Schedule of Stock-Based Compensation Expense) (Details) - USD (\$) in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2023 Sep. 30, 2023 Share-Based Payment Arrangement [Abstract] Â Â Â Stock-based compensation \$ 5,262 \$ 36,614 \$ 88,103 \$ 88,751 Stock-based compensation, net of income taxes (1,058) 31,065 69,160 74,966 Total capitalized stock-based compensation included in leasehold improvements, property and equipment, net on the condensed consolidated balance sheets 602 813 2,200 2,194 Excess tax benefit on stock-based compensation recognized in provision for income taxes on the condensed consolidated statements of income and comprehensive income \$ 3,073 \$ 994 \$ 19,161 \$ 23,004 X - DefinitionExcess tax benefit or deficiency recorded to the provision for income taxes in the consolidated statement of income, instead of additional paid-in capital in the consolidated statement of income. Additionally, excess tax benefits will be classified as operating activities in the consolidated statement of cash flow. + ReferencesNo definition available. + Details Name: cmg_ExcessTaxBenefitOnStockBasedCompensationRecognizedInProvisionForIncomeTaxes Namespace Prefix: cmg_ Data Type: xbrli:monetaryItemBalance Type: credit Period Type: duration X - DefinitionAmount, after tax, of expense for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_AllocatedShareBasedCompensationExpenseNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemBalance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemBalance Type: na Period Type: duration X - DefinitionAmount of cost capitalized for award under share-based payment arrangement. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemBalance Type: debit Period Type: duration X - DefinitionAmount of cost expensed and capitalized for award under share-based payment arrangement. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardCompensationCost1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemBalance Type: debit Period Type: duration XML 55 R40.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation (Schedule of SOSAR Award Activity) (Details) - Stock Options Stock Appreciation Rights \$ / shares in Units, shares in Thousands, \$ in Thousands 9 Months Ended Sep. 30, 2024 USD (\$) \$ / shares shares Shares Â Outstanding, beginning balance (in shares) | shares 14,738 Granted (in shares) | shares 2,484 Exercised (in shares) | shares (4,012) Forfeited (in shares) | shares (1,733) Outstanding, ending balance (in shares) | shares 11,477 Exercisable, ending balance (in shares) | shares 5,084 Vested and expected to vest, ending balance (in shares) | shares 10,911 Weighted-Average Exercise Price per Share Â Outstanding, beginning balance (in usd per share) | \$ / shares 26.05 Granted (in usd per share) | \$ / shares 52.98 Exercised (in usd per share) | \$ / shares 20.61 Forfeited (in usd per share) | \$ / shares 38.49 Outstanding, ending balance (in usd per share) | \$ / shares 31.90 Exercisable, ending balance (in usd per share) | \$ / shares 23.39 Vested and expected to vest, ending balance (in usd per share) | \$ / shares 31.41 Weighted-Average Remaining Contractual Life (Years) Â Outstanding, September 30, 2024 4 years 1 month 6 days Exercisable, September 30, 2024 2 years 4 months 20 days Vested and expected to vest, September 30, 2024 4 years 7 days Aggregate Intrinsic Value Â Outstanding, January 1, 2024 | \$ \$ 290,156 Outstanding, September 30, 2024 | \$ 295,564 Exercisable, September 30, 2024 | \$ 174,018 Vested and expected to vest, September 30, 2024 | \$ 286,376 X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable, Aggregate Intrinsic Value + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableAggregateIntrinsicValue Namespace Prefix: cmg_ Data Type: xbrli:monetaryItemBalance Type: debit Period Type: instant X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable, Number + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableNumber Namespace Prefix: cmg_ Data Type: xbrli:sharesItemBalance Type: na Period Type: instant X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable, Weighted Average Exercise Price + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableWeightedAverageExercisePrice Namespace Prefix: cmg_ Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Exercisable, Weighted Average Remaining Contractual Term + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableWeightedAverageRemainingContractualTerm Namespace Prefix: cmg_ Data Type: xbrli:durationItemBalance Type: na Period Type: duration X - DefinitionShare-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Exercises in Period, Weighted Average Exercise Price + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: cmg_ Data Type: dtr-types:perShareItemBalance Type: na Period Type: duration X - DefinitionShare-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Forfeited, Weighted Average Exercise Price + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: cmg_ Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Aggregate Intrinsic Value + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsVestedAndExpectedToVestAggregateIntrinsicValue Namespace Prefix: cmg_ Data Type: xbrli:monetaryItemBalance Type: debit Period Type: instant X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Number + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsVestedAndExpectedToVestNumber Namespace Prefix: cmg_ Data Type: xbrli:sharesItemBalance Type: na Period Type: instant X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity Instruments, Vested And Expected To Vest, Weighted Average Exercise Price + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsVestedAndExpectedToVestWeightedAverageExercisePrice Namespace Prefix: cmg_ Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Non-Option Equity

struments, Vested And Expected To Vest, Weighted Average Remaining Contractual Term + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsVestedAndExpectedToVestWeightedAverageRemainingContractualTerm Namespace Prefix: cmg Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for equity-based awards excluding options, in 'PnYnMndTnHnMns' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsOutstandingWeightedAverageRemainingContractualTerms Namespace Prefix: us-gaap Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - DefinitionNumber of non-option equity instruments exercised by participants. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -SubTopic 10 -Topic 718 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionNumber of shares under non-option equity instrument agreements that were either cancelled or expired. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeituresAndExpirations Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionNet number of non-option equity instruments granted to participants. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -SubTopic 10 -Topic 718 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionNumber of equity instruments other than options outstanding, including both vested and non-vested instruments. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingRollForward Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionIntrinsic value of outstanding award under share-based payment arrangement. Excludes share and unit options. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueOutstanding Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - Details Name: us-gaap_AwardTypeAxis=cmg_StockOptionsStockAppreciationRightsSOSARsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R41.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation (Schedule of Non-Vested Stock Awards (RSUs) Activity) (Details) -Restricted Stock Units (RSUs) 9 Months Ended Sep. 30, 2024 \$ / shares shares Shares A Beginning balance (in shares) | shares 3,004,000 Granted (in shares) | shares 2,578,000 Vested (in shares) | shares (906,000) Forfeited (in shares) | shares (260,000) Ending balance (in shares) | shares 4,416,000 Vested and expected to vest, ending balance (in shares) | shares 3,875,000 Weighted-Average Grant Date Fair Value per Share A Beginning balance (in usd per share) | \$ / shares 32.08 Granted (in usd per share) | \$ / shares 53.63 Vested (in usd per share) | \$ / shares 31.95 Forfeited (in usd per share) | \$ / shares 38.92 Ending balance (in usd per share) | \$ / shares 44.29 Vested and expected to vest, ending balance (in usd per share) | \$ / shares 44.06 X - DefinitionShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested And Expected To Vest, Number + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedAndExpectedToVestNumber Namespace Prefix: cmg Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested And Expected To Vest, Weighted Average Grant Date Fair Value + ReferencesNo definition available. + Details Name: cmg_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedAndExpectedToVestWeightedAverageGrantDateFairValue Namespace Prefix: cmg Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI

Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(iii\)\(02\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(iii\)\(02\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap AwardTypeAxis=us-gaap PerformanceSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes (Details) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Tax Disclosure [Abstract] A A A A Effective income tax rate 22.90% 24.20% 23.50% 23.50% X - DefinitionPercentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231> + Details Name: us-gaap EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration XML 59 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Leases (Narrative) (Details) Sep. 30, 2024 Lessee, Lease, Description [Line Items] A Option to extend, additional periods 5 years Minimum A Lessee, Lease, Description [Line Items] A Remaining lease term 1 year Maximum A Lessee, Lease, Description [Line Items] A Remaining lease term 20 years Renewal period 20 years X - DefinitionLessee, Operating Lease, Option to Extend, Additional Periods. + ReferencesNo definition available. + Details Name: cmg LesseeOperatingLeaseOptionToExtendAdditionalPeriods Namespace Prefix: cmg Data Type: xbrli:durationItem Type Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3> + Details Name: us-gaap LesseeLeaseDescriptionLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionTerm of lessee's operating lease renewal, in 'PnYnMnDtnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(a\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3) + Details Name: us-gaap LesseeOperatingLeaseRenewalTerm Namespace Prefix: us-gaap Data Type: xbrli:durationItem Type Balance Type: na Period Type: instant X - DefinitionTerm of lessee's operating lease, in 'PnYnMnDtnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(a\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3) + Details Name: us-gaap LesseeOperatingLeaseTermOfContract Namespace Prefix: us-gaap Data Type: xbrli:durationItem Type Balance Type: na Period Type: instant X - Details Name: srt RangeAxis=srt MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt RangeAxis=srt MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R45.htm IDEA: XBRL DOCUMENT v3.24.3 Leases (Schedule of Supplemental Cash Flow Related to Leases) (Details) - USD (\$) \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2023 Leases [Abstract] A A A Cash paid for operating lease liabilities \$ 117,424 \$ 105,416 \$ 344,725 \$ 312,214 Operating lease assets obtained in exchange for operating lease liabilities 247,977 185,519 570,775 438,510 Derecognition of operating lease assets due to terminations or impairment \$ 110 \$ 1,232 \$ 1,535 \$ 6391 X - ReferencesNo definition available. + Details Name: us-gaap LeasesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of loss from impairment of right-of-use asset from operating lease. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 25 -Paragraph 6 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479365/842-20-25-6](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 25 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479365/842-20-25-6) + Details Name: us-gaap OperatingLeaseImpairmentLoss Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(g\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4) + Details Name: us-gaap OperatingLeasePayments Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount of increase in right-of-use asset obtained in exchange for operating lease liability. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(g\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4) + Details Name: us-gaap RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration XML 61 R46.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings Per Share (Schedule of Basic and Diluted Earnings per Share) (Details) - USD (\$) \$ / shares in Units, shares in Thousands, \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2023 Sep. 30, 2023 Earnings Per Share [Abstract] A A A A A A Net income \$ 387,388 \$ 455,671 \$ 359,287 \$ 313,217 \$ 341,790 \$ 291,644 \$ 1,202,346 \$ 946,651 Weighted-average number of common shares outstanding (for basic calculation) (in shares) 1,367,038 A 1,377,525 A 1,370,671 1,379,640 Dilutive stock awards (in shares) 7,567 A 6,537 A 8,428 7,294 Weighted-average number of common shares outstanding (for diluted calculation) (in shares) 1,374,605 A 1,384,062 A 1,379,099 1,386,934 Basic earnings per share (in usd per share) \$ 0.28 A \$ 0.23 A \$ 0.87 \$ 0.68 X - ReferencesNo definition available. + Details Name: us-gaap EarningsPerShareAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(e\)\(4\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7)Reference 12: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)Reference 14: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(25\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-04\(27\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(23\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 20: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7> + Details Name: us-gaap EarningsPerShareBasic Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI 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Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAdditional shares included in the calculation of diluted EPS as a result of the potentially dilutive effect of share based payment arrangements using the treasury stock method. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480454/718-10-45-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 3: 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Codification -Section 45 -Paragraph 28A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-28A + Details Name: us-gaap IncrementalCommonSharesAttributableToShareBasedPaymentArrangements Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: <a href=)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name 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[http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(18\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 20: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-07\(9\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI 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Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 26: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 27: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 28: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 29: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 30: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 31: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 32: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)Reference 33: <http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 34: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 35: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A)Reference 36: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B)Reference 37: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: <a href=)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(22\)\) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-10 + Details Name: us-gaap LossContingencyAccrualAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant XML 64 R49.htm IDEA: XBRL DOCUMENT v3.24.3 Debt (Details) - Revolving Credit Facility - JPMorgan Chase Bank 9 Months Ended Sep. 30, 2024 USD ($) Dec. 31, 2023 USD ($) Line of Credit Facility [Line Items] A A Credit facility, maximum borrowing capacity $ 500,000,000 A Additional interest 1.475% A Credit facility, commitment fee percentage 0.175% A Total leverage ratio 3.0 A Fixed charge coverage ratio 1.5 A Credit facility, amount outstanding $ 0 $ 0 X - DefinitionFixed charge coverage ratio. + ReferencesNo definition available. + Details Name: cmg_FixedChargeCoverageRatio Namespace Prefix: cmg_ Data Type: xbrli:pureItem Type Balance Type: na Period Type: instant X - DefinitionTotal leverage ratio. + ReferencesNo definition available. + Details Name: cmg_TotalLeverageRatio Namespace Prefix: cmg_ Data Type: xbrli:pureItem Type Balance Type: na Period Type: instant X - DefinitionPercentage points added to the reference rate to compute the variable rate on the debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentBasisSpreadOnVariableRate1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionThe carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: <a href=)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(16\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_LineOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionThe fee, expressed as a percentage of the line of credit facility, for the line of credit facility regardless of whether the facility has been used. + ReferencesNo definition available. + Details Name: us-gaap_LineOfCreditFacilityCommitmentFeePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <a href=)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + ReferencesReference 1: <a href=)

Section S99 - Paragraph 1 - Subparagraph (SX 210.5-02(2)(b)) - Publisher FASB - URL https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/US-gaap/role/ref/legacyRef - Topic 210 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.5-02(19)(b)) - Publisher FASB - URL https://asc.fasb.org/1943274/2147480566/210-10-S99-1 Details Name: us-gaap LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - Details Name: us-gaap CreditFacilityAxis=us-gaap RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap LineOfCreditFacilityAxis=cmg JP Morgan Chase Bank Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 65 R50.htm IDEA: XBRL DOCUMENT Y3.24.3 Related Party Transactions (Details) - USD (\$) in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Tractor A A A Related Party Transaction [Line Items] A A A Ownership percentage 13.80% A 13.80% A Tractor | Purchases From Supplier A A A Related Party Transaction [Line Items] A A A Amount of transaction \$ 13,788 \$ 12,509 \$ 38,754 \$ 32,682 Vbu | Purchases From Supplier A A A Related Party Transaction [Line Items] A A A Amount of transaction \$ 545 \$ 248 \$ 545 \$ 991 X - Definition The percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef - Topic 323 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 3 - Subparagraph (a)(1) - Publisher FASB - URL https://asc.fasb.org/1943274/2147481687/323-10-50-3 Details Name: us-gaap EquityMethodInvestmentOwnershipPercentage Namespace Prefix: us-gaap Data Type: dtr-types:percentItem Type Balance Type: na Period Type: instant X - Definition Amount of transactions with related party during the financial reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef - Topic 850 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 1 - Subparagraph (c) - Publisher FASB - URL https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 2: http://fasb.org/US-gaap/role/ref/legacyRef - Name Accounting Standards Codification - Topic 850 - SubTopic 10 - Section 50 - Paragraph 3 - Publisher FASB - URL https://asc.fasb.org/1943274/2147483326/850-10-50-3 Details Name: us-gaap RelatedPartyTransactionAmountsOffTransaction Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - Definition Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef - Topic 310 - SubTopic 10 - Name Accounting Standards Codification - Section 45 - Paragraph 13 - Publisher FASB - URL https://asc.fasb.org/1943274/2147481990/310-10-45-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef - Topic 946 - SubTopic 220 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.6-07(2)(c)(2)(i)) - Publisher FASB - URL https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef - Topic 946 - SubTopic 220 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.6-07(2)(c)(2)(ii)) - Publisher FASB - URL https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef - Topic 946 - SubTopic 220 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.6-07(2)(g)(3)) - Publisher FASB - URL https://asc.fasb.org/1943274/2147479134/946-220-S99-1 Details Name: us-gaap RelatedPartyTransactionLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Details Name: srt ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis=cmg Tractor Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis=cmg Vebu Member Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 66 Financial Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial Report.xlsx M4#110 (\$ \$9,575D'04UB@0 + \$ 0.9%JC4'JOC< ,O87P1+G+M+G \$ \$V,0/L'1 \$ \$I @QO:=I+P4B0+I2L+ (/>QLOD&1LD) @OCGICVX> ,QA&WPIG M*N*1#BV&5< C C(I) /4B7K9.7=I=N) =H46 Y #OGDK7A.YNJQ<4&GPZ4A4IOW J=OU/R;UEA 6#M1E+M1 P04 M * !F5U9 9ZR> > K @ \$ 0 +108U/R;WIS+V @U&LS91 M2 ,P> > BN2J0>=2P>7%4G1<&IXEM(EMBTX3D1-VWMXU4) @G#W%W SN M=W"M+D#1 J 1XQD+=V,KNN3T&#&#D1! "1J0">=2.27J;GSTZD:GG\$0+FC MVB/4G< -10U&D8(962%R&K1M -1%YEQANJX.G#> ,? "4H"XK8"> M&SYCUIV5< ,<HTO?3I0+5 Q.8L-R3'9#<0+DWB.33M4V/I)KJ7+6R? M24:IU J "CH9W4++Y+Y F F(R&3-ZU51)> ,>M&1+6X77W.KC IKL+&[NS M JCXB4)<47@M02P,5% @09E=69&U5I5<:LHX%[OKJ]X9.9M"8VQ<:TSW-I=MNTF83M M3A%\$5B>:EDDB1 OTV23J/> 0LZ?O.14? C&G'AY1<XN8NB&3R M+>+J06N1J3 MUES@6QHO(IJ,M-O=5H1I,*\$81V1?>X5L%\$05%>U@,M4< ,@5RU2I4 M5U=I)KF(M+U+>7VMX<9<_1.ATR@6XP&U@>? [YOI<1.6HCA5,&\$P&IG/U9K MQJ'22"((R7V4I.1)J/3%>R0R3ZLG5C=GSVQ.V7C.K#=#1M&N#C7@XML0 MBW A5M>5 TR M6!VULS2 Y9>?> IUEIK9>O=055P6.YXB1" Q4L&5QD&98T1G>=D 4. #?# MT4Q0?#J1MHK@PI+27#6SRF04I(HFLB1J4>@<?<K,YH) M52%82=>J\$#!&N#<<9ST6S[IZ5T?950-RCEU@<5 9<8WS2J> 2S>UGB5F&M MG#P=SQ=+E L&08:72)8J23E<34 3 BNEVOZK2R.FJW"\$M2"/F9 A-M1RM1:1H&FLB1A>?L1->[2M1?6:PUDSY@R.S-D77.U10]->T"(8L2+>MDEI" H8X2IKMHG%8I/>7L->P">RV;JN'Z&U3+L+([W1]J2Y0M)/J<->T3 MIZL.60FJA9JGJ2?>ZH<C@?1&Y&G1E@>G@<Y-Y&O%N4[GLR]J1?>K<@< M.7N?>@<E[IGT?2MSAD6R4JRU3393>* M\$1Y@V14 5*E=?> EKJDNH>YJ.FOHO70+> ,Y% GM,T,>T.WF3F M'M-M2D< &#>+Q>1KB=>DSN7V85VWGV-1?&?N4[C]SR6<=>[J(AJ]&F,& M0X=>+U>89Y74&404,6R4L)Q&SMVU@X \$L%Y.ID8*V@I.OX4O+R4E5&5.0&5 RN0 MHYG.C57H<+>77% CT9+CVZ9EM6Z0?>9.2)>.<I[F1-GJK>9>:51UW/55OR ML+YJ/>053L "6-W(GP13A8+&DACE1>F2J+&5< YRMQ)Q4XOTASMA74&+SC MYL=Q3E.XSSV@R(NR,LJY7IE,6-FMM&M DL6XAS9S)7>W5YNTB426[P# 4A M%W+<C<^3>G>U HL@6V5\$#JDU1?>0XGJ/3-ROJA4?>.NVB8+A=OB5,V[&KXF M8SO#>FZ=>+2? VUJ4/074;SHYG@<K' MYA.L0Z1>P7V*BH 1JV*^NJJ/>26<.[1]8\$@F 56VZ3VW>?> 2K6J5D*Q M2P=>V[&8XQ;1#2CQ1B3Q<QK<=>QOY@>CS#%F<.>19H.J6+K#F-F1J MU4E@94063CV#30,9FVJ/D3@H(W#O[<H1]@A[8N 51+ P04 M" !F5U9VQKTF/H% #?P & 2'&ALD+W=OM&V<D'8GO6MEQ)AN3?>M51+I9C.R@<WE"[@UJ/KJ">1CQOOP">#>XRCAXU/B2#9750#<#>FESOE MB?QG35F.A.QD&XNGC& #XHC"JGVPIQF3&H S>G(U-1.1F)Y SR+8(S> M,DE5<S<=V4C<=>DW@5 WK5WQ1N(R<=>T7,[DE56] <6%,\$A12#"RONE,X 7? M<51 L1O(=CQH,W @.4%>474, "F8ZL2D8AXODE>=>@<ET214I+&4 3JBX8U+>W7TB>S>@<TQ-HQ?> L'N">M [24ZP,NXH)<6@)<1#1BBW %>W5<=<S\$T>A<->ZC [U]@/RFK,M'DN58-U@C M8C1#<G#J?F30FZR,E39BH9EP(OJ-99P8NW1+&.<#>F1& 9T(SC MQ.2)B8C[QOXWV9/G'0J] (6'-147ITDO@ MV1<V.BG8*IKJ&G VQ'5 75W&U5QRIC5=5R7G51%56TH;7>SUAI M7-N0KQ#<6@-R94DZALQ?<<L>WNH6O(=P&60U+Y.OIEP,98B[<K8J3C737Y*YJ MR\$V YC9'7N)7]/,E8 W7H9=5&WKT">SWVFI6T 9'9YXJ[ZNE,TJ@, \$31.\$3J MUJ]>J1,"T0&A6MY5&8-8.6-H-G=O U24Q<@<H%KCL?> M85H .9L5AV@PT7@<8">=>M M<K>K*Y@>P<3-1A\$>T2?>HJNV.B.8=[@5]@F?>LPR9-(5T42#Z@%>.J36&N0>OJR MT#1"SK M\$<C4DC^>6DEO<=>@<A5-@<ULD&+&

[illegible]

[illegible]

1. "I;W;K&ULK55+;VLP%TK%JNF5NH'X'MI#1#; M9-72; 'UJVNUAVH, #+;J8&1D0;2SS8&TB9F@;@+^~KW')IS;21E1HMF0S@ M>21R4DZM#+&ZL&V99%10>
<8K*7*BNH'N@K%VI.5 JH:4J;KN,S#D=9<61 MF;L5<1KS'D)MX+(NBHH+>F'G&GULC:3R=892PHZCBJYA ?A0W0H5V1U+
MR(GH)H;E5;61<CBUF@TW#P9;V1L363'>,'M'Y6AD9S. 'FHHJUP9F MD, >2, EX;CFMD;DL-(1JW-1PQ~'RIJF)~)4LRFUM@B%:QHG>,=WWZ?UH1 MF/IVCW R'X'X+8
IU1?@OPC~%&F;\$U MITTCC2/ M\$31;6'FJ1BU'>L>U>X0%GF<A. 6190A;~LH-2%2G@Y<+115 M2>L<~%1_ ?43PVU5D;XL;E<6U_ IY_ I_ U_ J22
M.2R1\$U[N8PB@J05#1+1NEQ%5. HN. AZRW.SA#~'AO1+1=&\$I1Z_ 6'(5#CQ MQP<T/D15(#_ 1/J'Y7#N10<~26%;9315)=1491)U2; ?D_IU_ Z_H,
[YB1~]NAB+H,1R. <[<J3_P%02P,\$% @ M09E=64RSL@?U10 XBH ID IX;JW;W)K&UL M051=1'J'(FK>XQ61T/LQIC#KXF<E5><?T7Y+Q.\$KQ.PIB
MEB0>?S1,3E<31S)TXW7T;D>871>K5MO@>1X'=[U2<36N4(CIPRB?2 HH? MKB.)CCS?G12QP=V1>Z>'X'FQ\$B7Z? A]<39P('._LE,71/JJQ=4.5 M,?20~@T-INQ
1_BOQDE3.XCR)TO+3>?UH17?0('6#G H0Y6Y6=1J@G M,'S'P1J,'L\$1<1JUE1P S;T%6GYOL#K'[ZB-]HJYR'/R/A M?Q?NERSBC'
VV6;&Q03@&R)J21CU0S]IV<[(W#W'~SE@H4,'N' OXD,ANU_ U+YQC< MU\$3)RNIH+P'N'NI@65< &A 6Y;S[FCX>Z6Q_U5NR/L=3W=3YMFXMAG157@,M6:72?4HR&(R
H9L@=YBS.)A;EWS?#=#QRC+>'#&C@&+8'051(KM/JU? M372)8A9CN163JQJ_ FW/A31K,'035<54UADHNQXHG6X'WHA'133'~MV'QO1F6 M#4+1R_ IJUSCOX9+V~PUA-
JV~'AQHB949CR=M-95E01VTPNLYFGV4. M2;D8&ZGQH<<4AR_ J_ E1?92-3@LY:C'U'CC~.BPY1>4:M586M@> M76A=VAN998156;(GWF?I'U2%OJJQC(5US+U.(86THKFZT+K<-
P+5'NAXVU.W M3+M%MGFT3>~'J2'Y%EGY.H,IMV.2'J)3IB&M.'XNM.1'+AD;U0;7J.T8YGR59+M7+QJ_UEZ2M M.\$KFJL+K3M3 M552G^MM
R5NZY=R1U'ZMH6,761?1G1'M'>@D+4F@1L'6DO@RU1.K<1C,IB6M'>[K MRJ2UER_1'=#MLHLQ_#E27NYFJZ_6&S57%ML3CZYOS'M4;K=L8,K=GW<>W48I M
S'#\$>+X45/51N/J_<D-15.P8_3\$3'K771 M/U1+ P04_1'IF5U9K41GRL'1W2 &0_ 'AL+W=Q_?E272=C^'LJL\$S MGBMH1ES<^_?>@,309/6>_?>0C1+V/W'/CJ+&E'UODRE
F7&E3K~&1Y45;JIN+GM+1@)XENYV&G'G~HG~VR<?M2JWV~GO+&(QB3)3%6'YJ5;5'52L2RHCO=(MD3U23ZE#NDN1~1>+>GJ/G~MHD-LR:9Y@;#UP.
[9LME0]>1'@E1> LV1B2GKW=H5XQ'CIW<6/7R?>0'80M+GKGFQJ>1V-1C'QJ15'8T'WC199N7_9+~8P>F-ZS(FJ9Z~#~RWO'>F'EMD02>~<8>);<G-
+V9&45;5;P4V6.L2M&31E7Z>@&Q4K0CSUHHTHPCFUA M7~6.CTFJP3SV-LV1QD15'QJ15'>1'F61R6B8;DA;QG~>1'57Y6.94'M1-M4~YRM-
>5X~N5W0E~V2Y8REV1_<K_D;1T7RWFY#9?91_~1*1+NURANW'TA6 M;8&DC;G71+~..#5+3LA;8?NIG_>=#S~M&KJ;MNZ~DSK0_(YB?~1NQXQF>2_M?+<JWVS)
J_SL31=ZN3Y7'FMP&=GY+AX(2H_U63)>1>?TS37FZ1FRZUY~MRU;U1>2>'OXSL02G>1'~TMMWC<1'BJWMSV_XATQ'RV1?>1>J/R6Jf{&3 M=#32>2.6#519~1EMGDQ_D+1~
G6SUD2_2_K MFRU=DF_+1_7L6JN1'COQ3'C20;K<Z1Y3J)YEDF3+<_>1'>'ZKE~8VNE8~F8A8382YB1A;A;FEH;B;OX408CD<1Q>+<G&R41U' M'T PHO&A/R(8M191?>
<1'<('DWT'8U;2+R;1E;A>U>~<S>C>J_4;7A55ROFB1M<~<5AJM+7JFIEDQ_Y+16+H_1~7UZVM=14G5F8C80X2YB)A'A'F
M(V\$1~8W=<+>W6@5<64UL2FG_6\$C~>1'U1+1&K502QJ_9WHW4~576DC_V6 M(K'&#_0J;8891U&J2H674Q5\$X&X~BBE&9?>F>Q_1Q/M2M-I86\$~4A8 M
(0TAKOI34~1EJWS_W_~WN.08C81829B-A#A+F(F\$>#N8C80\$0)M2 N;1~AU4OLIC(&D'~+3_1L<)>Q%PCPDS?~'A1;J%E4%<@1QXMDW>A1OK+A^D M5~<WZ)&P3C-403\$[N&
{00E?U0VDVE_9>2Z4YD'106H&AB\$3QQN13HDK'~MB0MD0V'WAK'15K'~TTPHS8'27'C=<@J)~'U_T439JH7L5;9B0;J_>1'~57G
M05'1~794)H#1;E0F=<E^51_>15;LLKK~K'<U)B)TBPHS8;2~C<1' M~'P'UO1'<432R7VJ'5VBW.WU#J;=>N'~'FY1F0V.D.E.9~1Z4YD-18HF'>D'M
M1'~M'K%FWGM<A_<9QD;B.TKSH'MV~<+&10U5U'J'VEPHS8'27'>M0_#Z=<~&M~<N~U'Y_?7P1V'>#_H1L_1P&16&6&48;X_1XJ8D1B1J3518%06HFFHH M#1-
~\$J6K6B;1_3SG34<4-ABAM_1~#5565Z3'JYBDR1JN21.91~PJO~J21. M913>B=B2M0Q/36>50;U2~U'U_T425U7.FTN27WAIWM,=<5>~>C<61_HG8-(W#
M~'Z_1~WJGD)1%1F0V.D.E.9~1Z4YD-18HFUD0MHRJ0ZZJ4_52K;@-1M~ME^51;0%>RJJ]=5/7_7_3>~KE%P\$OH,DG=<XRL@FS15>~&Y~MH>F,7,Y35M;=(+5WD17\$0~LZ
F&TISH~0720.<@1'~U_TL6YJ&15457W'M4)6BC<@M)~L'VEPHS8'27'>M0_#B'5'>U~Y~\$J0.E<276A-8L0~>#>=>JMKJ+1P<F<#J;JH98K
ME&9~#>0Z4YE.TIRLY8SC4F.L#1~T0S.TJHZA)BF~MM5U_1D312~6TSLGV&1D M6G55=14A/W>~5~R+LMSGP37REGCB+&JRNKWO89_#5~>TB>SS2=AW%&ENR~M-S4X-7B?&br/>AW3(0)EMH1ZRN>9W'5Y6D38PERP6Q(*~J~>291DNXVQ?>V\$AB. M-51+P04_1'IF5U93;6.16T&_1B.P_&0_ 'AL+W=O>A~>M1_MR10M51)5DHX38H1~US,DTY'~1;W';Q)T>F
V.O~1JX79W~BPT7W~2>86~HS~6 MEYV54LEYMROJ08NH_<3%NN_~+BJ_~P4M'5F637FGAE1B>7MJ8>B 9Q9W1~MGL5DPN~56OLUN1Y#J'BYB9B'7>DS<
(Q3+<@.1)L<=FY.B16 M.E^E~>1'J_1\$1~4L?Q08IV21~IX?;G5_JG;JZ.C.JV92?P55M;KLC#M MH.SA9T?HJ0OF=1'~INC54&8_T2_~G360V?~AX5QGH541#6Q~E\$S8@M~1V1 M~W~
W77H+~P'L_0>~H51OZF06M&S02;5Y;SST+~>3BX\$WZ171JUZ8HA; M~U>8H~H=[C\$?&J)W~(C1PXJ0)8WGJ'KJ&129~2~M0'>1'>T(AE?>F&Q_<Q5E2PNM082M419+I5~?0J
5M7W~+71+35QJLYNCO M6025758LD0_4W1VY_WZ150JLGN~NRRH_79~>2~>N<[>520)PY-P M~<0S1~R7J(O9M;D>~>V)TA~M1_R>1(46?QEA&J_<Q5E2PNM082M419+I5~?0J
M~XGKA_MJ#C.2Z_<A1XD1?>U3?>TK8AU9Q5Q>001QBAR~149&15>~>J;CJ MK635~>>~>B~1'~NCMA~K1P1Q6;GY7?YIU7CJ1'8D'W7309>94QX

E"6GXFxB="Q^2IGF\$*\$IOP17:4X9UB5D"\$C M'SA.408604?7ECXZ>OT6049)CKJ&I&OXJC4Y:(1),@,:W=GE3OG&7./WEO)<~N7P54I[QF>*-!_(">TJ:Z]0=K;35N
09H9H5PSH"1CS-Z.LH?6A M^ZL\$G<~>)^@GZC14G#6\$7G;J(6)^+LBC21:#H[3B-RT)=.)S7 M^0LTP5IU&35U&;U0QQGI+
(^..F43F6B"M8HS;HHIS[ETTTQD?R=7M)AYOS37F5BG?2QW0IC?<~> M;L&K.D00H"74?2,UPD1+,%1&M L V14(JH=9KJHH6FJ?5%NBBMNTAM86S MJ72*FKJ<?>
>8~1=I@YWDXXG?BWBXNHP11T?R=7M)AHQ-#J2YAG=<~>O2P\$%<~>O9E= M6M72H1-QZ?1.42S(OR65Q4Y@JF^NE&2.MZ?W3ZG6H/WY/R4U5RL;DX>SM
MCZ4RUV1)=SJY=W+2>SB.WH?U<Y^VBER100>CANA;#1.=Z30L Mf.CO:97Q5JU=9 M.P:3I@J M^S%<~>J@N2R8F-R+\$TY&=,%DKS7S8;E,K_9RFS*97AG@=Z/GOKG/)-
4)NVM7(F_QJQ/50P)<~>U,9^SUV+PI M#JWDY3&8C(-Y:49)0@FJGJ8V1-WXV/64:7PMRWX)ATL/LY/VXJ587ERE;L73:=4^JYN:=BL506\$?>2FOOP(QG&8P\$;
MRX;PW&B.A>7Y6<851.7C,;S(TL48&^D<~>4.Y7G@9KR^NQS^P(L^P3TJMP:=4M M^2M MBZB8(7=>=I3W+TJ;X^O.DQOQFE(25;.,W2\$S+WAPPU1>5*
(35;+GGC3Y7Y-MX\$G1H2)8H%R=-B.5^EW0^D2Z2X?4&AHH?CGTMS21^J3R MC4W&O8 G^W^<~>61H8<5.2.<~>1U17D+&\$*H3?7Y^8J&~;.,72G-N^G5H1+
MO#1:RES4^T1@&W&B.G.&1?>5JNVQ?U5^X^Y^X^M^U^>X\$<~>ZJHJV?XG7S>O M^A553G16TH&9<~>@=,~>W0A^HHN0^W;0ANHXW#124QO;OS?^H-QM1P^07=07^M^>)H0#:
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MWR>0;VDAOT^A+Y#&^Y&M#24:~>X6NE?Y^C^6JP^R0^YCAIR^Z&HYF^@E@+~>M^0#L0+VGA:LQ>&W7IV;X Mf6Y@.V3-Q^+?;?%FVWMO5597>[#NAQU^M^K^~>4BTWL-
6RI&-BP2-D U342LDM\$IXO&-GfU^DQTY7NR-#1+L8LS^K-M^X^70%11-0^3TQ M^<3V^EUKUHI^@JDA)M;#CfOE,YAE2S^6HAX&~>F@~>M?CQ5XC56Q
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TTT&L1AY\$?^OEMY21.N0\$5~>6JRJ^N2 M^Y>(B5DC6;K&2?JID^Y82A)U9E99?<~>P&#CFB7DF(O1P^V.T.T).DQ^8Y%7&6M(B.8A%G@~>8)M^J(9IF\$V^#166?1H0^EAA-
%/,RFQ9WHQ<J]Q64M@-L3\$ M5),2JP;@)+~>,6DEU#-OYCAV\$S1LM:E;#;#QX4,3^H!>PS+)>GG5)DP2,TP1&~>%X M4,QN\$L+DQ&~>ZWTLS6<~>@13:VO?
19@HLG(=SOGJGXM;~>@5A^52N:MP?3Q?0D;H<~>^<~>POKW@LE@/UKP,7NGT^JVVW< M^~>FAZ^A?&?>#7FLG?^#103-ZJ/9Q*~>C120.OV=4BJGOF~>W4Q_1]Q;KW>K^M^~>M/O?
QD9A^ZZZ2-M8\$55Z^T^CJWILKZ~>3N^ISDX3RY+BWY16P)^9^F^XJ^J^M^ CVISN=LX-7Q ME^<3V^EUKUHI^@JDA)M;#CfOE,YAE2S^6HAX&~>F@~>M?CQ5XC56Q
~>+GAM;W9R6J^10%7^H1V5;~>C^C9MMRV+H^;M^"BB2W4/GCfG&O6M&H8BJJFT2)7~>7;EL,Gf6?~>1,5767(L0f/CJEL-M297V;~>4QY\$Q<94.1=^MF-
792B<(B<~>@Q#)3Z1#;S0UBDN&B-9Z78;+~>S^MHJ6D^XFGTB@JQ-W^FN2;0(M^ACK-G71+Z12TKBRG>7A24W<4+~>58BT M^S1~>J;LBYQ?
>3+OPHJLXBVU+YL.N))JVES3HYG/BXQRDZVKN^3UUT^ M_9(H5&6Z+WK3G15B^M^/R]_~>VMT^<9.V>LCR?FZ^XXY\$TJ-LV%B(7BNY/
M^7&TE=^S66G\$^R^R^XOI^&K=K\$K^IRJ^7L X5^1^@1^C^Q^#P72Q^D-MCQ^Q^f<~>P~>R1^T^@&U4\$L! A0#%<~>O9E=6=L Mf SZ10 UQ1!<~>(!#@<~>^AL+W=O 8 M^"~>3X:
1X^JW;W^KfE-O4^IX^0^&@<~>O0>P~>OVR^W-H965T M&U4\$L! A0#%<~>O9E=6=9 PH^W^4! M^("RQ@^AL+W=O&PO=VJR^W-H965T&U4\$L! A0#%<~>O9E=6;1HFX;1@L1+@~>("R3H^AL+W=O&PO=VJR^W-H965T&U4\$L! A0#%<~>O9E=6;XS MDN3;0 [A8-ID ("1^T^AL+W=O&PO=VJR^W-H965T^1X;JW;W)K&U4\$L! A0#%<~>O9E=69GA6EVS1@~>S!-ID M^("1^F^AL+W=O&PO=VJR^W-H965T&U4\$L! A0#%<~>O9E=6=6 VF^@~>P P0@-ID ("1^M8G\$^AL+W=O&PO=VJR^W-H965T&U4\$L! A0#%<~>M-@
O9E=6;O@)D47 P~>@<~>ID ("1^WX^AL+W=O&PO=VJR^W-H965TH^K0P(-H& 9^"~>@>~>S^IX M;JW;W)K&U4\$L! A0#%<~>O9E=6?H^L8^M!@~>PX-ID ("18<
^AL+W=O&PO=VJR^W-H965T&U4\$L! A0#%<~>O9E=625B1~>LP4-ID M^("1\$)<~>^AL+W=O&PO=VJR^W-H965T&U4\$L! A0#%<~>O9E=66OR^B^Q P-U0@-ID ("1Mj(M
^AL+W=O1X>@&PO=VJR^W-H965T&U4\$L! A0#%<~>M09E=61Y5,YF0^S<~>ID ("1J^T^AL+W=O&PO=VJR^W-H965T&U4\$L! A0#%<~>O9E=6;U 9R^K1P~>T@-ID M^("1LD
^AL+W=O&PO=VJR^W-H965T&U4\$L! A0#%<~>O9E=6010 L1^J1-ID ("10^AL M^W=O&PO=VJR^W-H965T^@~>D,9^M@>C^1X;JW;W)K&U4\$L! A0#%<~>O9E=6M44-EY75V^@J@<~>ID ("1^C^AL+W=O&PO=VJR^W-H965T&U4\$L! A0#%<~>O9E=6&PO=VJR^W-H965T-M-("1^9^"~>@>~>X^1X;JW;W)K&U4\$L! A0#%<~>O9E=6:GW LH;P-W@D
ID M^("1^OL^AL+W=O&PO=VJR^W-H965T-M-M^M^="~>@~>0^X;J^?3^"=0,0;0VJN=65N B=6]4>7IE&U4\$L!@<~>Z^H S0^4.0 \$!-end XML 67 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.parentNode!="TABLE")[var ref=(window)?
w.document.document).getElementById(r);if(ref){e=ref.cloneNode(10);e.removeAttribute("id");e.parentNode.appendChild(e)}
if(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){e.style.display}{e=var d,p,j;if(e).style.display=="none">{d='block';p='+'}else{d='none';p='+'}
e.style.display=d;if(a.textContent){a.textContent+=a.textContent.substring(1)}else{a.innerHTMLText=p+a.innerHTMLText.substring(1)}}XML 68 report.css IDEA: XBRL-DOCUMENT
/* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData { background-color: #defc; border: 2px solid #2F4497; font-size: 1em; position: absolute; }
.report table.authRefData { font-size: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData { background-color:
#2F4497; padding: 1px 3px 0px 0px; text-align: right; } .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 #defc; clear: both; color: black; font: normal 8pt Helvetica, Arial, sans-serif; margin-bottom: 2em; } .report hr { border: 1px
solid #defc; } /* Top labels */ .report th { background-color: #defc; color: black; font-weight: bold; text-align: center; } .report th,td { background-color: transparent; color:
#000000; font: bold 10pt Helvetica, Arial, sans-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: #defc; } /* Header rows... */ .report tr.rh { background-color: #defc; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0;
} /* Even rows... */ .report .re, .report .reu { background-color: #defc; } .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 .rou table td { border-bottom: 0px solid black; } /* styles for footnote marker */
.report .in { 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 .sp { font-style: italic; }
.report .outerFootnotes { font-size: 1em; } XML 70 FilingSummary.xml IDEA: XBRL-DOCUMENT 3.24.3.html 182-248-1 false 39-0 false 7 false false R1.htm 00000001-
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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": { "r34", "r675" } } }, "us-gaap:AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap:AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": { "r822" } } }, "us-gaap:AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap:LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "lang": { "en-us": { "role": { "terseLabel": "Accrued liabilities", "label": "Accrued Liabilities, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": { "r37" } } }, "us-gaap:AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap:StockholdersEquity", "weight": 1.0, "order": 5.0 } }, "presentation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": { "r12", "r13", "r51", "r132", "r507", "r535", "r538" } } }, "us-gaap:AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSHAREHOLDERSEQUITY": { "lang": { "en-us": { "role": { "terseLabel": "Accumulated Other Comprehensive Loss", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": { "r1", "r6", "r13", "r404", "r407", "r448", "r531", "r532", "r799", "r800", "r801", "r810", "r811", "r812", "r813" } } }, "ecd:Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": { "r730" } } }, "us-gaap:AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "calculation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap:StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital, Common Stock", "documentation": "Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": { "r46" } } }, "us-gaap:AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSHAREHOLDERSEQUITY": { "lang": { "en-us": { "role": { "terseLabel": "Additional \u200ePaid-In \u200eCapital", "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": { "r549", "r810", "r811", "r812", "r813", "r881", "r936" } } }, "ecd:AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": 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cost for award under share-based payment arrangement." } } }, "auth_ref": { "r26", "r27", "r334" } } }, "us-gaap:AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "lang": { "en-us": { "role": { "terseLabel": "Changes in operating assets and liabilities", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": { "r743" } } }, "ecd:AggtChngPnsnValInSummryCompstnTblForApblyrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtChngPnsnValInSummryCompstnTblForApblyrMember", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": 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were antidilutive (in shares)", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": { "r186" } } }, "us-gaap:Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Assets", "crdr": "debit", "calculation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "lang": { "en-us": { "role": { "totalLabel": "Total assets", "label": "Assets", "documentation": "Amount of asset recognized for present right to economic benefit." } } }, "auth_ref": { "r79", "r91", "r131", "r153", "r190", "r192", "r199", "r200", "r243", "r273", "r274", "r275", "r276", "r277", "r278", "r279", "r280", "r281", "r399", "r401", "r427", "r502", "r577", "r639", "r640", "r675", "r693", "r843", "r844", "r893" } } }, "us-gaap:AssetsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsAbstract", "presentation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "lang": { "en-us": { "role": { "terseLabel": "Assets", "label": "Assets [Abstract]" } } }, "auth_ref": { "r743" } } }, "us-gaap:AssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsCurrent", "crdr": "debit", "calculation": { "http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap:Assets", "weight": 1.0, "order": 1.0 } }, "presentation": { 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A CD is a short to medium-term investment available at banks and savings and loan institutions where a customer agrees to lend money to the institution for a certain amount of time and is paid a predetermined rate of interest."}}, "auth_ref": {"r86"}}, "us-gaap_CapitalExpendituresIncurredButNotYetPaid": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalExpendituresIncurredButNotYetPaid", "crdr": "credit", "presentation": {"http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"}, "lang": {"en-us": {"role": {"terseLabel": "Purchases of leasehold improvements, property and equipment accrued 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": {"r17"}, "r18"}, "r19"}}, "us-gaap_CashAndCashEquivalentsAtCarryingValue": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": {"http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"}, {"parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0}, {"http://www.chipotle.com/role/FairValueMeasurementsDetails"}, {"parentTag": "us-gaap_HeldToMaturitySecurities", "weight": 1.0, "order": 4.0}], "presentation": {"http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"}, {"http://www.chipotle.com/role/FairValueMeasurementsDetails"}, "lang": {"en-us": {"role": {"terseLabel": "Cash and cash equivalents", "verboseLabel": "Cash", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation."}}, "auth_ref": {"r15"}, "r127"}, "r632"}}, {"cmg_CashAndCashEquivalentsAtCarryingValueAndDebtSecuritiesHeldToMaturityAmortizedCost": {"xbrltype": "monetaryItemType", "nsuri": "http://www.chipotle.com/20240930", "localname": "CashAndCashEquivalentsAtCarryingValueAndDebtSecuritiesHeldToMaturityAmortizedCost", "crdr": "debit", "calculation": {"http://www.chipotle.com/role/FairValueMeasurementsDetails"}, {"parentTag": null, "weight": null, "order": null, "root": true}], "presentation": {"http://www.chipotle.com/role/FairValueMeasurementsDetails"}, "lang": {"en-us": {"role": {"totalLabel": "Total adjusted cost", "label": "Cash And Cash Equivalents At Carrying Value And Debt Securities, Held-to-Maturity, Amortized Cost", "documentation": "Cash And Cash Equivalents At Carrying Value And Debt Securities, Held-to-Maturity, Amortized Cost"}}, "auth_ref": {}}, {"cmg_CashAndCashEquivalentsAtCarryingValueAndDebtSecuritiesHeldToMaturityFairValue": {"xbrltype": "monetaryItemType", "nsuri": "http://www.chipotle.com/20240930", "localname": "CashAndCashEquivalentsAtCarryingValueAndDebtSecuritiesHeldToMaturityFairValue", "crdr": "debit", "calculation": {"http://www.chipotle.com/role/FairValueMeasurementsDetails"}, {"parentTag": "cmg_CashAndCashEquivalentsAtCarryingValueAndDebtSecuritiesHeldToMaturityAmortizedCost", "weight": 1.0, "order": 3.0}], "presentation": {"http://www.chipotle.com/role/FairValueMeasurementsDetails"}, "lang": {"en-us": {"role": {"terseLabel": "Fair value, subtotal", "label": "Cash And Cash Equivalents At Carrying Value And Debt Securities, Held-to-Maturity, Fair Value", "documentation": "Cash And Cash Equivalents At Carrying Value And Debt Securities, Held-to-Maturity, Fair Value"}}, "auth_ref": {}}, {"us-gaap_CashAndCashEquivalentsAxis": {"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAxis", "presentation": {"http://www.chipotle.com/role/FairValueMeasurementsDetails"}, "lang": {"en-us": {"role": {"terseLabel": "Cash and Cash Equivalents [Axis]", "label": "Cash and Cash Equivalents [Axis]", "documentation": "Information by type of cash and cash equivalent balance."}}, "auth_ref": {"r127"}}, {"us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": {"http://www.chipotle.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"}, "lang": {"en-us": {"role": {"periodStartLabel": "Cash, cash equivalents, and restricted cash at beginning of period", "periodEndLabel": "Cash, cash equivalents, and restricted cash at end of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. 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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in

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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": ["dei-EntityCurrentReportingStatus"] }, "dei-EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": { "http://www.chipotle.com/role/Cover": { "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. 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Additionally, excess tax benefits will be classified as operating activities in the consolidated statement of cash flow." } } }, "auth_ref": { "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure"}, "lang": { "en-us": { "role": { "terseLabel": "Executive Category", "label": "Executive Category [Axis]", "documentation": "Executive Officer": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ExecutiveOfficerMember", "presentation": { "http://www.chipotle.com/role/StockBasedCompensationNarrativeDetails"}, "lang": { "en-us": { "role": { "terseLabel": "Executive Officer", "label": "Executive Officer [Member]", "documentation": "FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems", "presentation": { "http://www.chipotle.com/role/FairValueMeasurementsDetails"}, "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]", "label": "Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long-term obligation to refinance the short-term obligation on a long-term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long-term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement."},"auth_ref":{"r11","r80","r903"},"us-gaap-LineOfCreditFacilityAxis":{"xbrltype":"stringItemType","nsuri":"http://fasb.org/us-gaap/2024","localname":"LineOfCreditFacilityAxis","presentation":{"http://www.chipotle.com/role/DebtDetails"},"lang":{"en-us":{"role":{"terseLabel":"Lender Name [Axis]","label":"Lender Name [Axis]","documentation":"Information by name of lender, which may be a single entity (for example, but not limited to, a bank, pension fund, venture capital firm) or a group of entities that participate in the line of credit."},"auth_ref":{"r35","r39","r807","r841","r842"},"us-gaap-LineOfCreditFacilityCommitmentFeePercentage":{"xbrltype":"percentItemType","nsuri":"http://fasb.org/us-gaap/2024","localname":"LineOfCreditFacilityCommitmentFeePercentage","presentation":{"http://www.chipotle.com/role/DebtDetails"},"lang":{"en-us":{"role":{"terseLabel":"Credit facility, commitment fee percentage","label":"Line of Credit Facility, Commitment Fee Percentage","documentation":"The fee, expressed as a percentage of the line of credit facility, for the line of credit facility regardless of whether the facility has been used."},"auth_ref":{"us-gaap-LineOfCreditFacilityLenderDomain":{"xbrltype":"domainItemType","nsuri":"http://fasb.org/us-gaap/2024","localname":"LineOfCreditFacilityLenderDomain","presentation":{"http://www.chipotle.com/role/DebtDetails"},"lang":{"en-us":{"role":{"terseLabel":"Line of Credit Facility, Lender [Domain]","label":"Line of Credit Facility, Lender [Domain]","documentation":"Identification of the lender, which may be a single entity (for example, a bank, pension fund, venture capital firm) or a group of entities that participate in the line of credit, including a letter of credit facility."},"auth_ref":{"r35","r39","r807","r841"},"us-gaap-LineOfCreditFacilityLineItems":{"xbrltype":"stringItemType","nsuri":"http://fasb.org/us-gaap/2024","localname":"LineOfCreditFacilityLineItems","presentation":{"http://www.chipotle.com/role/DebtDetails"},"lang":{"en-us":{"role":{"terseLabel":"Line of Credit Facility (Line Items)","label":"Line of Credit Facility (Line Items)","documentation":"Line items represent financial concepts included in a table. 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M+P.R+&4J"DUJ\$S%\$1G1">+FJ>@>DCN.K&UEJ2+CF(G1<@.T+U MOY1+>CM61KT&158VNI@>+>A7J)KTA>+>%(H&KB) V6YM95J1C0D7KNV+&G M0BJG7F5C%1L?>
V/R)J#8;Q,03JBZ@>@>G8E:U8TLJ8CB?0=VHN^&1_9.(1 M5Q>+02PZ16>W:P1SDO@>@>9-A*0)*%JA'C&W FK41IAR,=V(PJ/GWTK+1 M"S>_>%UK<3Y@;H-A6S>E?W4:DN%HQ
BYST3TSTFD3B7R/CHHHQJ&13;5(CMKFYJ10WYU@JZRU(2G-JWU+>HJFM+86GBE&B&K:NU7Z4DR)H<1JBS6EJ+5 M=SIY6EGLR?>AHU=JK#:FV6-83X%-
MJV-VILXJ+YLA6PCJ2J1<@>1- M9P2M1XJXOD7+1+9J7J-XJ7KT-MBT1^J1TUP7@KXYJ2+>KV0+7SR0PX+J+P4 E5T7N1M M6G6K2H1M
5LX&GMPX90.G1H<03TJHJ<+STY\$>PWG+JNU G+&C%CPZ.M-B-7D1.J0(7B-<3>RS&(K2\$JVI<ME#>+?2.GN38GDYN(N3A;Z:9-B:6J4) M-U?>
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HCK<+1WUUFU@>D7Z.7%640EYJRV5R&M;@>E-JM6JQQLN&1M;O&U>+ZVZFVY99KR1J@&I(E)=+>KRI,FL0<0M^2%V,
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NOXJ1+MBX<CETE.9D.74-74U1=U>X4+U,P<@>("3>80SF&KE,N&

[The following text contains extremely noisy and nonsensical characters, likely representing corrupted or encrypted data. It includes various symbols, letters, numbers, and punctuation marks arranged in a chaotic sequence.]

[illegible]

@DV>P<M-NOPPE<H>L-1-13YJ@>D>R<C<H>VGS<LFLRRD5R13,8>@>7P>R<1-MS200<L>S=O#3(MM+>P>D<4CX<AL17<4-19B05:1PPE@B0>AAAE4W@<&<%
 >HDDP(DSS1-1)%P/G<L>O>YHCYMI2H65OHV?>SK4-O106*4UB*QP@W@W@L*#R3=2-N@>F+3FG@#I@LEM1D<MW<H53,61@93RWU@Q4R4>1-#<N<K<DHL<?%10
 <S>JL<GUPRBD>9R<MW<#G9-B%G<EXY+M+M<S=R0@>PX4D<R<3FL<@>7AS?>F=7+9-M,EJFQ00@<GX1UD<@&2#918GG<G<101V14Z>#91<C%R10+>X>+<3>W4J+M<
 C<4>SA6<S=>2<LGC<S@<(KOMZ1W+N%NNA<M7I<4>51-F%<AB3Y?>1<2SE<L-1-4-HOFB87<JX<X5M<*>H<LFOA<M<V>D=6<2+RPS<QV<K?<ZTUA<+>7>6>Z+0<1@Y3<@
 I3-15>JVERGAING<F<M<K<G<1<G<WGSE<WITINYYTKL@<HHP0>@>U7ZYL<M1HC?<47>,<M>#M2X1?%<SIA<H<LFCX?>?>LFA>9YR<4GB6G<1WU?>M+SRP<8?7?G<H
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 >1<=>20H03R<B<YBZ<M0<H#<#<1<XH<S7EH<EFL<197EK<+H11>+>Y20FU2CA<S&O<S<L1>+>9WK<Y<C<MDY<?>L<N<T<K1Z<=>Q<H<A8EV<=>=>6CUC<?
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 (H<1<3<=>O<A<XT<2<+>Y<M70<=>14XF<LGI<4BZ5D<?>=>Z<=>@>F7N<CCW<@>UFF<D<@>DTR<+>9<G<=>O<RRFT<M59>9J<@>HRI5E<+<W<W<O<Y<Z<M<=>
 I5F3<G<N>Z<=>#>T@<H133603<=>LY?>C958<=>K<+<AU<@>RY<S<?>OUM<L<?>1<U<1<MVB<#<L<U<Z5VY<P>8JMR7P<2<KNCQZ6VRFX14I<?>DYOWSE<ZK<IRK04764<5MS
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 QH<S<=>FO<A<Y5<@>Y<H14<9C<P<=>M<G<P<CS<JAZ<G<+<H1V3<P<C1O2<S<KHZ<=>S<HST18<I5?>6420<K0ERZ<=>X59<1U<MDE<L1?>L<=>DXH<H1<XU0<H1<JZ8X<S<3CG<GFST21B1<=>B<C<
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[illegible]

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X_%!8X1(D9:E50@0X(&#TYX)8H2AJ1PA-/P@,;>/I_-M#R?R1LPJH/WTP1,\$2P01I_C1.@5:VER='A))T0:(T_7K,K",
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/+0W,1K^O3*Y7Y9V5YF\B;+W ML5)9)!^2006H_-G;+!JV:N40BU)!RR*5:ATO.K+*Y(TX\&!E\B:Z.)3*SG7&
MI+TR>:/Y(UHTD>)YU-T2"C\U9ZEI%&@*23_-B_(2+>1G(Y@C=(Z98N\6T-I MPIN-
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_7N:PWS6CPQ6?0EBF9):_H,SJ MD/=S)FU/L:~&1MHQI:.*"Z>@SM_H)C5H+3,29,GI=?#_3Z9G5(>_G1-J"
M8(>8KW5CJ-F)H_6!\$ 55MO@K@U/5ETR.AHE:IB_9BXJOSKD_9Q.V\I_+G_M%L:LJBBB%
Z88*V*R2%",A6.LB<L:9=#A)CD=0ARQM\D%J_5(%Q_1QWRH01/Z/@03FR&^1:ZU\$0N=IMIC:"XE)J_FAM68D
M'" +RHS: '\$RWZ7H?<\$?GW<")OQ-R#VD\WK>\$4(02E2\OQTR&A4,29\$G@,"): M:1G\7H?>
1H0,F3KY/2,6\9KWIZMQV3!:_# "28@:K<#,+ " ^TVCK>QWR_MX4_CSM\A\F)'T-0H-
50PL%0G!%UK'HJP9(XJTJFIO\!D4^ZP'4ZF0T^U&7TLMRH1++OA_6)_MI2+\$8BKH5(IY-Y_OL:RUC4V\0:'&?<
KOEQZX6*F1MIKWQME)L&)S^!F)1_M;K_-C\$VJ2-=1:OL:J,<+ /K<0_EWU:2&Y#A7I-\$M)L@PH)+ECUB>"8VOGU9"U
M<5RZ:_H@2LJ\JOK;Q.-!-=:6Y+4V<79_HC7*"TBO5D(6DN41)C?_!N3!-DZ
MZ:59*\$UMFE_GL%68A^WDG#LJU=>DMDT"6DV_M2*K87:1%:E9(1D&%_A^9_4DX2_&97-"UM+JQ*?
P0J0Z!>YKFXV9:;#C):S\A_M&K;+,"G">NY\ DBYIGTP^GEH<=TP*)1*E@/1&&"ZPNK"<1F:;?HK6XYUP_M_M(PTA->?
1S,Z\$/N/2TG'W"\$?X33RN>!18?125Y+H PH\$SQ\$2UIRL;K\$X(57 MK(>UY_ DXZ!+%_)?F3C0-
CW"N/LZ9&WF_ ^Z0:AM)9A6,392,JWI\$Z1I^TM(MP\A\N-8"!7D:8H66^,*3(@*C;+,(7WQ0W&G-
9.O)1!"@K1>#)0^_C\AX_M'W- S4%HI53\$!_E4"F>_58FO=-\OTC>1\Z\;C:E>CN3V,
MN8<;R)V5M\K6GJ7\TL_-3(HWBL=R8\FI75CD/LH=A9Y;Z/= <5,I=V_ZW\$:T
M_*JS#J_-^KHMP\;OFS;ZNI\U6\AZ+Y(P'7)&K6"0*0FHP4)F_-UEEX9SXUA
M&%M7EO>G_>_F_6A^TWDVX'/_/"7!>D7LE9O@UO\$1VQ&\$6K_-;-@K(V@3?5_M_T8C3-9.6=E-^0!"ZM!?
Y%YCGXZX>W_D\$3I67\W9SV295<4BF_F_6H3%N>DP&A_ME_B8REYTKJ&=Q66XS(%FDB\@RSSI09SJ
<(FB5FXP#KZ.C\!L.W&4&BCR37H ML;4:N@/1/883.=2)6@D"00,E\0?/2Z\U3E,267H;QW5\ISU_'C\$I=L,23:3?
MD!TUCOK_O7!+\$@NCER=ABC^T;\7.UV).F'D%IB7_-!L;_-' I>25S87;8.!M4RY-\$:IXO\$I'"PVU<&XK0!
LA46AVL_CR>3\1_5Q_GG)?)9UT%(I29I9TB> MD3% CZK576M&/G!5F/4J9^S_?5N';\$!9T%H\JHI<..%0COM?
9KC^Z7#Z\7R" MG(+_3_-AM6X^A\ER?1_JY54#"WN\LED\$N\J"ZI8C&_:#3E>K2N_U\5V3-SI
M1\H61LOQV=GPUG%_00B>S+KZ;OP&0>,W)D1_\$A'6PZ@E0_&"9=Y_M;NW";@#OF-C3E58:>C=U/_TTGH737_\$R5?
Y#36-'@Q\$93S0GJ65;E\P+U4CZN>?RS;_"*# @KL;HYVX+1WQ6D#EE5^973@
MR:8%Q@W"***@_K\$N31AT0:5<I^M8=Y" \$!_%0/U4+TQF7S\PF@:TKS8Z>F) M"8\H4&RPD:@&R4PK^CG-
4FLX_QE0<_8\$A14B:0Z9TR@1=%%;2)PL^AJG=MI7YK)\ISUM_F4=DI4_6F7_09&8U7Z\<(<1D4H^_T^H7?L6_4\VE?
Z0U/F_MK+Y\KRL5\3H\HB8_7X_RLDKS+IZT_X(6\ _YV=M@W/TE?9VQ9\IP#+3:NTUB%:Q%;7=9PHI
MA\T7T\5GU;'G;J\7D)H\$9WD\2\$10Y:@LC2'?*(?@P_2"V\>NV;H_L#Y1N_M\2-7-
M%\$X^_93\6^83RY*F;R@8OB/6!\$3VY?;6V61_*ODDR9J63D6H&0FP_M_MMT;HI:3'+<34N!SDGQ@O%BAT*
(RY(L%:_@95(5JZXI%L_A_9<IRC_90UO43_MCT)33Q10)ZE52^V9^4)BE'(\HX2@_RT?
4DOPLG!@*4>>+9DWRO7CJ3T/VZ^U_M3CK(N%D\;3\$=U@/'74;K-@!\VDVO33(WKT6,+?'2WKES9G;)6*I5_LX_63Q4D
MK_V*!\ABLU41F6V>KK\#@CR29;_?FPB^L9FW/N+2:KY(=-?2!8?+I\3X=X_M9:W4\KG-R28LE2DJ5>A6QC)+LT:S
N1A28#T+FL;J\$>\$5_-MY+;_I73_GE7KX=GXHG:9*\$S=^I_%F4FN@'"15_6@HOU@_A'KF1^GK'6F9H;
MP#LR\G6EF)7;RQ-/N9"G&+ZR^?QEYIPY9^_W<7^_G3Z\?CNE\4N?F<2W:D_M?>Z*AN\$Y2-
SN2ZN,V^JOKVUBOL-/5_M;F_9J\;L_3NDO*(;#MH8OZ\K)D\+8C_3@;IW_3M*RG'=Q1??)A>M6622A;F\$+*+
MM:%2#0K'\$OU\GJW_"UQZGWKN6_-7;/XM?U2Z11_==_/102P,\$M% @_09E=671'26D65:F-E-5O6MES\!P46)W
M**@F&_JO#TOPQ*NZ%?_MIH/_L_<#X"M;L\F)U\V_'\#J8_*I_Y=^=?_!N'>?7Y_WA3TO4#7S7@_M=
<5QPQCX6C3WH+GGX&IEI8_B"8;)6IRLGJ\+_5;_+Q^>JN+MO0_%;/9_MYMQ\+WX0>EZ6;!BGE\$-
\$4@X)H0CT:41H\$B4\;J.KN\@YGOB(Q^B(\$H@2@F&_M:1(BF&"?IAPE/A-WRT67Q>H??Y\$_"*XY\$.2M:O7GO_UPWS2/?
GEEZ\?O!_MC53+G\QJH?!)>?E?T%W^!>CZKX&ZVL^R\!U?;2NCAUH5C6_ ^7_/KA_M"
I\WG#@6JH*RH\U;52:07AA+B1G%1%?IPI@KY%IQ'_F_5
7#X\+OOG\ON+YZ6675;6WJLORDUCZL<3ROY\#ILL%Z#O"MSG&_MU0%RBMR/KG_"@W\IT>X!^9BE-L7ZNV*S?
7N:D%=C/KT&+MZ+B@OYOK;C.GY8H62RZ\$!+W8_1_X\I(6G\&I?U-53X58LU7_M\$!_5G+U??
7KDE=#UJ\MKVA1/15/P^IK4385\HXB*#\$U3FD,O",3VQO""&4Y3_M2!"R1_-R@#R#R7JXOG\!+8@QWZX(-?_O
MV<=7TCU4EI(X\$JM#_I9T%O\N%8M&*R8F^_*YW\^1QNP0?_G4FT^@_\$H_MK4EI_7HK;^N_KS%#1UY;-HK?
I&X\,<&IKTE>54^S_?DHQ/8-J72A#_R@K_MOBOAZ9Q@Y%9\U%6S^"OUTJ_!@?JP4-"TISY_(PC)EP4/X_IB3_A#\@O)?0
MCU*BHZ;/U\U8K2I(X\WY0_N5NEI_+73(>KS2'T9TC8R-FYK\U\$8R_MG_E26;I" M77N^K?"J%M(FG-GZ35'392D?
T*VPK%X)O/QOB\@_XC#\$S8";L&8B\&_STH_G_M&8KSC\!^5KB8P\!A%K_0\$%*=#'Q&FGODQ\$8_Q/8\>1.#_"Q_0H
M5!S;!Q8,<+3MET">=3>W8_GA)FVSA)V^"=(3!S1%JW>_>_BTW_KL(GIG4_MJW*Q7S?W957\!)V>I;ZX?
RO6\I=I\J8Y)*_2D.Q72",1HOCB(27_4F>(HAI%'DX9&\$>)3HZI&CEJ6_Y
M\$L;PSI" _I^N(@J.W6@39"VH)I%_H31O^MO^+OY5J>T1(\$-5>#'
M#5T_78\$M:6!#&Y#\$@98Z=P;3RSP51T;6S;C\;IB\;C(Y_-9>" NSG8X^W"V4
MX_#*+;J>EP^/7/C6TK6^KBH)088\7SWO+KG\;S_*CZZ^X8A_+U;=;>:U\$O'E^
MOQ+J'2=^G=I%V>"P+??CE5)ZGRH\HOF8\COA\;-!8;PS;U^5*_=KO+SE_MU<_B0AF_4B^\$;9R%\$.4^A82%_12?
>D'FA\;C+M)WWR5U4_OF"CFE07F_GCPZ_M>Q(?7X\$00GI4%!:W=7B\!+;+!1HYLGMESA_#Z_B\2)3UJP:MGT+^N
MHQ@HDJ^(\JY5(6;_"C^PIT;Y8@'6QH\H>E^O@*_.@M^O_Z08L">"X\DP9_Y_ME6=&J)"Y+_NHJ=YQ^?7D%M(_"I?
L2MC2A05?>EX6>LOV^3YQG_OV_3H\;M+;_?O&TGSR")MA:6Q^N7Y@93+Y4H\&PW*#_ \$XBB#\$\$"402C+
T#DJ4DIWW=MR_+>RA;5!TLT+3CRON4S\>5\2FR-R"-_O3Z?_0+I(V"62;+!S=UH<_MP_Z)*\!CU\TXNXS#6;_D_XI
Z<.=7ADS(I#N(_Y_F9JA%.VN%N.XW4LPSJ_M+G=.0R&_K3&Q_008+;/!8^KZ8!1!@R+O\$O:S23_-G@CQ:R@S_ ^7>(&-
F>Q_M1">^E_VD=G3A6814E\JR-3&I?RZ"TCR_5E;R\OD&%^SW>H\RO_N9TQ1%G;4F_M/S_Q^L=+D_B
Y\JGW0\^H\JL6A<5EUS1S38WA_OCA_)S2EW\$J@M0#_)M@F_MY/8%W_@^TG@HUSGZ10\$;2FQDS6_H0XW@H/
M8FE+L_KS288)PGH2#\I"RSS7^D\9^LE_Y2_Q96_!FSR\$W(J;#7*_F6*YE_M%_F393_9GO_..
<1QA3&/(H\$D_0LA33#+!H\G\0L7CSQB\3;Z;I\F)B\GWU\MI_<5XR_59AH@L;ES_!E?JH61;L<5TO^Z_FY_#4!
B\Q\OCUEV=8/?_M"C4P2?+^A>QQE0\KB<6V;^7L>HHI??"Y2R5G6VT7?V0472\9NKKX2\PRWC*_MD@0F44XARI_L-
PH\2+S_R\W^1R!>0KUCY*+3\NR6^T_6QSMP^L;J34(\$\$"_T\O>PPT?"SE\$ _HXY(-O_M\$XW0#/Z0X\UY;R\$6?
EMY\OJL9!%_MD\J.TCXJ.+O"U<% "C\0D&7;-VWQP&4VXZ?;H\W2GE-#@L;T/CV;_)'PP/
M#319T/E%KLX01BFU.T\$XO^Q\YP>C\;V='HO?;>=Z=%*_ (W7;FCYD3>+(!\MAA(?IL%/(A%"4PQ9I#%492(1=(L#C
J_-JH08_IP_H+8L_XQ_9C5RSQ_X;_H_7&E>Z2!#"D)X_M5LGTVV^/!4;W\;27;-PQUZ\$ (AC@)>
(13BQ/OG^V3&\$M_OI9NWHWN\$P7K!>=>\$B=9\$*00\5RHJS@4UH*?_M93#A.\$?Q)<_M)3W6\H@ULY\^OX2&NM#-

:9!N7G\X08_RY/T?BA6_W#\!>M1,U5IGLC!7?PI,XE-^#W&HE)#(!"P9!4"LE1^NL_YL#KD!L7W/W.0VNYU7 MKO,I?UUQ5C3O,6M@)-4)"ODY3Z5.R!8M!5&S"GD(0X@RA*2"<!0_EV&1+M.0MIXDU%O;AE#EK(8-Z)9DR"Z!?"<8)\$!SDV!9^X_UFE#9!YY.+!N.-/D M^NXZX5=8!#N<5W^MRO6C:N.N#K3NRZ6X!W.SNGYH=(?4(M,+*\$2.E#@@8(/M>@=(H=95ZNQ3G#&C^8C_WQQ^COIP=9ANQJ%VF_#(VO-MP!\$!FV^FK=8MQ!8/^!Y<4RH2.OV94UX!J4TER3FEEN<=@3.1@A)3F.7"\$ _9SFB0X!J!\$145_M!(!.""D4K-:K/3!58^B!P.)JBU.XPCZ./T8^IN&&C93!L!B0/P+8,^CS.M0Q(NS;%!F+QXR#GCLYK,^%\$0%[_7COML.V!_!JLF!JK:U_504D9F!H!E7B#,M<""!E!W+^*0&T4.V95)L_BAK)KB/!L/ZOORJ_C)!%8@B^?@<"A_/J3X6R3MG3#73!+!MA(0JYXM0&^B!#0!H=:13QN^JE"TR3_4)OHWYJF2=T^F_MZ^U!E!4N>G#!K:~7,4>4!3""@8>1^&3X+9E8Q^B/V4!T^K!/?<_ZL!MO.KVM-?EJBZ7!6L36%?L!KP!F!/!3_F!8B4P*(2#(CYIZWY/3;9C_#A!5";NMPQ\$X:XLOV"\$ _723J?CI MRNYQC=Z!9M)\$S#VRJJ:"XRK:LS7!LB_/W!C&)\7A+&<)"E,>?#DS!&C:88_MP0C%"?+#+A2HPHK;<@3:"^="!D48->X,E+8S_G6&D;'+'(=1H!W+%)@_MB!F4L:1XB<+""YV#^!)1H1%VC(>QA:P.M9P8571^14F5>*R^X&SXJ(!HR2_M!KAA@9F8:U#OM.OHG\$;#A\$07EPT3MH!(PBW)42;2W:AAC.!3#HJGC(E+OUN^V#!%M/S_+7/LDK0EDQXEDX1WIR;J!2:H=6+8:Z;9XD^T7BWA!|<9C8.4V=<2!JTX;OGA_M.8*.*@C/7FCG,E!0%;YAZ,M^R,!H3^E.M89RB..0T!O+<-RL5,\$/Y_VV!DD-UA(5L_VL/C"JRX!J=%KRK1S^4V9+6>M7ST=^!P4P,G6(3O+^VIS^GH%<"!_(EGQZ,Z_MF."(R2;\$/BLGK8=8P!~=4Y^F\$?;W3ME7%0\$QOY_9;<\$BCXHP6K;_JL&I8>;AE@&D4SI!V:76@3!;0Z(M5>F(O_MJ)MO_:6<1.G!""!Q<86ZC?FKN>27K)W!E6)W.ZJ=\$G!AUZ@BYA+A7?L!TV#_MK47WN&5^<(8%0J-AN8C%LH!F6!0WS1!H@M=D>UF22V<*.CYOJB8!7!@B\$MPH^JAO3NLAS^73X!E"OE62H+MNOZT;NH&K^0D@06BF%?.?A3#A60Y1ZH<N,N#5AMUKU5@":FFYZR=:4).U790FW/M.J!:"!M%.<M,0VOH\$NIJ3!0!JWJG6&D0?S:#6N<=6/=:-FZ+BM!D5"TNB_MP.M%&G@)BE^_!A3B+^XDRD(=>9&+!F6.8V+QY5Y:L"A#>50^5M:7>/F/X#WPV!O;K8!@)DE\AR!QW)X_M!DH!Z;N!2LHYJ!H!)!+(!):!>,"RNB!Y!T_YK!CZ!V!DI=473N5G!;!77A1AMWX!L!F"/A@B>!#_E^H\$^RSD*L!J!>F\$X:PPFEMT.N_#4QOLMFPB9,U9/KB=E_MEYG8;U_!HT&\$AFEZ3;H2/M\$_(IC_QH!FMF.%(BGL9QRAK#^_5^M.1JEYVK)KQW!":4;^V?+*T!NM4@#YKN2!2!A?*32T\$!@!"WWA_,"L%D9(\$D,2D)!#WF9=E_M6\$O!SP&86-HE2//&#&>Y,2S^!F@T\$UL)K==5P2XG!YA,HRR!B!BUSKLS(!LT_MW>XL3<.)=L>WS9E2=Q;I@R2Z!H?9V!_Y>5=A1_O"JF)NJ(&M5F:2^LKT_P_MJ_>P-!70=@6D6!;!E"8*\$,_R@/L!TW\$2F%5.2!*=6,0!+)%H?M>X_!6PVPP42GT!A%G-63_PGX9:8;+*6#D8\$NY(4^A^G55M^++B4(>8WFI!MXG"!J9G>;T).0TC(3*@(BP5)XLQA#^20JC&@2\$K^4*^T^QV@Z\$N2WU9)MT!Y?L=GT)\$*#;YXPH_+!Z"?\$J\$&#HSR\$F>?G,\$Q(Q*D?"9:4DFW-D<)=!#H7!F_9!1G%(\$TUOXL4E.L=3_MFQP_MR^<=2!_Z_OBL6R6?#M&8!D+XI#/#(!)\$V!L*8!_C40ZYER00L22#:2#8_MR_P@X)XO/HPL<@2F8*YQKL_0:_E>'L\$2?6S"EQSRLPD.&T%L417!L.(H!O_M!P_4P/DS>:_^DPX/N0TN<!\H/A77^P^E^7!;26;C!EUW7-FUK!/?_PB(M^MG?9!+)%>O<7TQ^QW^E!HRP0+\$F<I3H3U23^@!X\$98X&_/A*"!I2%2:C7)_8" M+;RV.XNVL3O@5V#3-DAUB+QJ^T!*\$KZL>RODN#TF-KH_!J?DI^U00B_\$M?I0H_00^K=J#T4Y;_&Z;O!%=3D40:4R(\$==M.S5C^_:@_#!0^N;0Z!/&>^M4RQ?^I8K!Z^YY^<MS7,NE_7EPLYHOG^*4A_7!GD!5H7XN^SD7T!R1Z?J!O+!B_M!AI2EOJH!^3(U?&J>^>?RRV\$ER#NEPR>72%FZ+BK)6-DTA!K8!&H"(HJ5M%_NYWQ:5M^Y!XWADB!1<+<+3!ZTJ6&R!F:A^G!OV04%;EJOV#;CGM:;C6A<!Y_M!AMN_)L<>H+2>^!LB!<RQO^LY!^W98\$O5!)KUD!7ZV^&F!O!>K3HURBEA.Z_M.>O;I5+QZVT!_JX5N03%A(?9AGU(OH)AL1/Y!/HYS3SPPQ!J>XAW_O1_M,+!W<")68LL!Z%+"94K!H8%NGNC!DH!^?%?^\$SQ0LUV!7^+<)VFOPQ!Y!B=+MH25A5Z";1!C#;056F)?D9W(%^E7H^MKKKMFTN!JMN2W5QU>@)?!/?T!TS8L_MP9MB9Y!<=X8(O/AA9_5@!(GQ4IC-9J!<_ODLY+HV*95^AAM=98+P;!%0_MD1=4Z8!/_!JGOLY3B#^4"!!BB2"/<(!^F)80\$21!Y.L(X^FEB@6QARRXW_M8!^ZD?DVSJ!A077^!3-AM6:_MM!J\$S?0@4"LT^PK7#WOHAR+B^\$2122\$2<(!1!#!#;_!X!W!F4^7F(L_!1!_)MV4,H3^WH9R:;7X%BBX^+\$=N#7-;KJ?EG%;Z.#.8^ZKU;J#T;N_6HUZL?K!_MW3KLF^2FJR_"W!&X;QT&Z4T!UUK)M!;*!H!H!Q;HQE_.TO!&V;0)L4SQ.V""GJPH!;#>C39M\$Y!O)SAJ>X!<_M@7;L..&)B>OLA.GVTJU.'KNE?I?24R'3%6>+P_L3*~N!LYAB%~6P)0G#/?!1_M3!&LPE_T-Y&M_5B3)!HN>R27N3Q!%P@K^0DE9+U5^O+JG^H_U<5FJ%#3H3(E_5TF2.FF"FFV#=#M)B8;R;TG_9YCI3>\$*19-;&R8?J4.<6.!WX;JGBSVT!+OUBM5=J5H6XC@+M"(9;#X@RBB&.&1^S"E#;.(H!C)FHA9/@YE8(RJ@X\$%!!;D\$;R;9WBC)H>7M4VPFLBYQ+4"@(#JLW!CRI&@G@\$R!XP.\$WHHGB-7VTFE!H(#(N;JGPI&&>O_MGG^K.>N-"KJF3?4=MX@DI#ZFMM.J#-!+@+0+!+!5_LT5>NQ0D<>-NP8#>(N^F6;L%9A^*=AF)D"D+Q227@W_M/5!J!\$!Q>JG7N/&ZW&N&2L&2#V6?HA3XD<937/N;AK^Z^29N.?!3!2F!Q99SK#^A;#!3?MF."!0+;)MYD\$!8>8\$;Y3^T^90G;.2H00^AW%D\$0!@!6X4>C2>99G!M7<MYBC.ID^G_!X!_3!F!RLVR2@+(!3V;WU%XF&W/('O+;8H=J!O!MHM5!Y)M2!H!FT*>\$0<1X!C.O!6_6>8@&!*=!9G2_?L;2Q;IF/R!Y00QVCSL6\$5A;FB^+MOW8MI=T^=\$9IFR+XN@?GY4^O!@=#+R>O;&RW^4W9!&2?6<>VA273_DU8^H4_MB^!_.^ZN2^KXC!Y;TW!/>>1^T01%;Y8+^PO\$F00\$Y!#%&=A&=(O\$B(MP^)R_M5":6^2!H\$!;!^!2B&HZM&V^*;G.P!OD;P^V&BCH.G.^!MS<=O;WUS/(V_MP^H6-U7^N6-UBQZX!K:9/B0_U8;5F2.PO(+BBRF9+UY?<3%W!HK<!^_&^U_MPL6..HZN^O%.POQMR_-G6S;XWC3E5^<="QA83)*DB&?&\$C".(!1\$0<1W&4_M4;-A!>=!3;Q?_!SEY_!UG^JQ!MUFW)"SUOT0!^9_O!MRX!P=0!L5QXAP9_MC_9K48QPD^!DUH!BQ!ICV94F^94N02NKG!>_"/=UBL5E5!T?K^Z4=U!M_L+NW_M9S!1_7G!C5>TD(JKH!P!\$)10.3HYA(^D6_MS""!LT14\$>1;KM MQ;YXB:64QUN^G^FTHG7_P#8Y!7Y.D?E!P!10A^U^QVA+!JW8WAJ^<);/7_""\$5.W/?\$SG**@R!4Q_!*[XD?EL2]*EQO^V7!7ZDK/5_5N_M&N@B\$TX<I0.8YH0BB"(4C1)\L+Q^!M0!S=N!75!1>;8A;=F-"_WN-V+8>!S!K5@N96<)H5FHM_N^""C"2.L(3",M!O_B!D40Q!(EPSE/?\$K".(JPKDMF@!#41X=2KWH?IV5)?RSPZOK;REQ#=-PXO6L2.@/LBWC%E=I9FY;ZO8COP)^=IXB4Q_M!^G"(9*EBFDF+^C":9+Y+\$9!;C0MQ.\(>\$"Q1@!Z^H0=9_8Q!Q_M=R=IE.U\$;FC-601-@ZB->.E<NX7!8!H//^5M-I9^S+JEM%K+%\$OQBSPLKV_P_MLYS#)YRR!JL/NR&TBY!X+;3<@RR-4HB\$9P!3+^4P2(T#%#NHS#4!9-<(#2Q_M3_T!<M+O+!>@L<6T!99?O>J!0A?9!JW^!^!PF8^9H>|S_EFS1.A2#HMT)^5-AL<08>D;H2Z^?I#BS%?WP^>^R^8^64S/0PC/TEYP;^B=@9O/C7#^E_M!H^K8M&B_UC<.3M!A!>2;1@5&Z=8F!D2!T<6XA^Y5N;AR05GLPY^R.D;AH/7V<5/M_H.OV6WY^VYDQ4O^VJ!X2"E^OUAQLC;HE#;5PWC%)^4A;'6489>F<Z0_MD3";=T^X9G!?JQ!H!L3+!+%1REC5Z41(7!)N)X!M.FEX:XQ60*."FA!LD5.YS_MU)N?PY64EMNKELORJIE&(^!KBK.B7^8B;08RA@!^(55SH^9-;(R_M!NOA,&7T>MN&R!W=N@W&?EHW=8/5!))%G;I^W;":2!H&>K!4?40_>B%'+%HRZQ!ZM05_FP>5G;LZL0^IQAV;MNVQ/0L2B!^M;F-UOA!8W;7).QT8>=Z^B%*24QP@_M&(<(^AHC%^DRSA_.P!GSQ7Y)\$S&IL=AXR!G%CH6R?T47P&&F%ZUK*B7F9RRB!_MJ=(!K#L0;K!3!I3\$)9!5\$#+GQ8X;.*04UPW!ZL^!9=G^+KD.CM(&04X!V^*M+@_..CU2T!S!1WHM^OZD)YMH!"MC;NY:_\$7>+F%R6MSYQ_X=530?F95-2E>I3BMT_Y9T!+NY5T-UDDCY/_!H_!L^!%>@QT&2LPC#_M.\$A2X>KB!^*Q&T*>Q!^E&<1-VK;1&>4X>MI_-Z_YJ>I!CL!G3?C!YVT_M!0!1W9KNY5C4XD^V&I!Q5?I3OC!P2J<.@OC=7^8_OI?0;4!4!6!2XRF?DG_M5U_5XH5AN%P%G>1S)F";!D0Q!V&*.B!_MHRCR\$259&B.3\$.JKN\$5C;=I2#U_<=!B7/_M4>%(<=OPM/ZO0GR/N4%K/7F>10.7^?EM*(!^+!0SMGKW3)VFI0X#U"!7E^L5_M?F;-6(Y^7><_*DTDY7S!#KK=G^.&+NLK!Y""Z5B64!+_JU/=V>|ZN/G!<*"!0X9CA^(*8>@LB3!VYQ;_X!@J>2@FH5;YB3!R;5LYW7G_M46_A9!0>15F.Y.&_3V^K<<_97(+3.D<_DQ=>"O!B+S!08T?6H=I7G;&?<=M!_09<+@3&MQ!OC?V(OW2W^WBU_/A3GE^A8DEFVOC;.%!/?-MT0!^*9R/9@&&W0

MZ2:2<0JM=M:1962:9)=)Z^Z&E2:I<"G:1%)"^4#0\72^"9E12-O/N61CP4& MO'A2R5:QGZ.
(^R&D89Z+_1G', \$MY+%Q%YDP@0_-K9) M:/ZEV1(VV1XO9+O>UCX2.TV/*HJ' XBMOV.O0F.3)WL%9*OK.M_1O.XUXTM
M S2.5-UUX:D_D1J1B=[CAX/6]C&FK#D_B>ND?_S6 MJK+CFM+UPWJICAY>117/BT9EP5TOA
M+^EMZV+)%ZWKATYCAP1AQY0(0DH3F=W,H)?E+& T1_4J GBF77GR714(\$& MIFD^XSY#AO6) S+--(89A1.YB2?IN"
A<7^IE3.03Q)SGX^X^C)Sj^%U^840 M.14:~%25H4.1"Y.W3M#S *O9%0?%C#H(O^+T12:K17TJRZ2&9:5&F^\$0 M25;
/W18)<=M\$1:IZGT@)OA7W5-M>KMT:7 M^U53%<)^HLK4V@Z"2OW02X.T@AQ1.428Y1.XE.(0183EOD?
RQ&BPS8M1.IOK ML 7?&JV&6<0O1J#UXB=_BL=GI@K1.4WC35P/%0\$ M7H&S1\@D@1A>_%&YRM=^_3KF30-
_Z<=UE%W^X@A95.YGLE1BZD-1\1J-VX' M=-:1B;>/#BZ0@*1.XT+GJ1XW.YT0;*9P^11V9=1->4^@4.K1RKL/KCI?1?<8
M87L%*X'.7V1FC1W1!9E1OW1<-_4'_L2781=SY#DB<4XCR.*\$R3D5&20!H3!. M8YR1-(AHD)M8C.P)A9*";G=H*1" _P**/
@-+/JAMBE9W1=E4S1O YYOM*U&4(MS>1..6^@2:~&SXJU;Y (- (C^3@Z09@CF)O(AB M3/(D7JR4"14T-
>D83"1S5H114/6EM3S11\$MZNPN:N>IU9QOPY(I^Q1LPU+1
MX<="A78F1#JDN^<P^XJTS2.5;_9%1_K5CM+10&8.G9@N%_M%5JU_6_DKSMO0BJ+FE3;
1L'MH9/1A1D3)H^2B:BKYGNF);UCK-A+AF%98Q M@3:HL."^1HON9V.WM\$1FU17.YD32A?T6?5BA.OKYO7N*J>Q8?
MKDH#FD>_M11"C/18V"6(P15D* Y(SBOTHSYA1V9\$6U(GUE,1!1A+8(-\$V8C:M.1+CGYY5
MXIPK9M1%.:0"UR/.,38%\$BT)\$1H@=S5IO\$B V'=HG9S99*@=1LA;>0!T.PYM:\$2CH,KJ)
MY:2W"@871&C&6*BI\$=PQQE 77.@3<16@1ZDKI3_5YUH\$2ZD2+00.VR%OFH M)_K=57Q5;-(?
#_S>\$A@DJ4((A(A&>?ET_B*\$:1ER21D??"A32UGV(I=V&< M17K"181P0P?
BN./^>B@.BPJ B/52WQ63CSEA"/D7M4.3OZ@Z7."JN %\$N#(1BCYVAH\$Y+!WGNIL/1E.OS.UN0QW49^@./1!\$\$\$@)
ST455BC0U)2=OSG_&F+9.JRR7?M72DX)SC-JPY=LO% (=31=W.E9N9K#5>\$5O>>75GR3#Y/&'HJ'""+*<1<)3"C@D M-
B@'1^*1BG.\$RIQ<"A^"0:\$.YL1V1)GVR2M MV\$B&39!HT%#Z818SX)^7LX31YBB>:1> 2EFTU32=YA*P_#Y3?F B1AB
MS3WLQ<+9(E@X6XAA.71A-"1F9_148PYT9JE-P1D8FW130G9P 1 M%-@RHG MN:.G"ZEV4P+&)-
KWHQP@!Y7#0E/@9BW*>\$ D4>-"8>NM11&7-_+^69VA->MRFSVSV+7JPI9WB6_N%ZO_01Z5RY82C!&*8.934.
(0B&ZA(0>C'S"4.Z3//#H MXK%MYM1@J1M&4W4MP.GGA#S3?_<%S"M O4_5R:D#?2:6:%SJ1.T.!(P17GU5DSY1V*
(3G+K/M/C\$VW;*G1ZN.+MNY**+1.=ADH9(
MV!>RA#Y/&"192F"4X#A.DA03S^BT1"24B45L1O.4\$NB5Q7S.T1S1D1:1+3:3 MN1ZYGUIR7P^1.1%9;X
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A.&O1:ENQKL5PN8IR0 M-MCF,0)%AYWDL L3V.8^=,@/IP\$ "38J\$=XL/1+;,<"8"=N6:CWYLJ"%3*1& MR3 6H\$.
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21>QTW6VE&N\$H_RJ:C1&21\$2OG\$4)2+K3_ MPA3/A11#_41@FB("3L@1G*CP-
921:1ANXK7ZZVM2W6B>+G>>8'Z24R=A< M\$6(I<%Y1#Z:\$AY#1680X9V""\$.S)2=1LSXO>K41-K1IR <4&:)R\$A%'(F
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QQ#%D2_L5\HA(2@_11B!&4Z.FD0RN21BU< ME7RP@6R8E#?16'=X8QV0P^X!=FGVF%JGA910T:#6*1G;
(B_=G(^O/8LPJQ% MWD9B12ZVV@SF_T1_7HVNQ/2S01O M-"O^4U=;1#PA?1181U1>3BS6O&CY1Y1>WF
D1?A:0"N^_8_ M7ZZI=&AKE92X4BD>+PL117P&+YU%1^@OU\$Y6M?_W+YVM%V1+/C1/V1+71/ M&R_N1L7?
URWJ1@N7;*U:E'A3U119RKE1MM6%JXM 2\$QK^N^;1B3)"KJ\$.AZ1L(14"1S)&&_Z+3\$H.NL7M/?175/W@C
MFZ7NFD1LFC1O)"9ZG.88=D4CW\$?DD3XNA&1) H)P/1F5=H#L:VO7;V(81 M54/LT9-B1T2;"?\$.*1?
S011L32(T?9X4T\$684)1+/(("<V*(4)S1_.82%;?#U_1MZ02L..&LCL1^LOU?E:L..X#M%O&1+^<5V5W5D-2X(8>1Z' M-
(PP1#@+/(29S#_1E'ZVH1M>P1(SJBMM+U1IX MXN17M'S@WFC\$DT6@3#M/>1E..S\$**
(((ACCPK^<#&@1(818#&B^:LL%+/?M@ M):17&1A:K1 >Y1!H4:=OH8X)/>CN^(>C.L\$1X"Q71*1NL_W0%1/@N5>P*
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H7KH0XBI1BS3ZO?<55(C?H9-1Q?4#1G*\$(\$1E1VGDZ#)(< M82CVT9XQ10XV11)Q:1%18*1CL%61SD5F+0 M.1V1
@H)T&(A"STW>.@T\$X?12DS11QB@)7:3GVUIZW"<6JR18G\$?9S#\$D.?(@H@P=J.T@7Z.?9:&>9AF1K.11Z%-+&8= M;*"
@QYTRJ;#PYS3DT-G_#"3RPM882RH6B0Z\$MQA6+;1A:9AXM=M-YMP1Z M+"NQO-R?=R=HFWD\$ T2#06@3"_H6 M-
F#2GJRWTC5T1.TXU=-.6*#;21JPP%EA2>&J:@O1-BT5F6:@C6S\$1J#;*/MPU0Z-
1G*=1V1*2L.99N%LEJP(&1>&..0L5QLW3\$-81.XJ28XYPOG&2^5CGB MF?
4GEF\$%PU1>1QF@*Z'69)G*9"TR@8^EBJ1BK//Y5*;)8W+4(-SGT>41BAB\$4BYS1)/ SE"0^3C.C MUI/SHCIUP1JX?
UOZ1*_KN46*4_ =VO1_R^2M8=JL#Q<-C53ZI M1R'TQV.'DNKKP#?X7(\$5-
SOH&62DGO9WQ1XS7:V1>@447.6(MSM&?1Q@A\$T^ MXBB%1H(SX:11PE.@3:87C11A)?&1T1"D&1-8
@3X>11A#T.TY#%T1." MG<..OH5MYB/W^1SP01X;0DS4P6/VC08ROT)S1W)&/1E><= M>W1.TM&(^Q.76*?QR?
YTL1G#X:~551&81554*V;+1\$O@HHG\$"/>+1\$'FR
ML9/O91#EG1AIBG1J5DD913FY1%2U8BT:TOZB'OPI\$K5+JVRUN&F:EC&*81_ M0S6*/5T?20%?
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1R=*T1L-N&=E1K1Z1KL>^U1W(L31A_E.4>3&7\$...L))1PG&FY9+J1)LM@M3-HP6E1.%^0.T@X_24 MMRMV.F.G;B<46-
GD1 %V/ZE6AT1'>FP0U*RJ1X?H0VVA=8^=@1ZY_*E7MVI M)/5-XN+SIOMU&\$0>1U_07V&=HU81L5D
M&T:3+2DVBR0\$F472SZ1Y\$1Y\$&21N+)PU=>G*Q2;LWOZWK_V2**<1AB/X#4 M1S.(2)S(3
HD#&1J42L9M1S.1/P)EZ11S+R2142'OS^!RO1+9.1QPPD1C1 MC/L6YA5HH4Z28G^*+/-H7M07BJ5_A21 ^GS)R1WWPC?
K-YO0Y:L?J:?W= MRC@1 LSM4Q^BMM\$K%0BH@0"1L;=7(%W9=FL21.#U7,<&-V11O)GX=\$^0 MGCY"1M46>61-
V?;1\$>ZF^38L8EH"0^*31(=1+?BH?UPZNRJ1JO,AD*1XIO MFN<%BF,2YA&'OD?EX.4P@%F2"4HQS%1H6LYBQP M5NEJ
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)CY*.J9OJ.*D'Z66/E(Y)'CU6.G&+15SC^GY32.^%69@\$ M:(38C^3Q+X.8H1QZ*;Y(7%(<1/1%=NEIY9:
P0=*=-+1GA2\$F:0H5 MDUNRYE#=-VRYCF8@N^1V2F)M&R5L9F7?E)7RYWHSS6_+=J+YMPXQL*F2G@ (M&<1*;Y+=
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MR/R.ER:1\$0+3*S^2OUX\OY(T\$+7K2L.% 9 VG1\T6_5;UG_"6O>,GJ(ZX M8::33\CA-
5"@UJKD\A=6<[.14@KGI.JG.YY3FI#%6U)0MUFO2\RS,<)>X? MP3#QA#.'LOSB,
B@QX.O.P\3BGP39^X8Q,3^6EOM4N^*,>K J8:AF.8\GN- MPH+|F/N0YQ&"B,, \$XIPFD#***>9;ZA/%X\L_+V8#Q'-A;+B)
(%>&N49Q3\RL5%#SA% X M\$UMD^2302K1A\OL(I_3DTR\9L+-. I89% <%UAN>2/_.,I\UZ'25C#X",=| M1-#W4)1
MC&7W8Q0#G_#H3\@-L-N701,YX\$U|>-%|H65Y%\$#IZ(62H:9V\Q3D_L';+ # M3.RWG.AB0
(TZ&#"SOH#GOP;M+I2.S\H,TJ\HD'X\H\FUF8D\?|A:,7DR; M+BWUS@/?Y5Q'
4DH#0.8X)"_+3W.899&'B0Y97Z&O#S*M/9W78_3_"_ZVD\H6
M\SIU\U^;7L+A/P04;FIS/@_|\@12M#W8XQK*2JXY<*Y6|+|/24IM->9A959TK41M<9WV>N\|IG9-
TE^;,"^H0E/F19D@F5AA;_M>1P)QM(X0%%">9KJHK3=LA,K+@E(7R)\U(XK)#L:S-2.A#&>SC3XU+3UAQT|
M=EI"CRXCK7"_H#L\IRZ>3<*/\$>S+|8EO7^1H?9&E69Y')((>D;7W-\$N@.&\$H
M3'>2\$Q%68C\Q1.O2#G3H;K)V\I<^+C|E/T^=(J99\4+|/J#1VB#Y6"UCWFOLT\$;;DWA6/U
M^|6_-@L9*BQ;Y"Q1.D.GGT72F71G7Z_*?|&4RBF1+T\I0\IRXBC.%K5Y<4|/Q\Q^&YQLOXS02H"
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_D|SWZ==S_NRL,HP0*3B3=),|38*K=|/3|Q>=- M0#D)V%*^>FKI&3H'2XJ%<=|J2RJM96^W/;>*\$DM5G>WTEU;9%Z4\$;
|E,,M8-M|)\$?99#X80YY'(4^1.%P58PZ_ND_G5C>) J;4P;R# #HT@;(#;|1.X-\$1;Z MU8BE>L+JFE%F(NR&1\B;4*T(Z'7
CFK*C|APIJ&+;IWIYCEYY|,|>QV\VP|? M"QOO|(\$@RB1|"X%T%"_11F_0EHS%F,LMRB;^(,|D(I'4?QKV\N2P*;-|
M"J69TNS)|\$XS2|/(&(ROHBK_K0ITE;XH@QG%GEH_?Y9;U;B*YJUSY7D?) M|_RAZFUJWJMC,ML4'4PT*GNV'O^+3G?<
P0Q#"^;_11"\$Y3_"_+1Z"L|E\$ M-K#M;V+9X<|S961*6.8I
MF(KT855Z"4%FZDZ/%JO,RC|B%R53JH5FSY_LHWJ97+O>|M.O<6*2|K;2O|W MF*I(MCS3+%0N^CO;_<
|AX;JL&WPE9"3WN)U\$.R*DUZM|J;^ M9G^W_.0Z<_O\$NF%3H=_.U3JW\H3HV1UOGF#|^K;6_?C.YUR-|@L.M\$4JM"Y1.
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X#L\$|G=UN1+CBUT\YJRVNA\$#JUTLYMG/G8|CMG|JW;_M>|S%|L.K?A=C)B01M9=?"J|U;6XY5
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&+K3LG=T.@WPGDY|E%L5H7JHMN=E"YJE_QO*RZ8=&W9@A_KF 777*^Q5PX,>MF"#KM-VS%/SU%V?YLDPG;N!
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RQBYFA+DM=CD/3&VQ02)M3;_3B|YIB0V2=6"(#5|K9X?) MC%8AT2JN\$S
O|W;>0M|GTF|'"*8DRJ(\$7)6\$4)C|_|>ZG5A|8K'L(G%M\$YQ M0;|6L;3+3,HT23+>|\$|@|VB3|J|ZZ9Z@J3#3?<
#4)1,5\$|7GLO5#|G?Y'K% M;L2SEJ&;_ ^4#+E8+DJ1Y%#EK(@?L9_!C%,NFO

#I3YL!)OF! N(;!M>:%DY&B|^&2'W5%K.AZH,MH1. MHT998KPWQ9_7Q90S&&J?YF(WK(C8W%RV#<
|J=KQOIQ;_V6+@YB|^\$YI.2+9 M=GG1N>P^W=SM|)9M)T%WU\7"7+MP>G|XL_#4*;>I>|H>1#-H'SL|7^A
M.#^|^|T&=@<FV"&6%>PG,^A|L>N8,0;+N2_F<("'%&SXW|KV?Q6_R^&P M=EI"ZUOF*57P-3^EXN:>TIKW0^)|C+<
J_M+B;|=CMG+|.#.Q.BYH=&WM6FU/(SD2_GZ_P@>Z69"2D\$|8(&&0.&;F MQ(?N1N-M|7|G8U;>%N|JK="=E??<
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G%X"R1_8N3.W76/Y<_#2.0%>*QCZIGAMIN%;KLYL3CCX;G M53V>_E7GHT&_X^|HW(U|=1=-?<
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M/^0ZT;4X&?2.+X|8?N3FF?/6(QY/NZY.AW1WF)'5J|/28|G9\$5-BB"0 M>R'/;|Y_^GS|X?;F^O/MOQ_\$_@X.V?|?<
W=KA1FMO.^);.R4)|FA7D.B(E5^ML M)NIX6Q?@L;MXXY+U3^D1|@2CF(GITDX-J3OJ)BU
WD5(6)|06*00C2%T*63\$--I+GS# M\X\H^2H5<@(.H;9"U.=YW#05Y0&UEO|=L@|L3=%,BF;U.PZO|X;F?<
M|X.D.ETBR@R8950|_"#\$T>Q6VG69@4YDK;%'EZEI'0".2LA|!UFBFH0N_9 MLXQE8Y;@;/'@GPP-W"O-BCLLT1@(<
(D6<G#^6|/*GTN,F.G?@Y31W?;UTYB_M|(DOHJVPLK;_C\W9LW;5P.XXG(U)"ZFY3&"2L%FF1@# M?"NDHP<
1A%PGR%0(I2#@,C';YRS/8@48DEF2GY7VJ;|&^03_F3F=-5%4YFY+^ M;R|. U%P%J;_N')?E'8EKT*GQD|B<"*<
|@|.#.@Q=|Z|>D4?|CW""K/K6.IPPDUEX|?OPIDO(>"B'2GF4MLX*_3;0/K MKIV7?<
+G*N8Z;#\$|KD^D2+)|V6C|E1@SMAB|=&J|=|4WBM=+2;79_QY0?LD#) MFAK;3@L3|IR=N|<
(ZPD&82;..E6H+7&G;4#K>_"\$#ZU#5>_J@-J'BB1-MK5|I@%"DWE&)0L_VVBABA<BZ C_C%X M(5^/OU(#C=<
(01*'GX_D;8)?_7A MI2Q#E>@G"(S24.TMZHMD^#<^BX_V#1\$=S18YE9V*9^WH)M,H1<2|/7T_FO<
M|WMS_J_PQJD;_P)P)^_!W@5F%;|A+F6.6.XUV\|V^>V> LM&|'W'5S)*=VF M;,>X^"OY*9+!A2#Q9Y(MX9CTT3AY<
/%;I^A;D;Y3N|'3U|C; M"X>;KYC.DN>8MIJ2LAAJ7U|^K%6R"JLDJMG;MJ:P3@!E46AZYKH_R2% MQ**FX;E85|0<@<
X@X;|NP94XU_1MMMEYL?J8D|SG|QJHM).!0;X9CS_G9T!1/BF \$ P2<&9_J-L|\$5|7?E|HW9% MUTCCF0-
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L_ ^+X_/K|HA%OMK>SO|^OK ML!%LFQ,L(=)>%DY6DT_V.W%;9.1OL M@2.HU;98FM;UN;>%%;.(A|FGO<
M;|.B.WM/2>PW^O'J^|X;^;#|S>@O="TU+MUMLNSGL7_>>^|W|HNTHZ(|Z<
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GS|9YJ'K_/|STJ_8EW+|S)-67BPX*1/L8R<&TYOU|B^4| M@(%A;R8>|ODX9!&=H|<
5&ZAHJ2.8ROIPZ32*)ZL3>O;SF)9L^LLN.@&FFWJ|MRI_?GSSZ&3_J.OH?\$_T/4\$|L#|!0 (\$&975F8/8T^P0_\$D7_6<
M8VUG+3(P.COP.3.P>&5X;S(Q+FAT;=U8ZW/B-A#_WK|B2Z;Y9_8;&SL/LD_M1TB;F3;D IEK/W6\$)6/-<
V98KBP#|Z|N2|22\$O_LIKE;J12N+C M;L0(/?ZA^Z_EP8D(9@E+%022\$<4HS*>3N\$S9?D7L*QR5UID2|FGD8*FT_3A<
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DI+ZPY0#DQ3UEE76'28"Q"5?@-6VWV|#! M*Y_6/'O\$8HR;/%YEO1L.(J<8\$26RMNO9.B|WQ

28!"8WYE<#D^SWK\9G MPW.XN+H<??7.QS>|NK+>|V3W;1@^L9ZUJMSZN>IMX(>B?#B_@
MY+L*=Q7DEK/PU,8_S*4>R8^|_+*&O\Z^_Z_&F8&MHOJ00?%T'7IT9_M_T%GSE(@02_D)6G_8_Y5!+=P,C
"D@.A(M,--IO)?\$02B5@Q+#+16K"(\$0_M\$8,1D1.2LMP;+F*VA%Z@-\$6'H0ZC0"@%P51<|,MZH;C3.>1)I"/.MAL&#!
M3/%K/L,PY&3FAU)F<^V#&|Q!0H("CJ+L=U9_ULV_%"MK<.FTVG<|FF/%<2
MS3,+F<72\$JA1TD^FN\$R4)EH>JA1^@Q)_%=59H*Z4.C_011\$RRR1)PB^(A
MQ\BKB&CKA=D^8;DJ6;F\$+ZF8QXQ.V2;6WF^GO;GO9(12/+JLF(68F,J_*4_M(M#;EEI9\$#Y9_M#XB;RX0I1_8*
KX^YYN8+&"Z.);Z4Y%23K\$,YB-#(0219K)F2TWR2_37C MDNE!)->(JNK+17;(+J#1-
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0001058090 cmg:VebuMember cmg:PurchasesFromSupplierMember 2023-01-01 2023-09-30 shares iso4217:USD iso4217:USD shares cmg:restaurant cmg:region cmg:segment pure false 2024 Q3 0001058090 --12-31 P1Y P2Y P2Y P3Y P2Y P3Y 10-Q true 2024-09-30 false 1-32731 CHIPOTLE MEXICAN GRILL, INC. DE 84-1219301 610 Newport Center Drive Suite 1100 Newport Beach CA 92660 949 524 4000 Common stock, par value \$0.01 per share CMG NYSE Yes Yes Large Accelerated Filer false false 1362593000 698547000 560609000 93202000 115535000 49848000 39309000 87896000 117462000 82087000 52960000 668676000 734838000 1680256000 1620713000 2320395000 2170038000 892487000 564488000 27969000 25554000 3954689000 3578548000 113935000 63082000 21939000 21939000 9011670000 8044362000 221301000 197646000 184367000 227537000 181354000 147688000 180288000 209680000 270574000 248074000 1037884000 1030625000 4212868000 3803551000 79519000 89109000 67501000 58870000 5397772000 4982155000 0.01 0.01 600000000 600000000 0 0 0 0 0.01 0.01

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Basis of Presentation and Update to Accounting Policies

In this quarterly report on Form 10-Q, Chipotle Mexican Grill, Inc., a Delaware corporation, together with its subsidiaries, is collectively referred to as “Chipotle,” “we,” “us,” or “our.”

We develop and operate restaurants that serve a relevant menu of burritos, burrito bowls, quesadillas, tacos, and salads, made using fresh, high-quality ingredients. As of September 30, 2024, we operated 3,615 restaurants including 3,540 Chipotle restaurants within the United States and 75 international Chipotle restaurants. Additionally, we had two international licensed restaurants. We manage our U.S. operations based on nine regions and aggregate our operations to one reportable segment.

On June 26, 2024, we effected a 50-for-1 stock split of our common stock and proportionately increased the number of authorized shares of common stock. All share and per share information, including share-based compensation, throughout this Quarterly Report on Form 10-Q has been retroactively adjusted to reflect the stock split. The shares of common stock retain a par value of \$0.01 per share. Accordingly, an amount equal to the par value of the additional shares issued in the stock split was reclassified from capital in excess of par value to common stock. In the second quarter of 2024 we retired all treasury stock owned, which was recognized as a deduction from common stock for the shares' par value and the excess of cost over par as a deduction from retained earnings. All shares of common stock that we repurchase will be immediately retired and no longer held as treasury stock.

We have prepared the accompanying unaudited condensed consolidated financial statements in accordance with U.S. generally accepted accounting principles for interim financial statements and pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments consisting of normal recurring adjustments necessary for a fair presentation of our financial position and results of operations. Interim results of operations are not necessarily indicative of the results that may be achieved for the full year. The financial statements and related notes do not include all information and footnotes required by U.S. generally accepted accounting principles for annual reports. This quarterly report should be read in conjunction with the consolidated financial statements, footnotes and management's discussion and analysis included in our annual report on Form 10-K for the year ended December 31, 2023.

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Recently Issued Accounting Standards

In November 2023, the FASB issued ASU No. 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosure.” The ASU updates reportable segment disclosure requirements, primarily through requiring enhanced disclosures about significant segment expenses and information used to assess segment performance. The amendments do not change how segments are determined, aggregated, or how thresholds are applied to determine reportable segments. We expect to adopt the guidance in our annual report on Form 10-K for the year ending December 31, 2024 and thereafter. We are currently evaluating the impact of adopting this ASU on our disclosures and do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures.” The ASU includes amendments requiring enhanced income tax disclosures, primarily related to standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The guidance is effective for fiscal years beginning after December

15, 2024, with early adoption permitted, and should be applied either prospectively or retrospectively. We are currently evaluating the impact of adopting this ASU on our disclosures.

In March 2024, the Securities and Exchange Commission ("SEC") issued its final climate disclosure rules. The rules require disclosure of climate-related information outside of the audited financial statements and disclosure in the footnotes addressing specified financial statement effects of severe weather events and other natural conditions above certain financial thresholds, certain carbon offsets and renewable energy credits or certificates, if material. Disclosure requirements will begin phasing in for fiscal years beginning on or after January 1, 2025. On April 4, 2024, the SEC determined to voluntarily stay the effective date of the final rules pending certain legal challenges. We are currently evaluating the impact of adopting the new rules and intend to include the updated climate-related disclosures in our filings when required.

We reviewed all other recently issued accounting pronouncements and concluded that they were either not applicable or not expected to have a significant impact to the condensed consolidated financial statements.

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosure." The ASU updates reportable segment disclosure requirements, primarily through requiring enhanced disclosures about significant segment expenses and information used to assess segment performance. The amendments do not change how segments are determined, aggregated, or how thresholds are applied to determine reportable segments. We expect to adopt the guidance in our annual report on Form 10-K for the year ending December 31, 2024 and thereafter. We are currently evaluating the impact of adopting this ASU on our disclosures and do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." The ASU includes amendments requiring enhanced income tax disclosures, primarily related to standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The guidance is effective for fiscal years beginning after December 15, 2024, with early adoption permitted, and should be applied either prospectively or retrospectively. We are currently evaluating the impact of adopting this ASU on our disclosures.

In March 2024, the Securities and Exchange Commission ("SEC") issued its final climate disclosure rules. The rules require disclosure of climate-related information outside of the audited financial statements and disclosure in the footnotes addressing specified financial statement effects of severe weather events and other natural conditions above certain financial thresholds, certain carbon offsets and renewable energy credits or certificates, if material. Disclosure requirements will begin phasing in for fiscal years beginning on or after January 1, 2025. On April 4, 2024, the SEC determined to voluntarily stay the effective date of the final rules pending certain legal challenges. We are currently evaluating the impact of adopting the new rules and intend to include the updated climate-related disclosures in our filings when required.

We reviewed all other recently issued accounting pronouncements and concluded that they were either not applicable or not expected to have a significant impact to the condensed consolidated financial statements.

Revenue Recognition

Gift Cards

We sell gift cards, which do not have expiration dates, and we do not deduct non-usage fees from outstanding gift card balances. Gift card balances are initially recorded as unearned revenue. We recognize revenue from gift cards when the gift card is redeemed by the customer. Historically, the majority of gift cards are redeemed within one year. In addition, a portion of gift cards are not expected to be redeemed and will be recognized as breakage over time in proportion to gift card redemptions ("gift card breakage rate"). The gift card breakage rate is based on company and program specific information, including historical redemption patterns, and expected remittance to government agencies under unclaimed property laws, if applicable.

We evaluate our gift card breakage rate estimate annually, or more frequently as circumstances warrant, and apply that rate to gift card redemptions. Gift card liability balances are typically highest at the end of each calendar year following increased gift card sales during the holiday season; accordingly, revenue recognized from gift card liability balances is highest in the first quarter of each calendar year.

The gift card liability included in unearned revenue on the condensed consolidated balance sheets was as follows:

	September 30, 2024	September 30, 2023
	1.0%	1.0%
	12.990%	12.992%
	0.1%	0.1%
	0.406%	0.1%
	0.1%	1.0%
	0.1%	0.1%

September 30, 2024

December 31, 2023

Revenue recognized from the redemption of gift cards that was included in unearned revenue at the beginning of the year was as follows:

	2024	2023
Revenue recognized from gift card liability balance at the beginning of the year	6,906	6,481
Revenue recognized during the period	64,104	56,402
Total	\$71,010	\$62,883

We have a loyalty program called Chipotle Rewards. Customers who enroll in the program generally earn points for every dollar spent. We may

also periodically offer promotions, which typically provide the customer with the opportunity to earn bonus points or other rewards. Customers may redeem earned points for various rewards, which are primarily comprised of free food and beverage items. Earned rewards generally expire one month to two months after they are issued, and points generally expire if an account is inactive for a period of six months.

We defer revenue associated with the estimated selling price of points or rewards earned by customers as each point or reward is earned, net of points or rewards we do not expect to be redeemed. The estimated selling price of each point or reward earned is based on the estimated value of the product for which the reward is expected to be redeemed. Our estimate of points and rewards we expect to be redeemed is based on historical and other company specific data. The costs associated with rewards redeemed are primarily included in food, beverage, and packaging on our condensed consolidated statements of income and comprehensive income. We evaluate Chipotle Rewards point breakage annually, or more frequently as circumstances warrant.

Changes in our Chipotle Rewards liability included in unearned revenue on the condensed consolidated balance sheets were as follows:

	September 30, 2024	September 30, 2023	Change
Beginning balance	\$49,183	\$44,750	\$4,433
Revenue deferred	38,057	40,923	(2,866)
Points redeemed	(40,923)	(49,183)	8,260
Point breakage	(2,866)	(3,866)	1,000
Ending balance	\$43,491	\$32,724	\$10,767

Revenue deferred

[illegible]

[illegible]

height:108%">Changes in our Chipotle Rewards liability included in unearned revenue on the condensed consolidated balance sheets were as follows:

	2024	2023
Chipotle Rewards liability, beginning balance	\$49,183	\$40,923
Revenue deferred	39,792	32,947
Revenue recognized	120,024	95,672
Chipotle Rewards liability, ending balance	\$188,975	\$169,542

[illegible]

[illegible]

[illegible]

Corporate debt securities		
48,127	634,119	788,791
355	48,482	29,851
18,276	2,093,809	12,907
87	2,106,629	663,970
807,067		

Level 3		
Corporate debt security		
(1)		
16,801		
-		
17		
16,784		
-		
1,600		
15,201		
Notes receivable		
(2)		
4,593		
233		
-		
4,826		
-		
3,106		
1,720		

Subtotal		
21,394		
233		
17		
21,610		
4,706		
16,921		
Total		
\$		
2,190,978		
13,140		
104		
2,204,014		
698,547		
668,676		

[illegible]

[illegible]

[illegible]

[illegible]

141		
15,648		
2,500		
13,148		
Subtotal		
31,901		
1,289		
168		
33,022		
3,499		
29,550		
Total		
1,812,923		
5,654		
4,258		

[illegible]

[illegible]

[illegible]

Corporate debt securities		
48,127		
355		
48,482		
29,851		
18,276		
Subtotal		
2,093,809		
12,907		
87		
2,106,629		
622,772		
663,970		
807,067		

Level 3		
Corporate debt security		
(1)		
16,801		
17		
16,784		
1,600		
15,201		
Notes receivable		
(2)		
4,593		
233		
4,826		
3,106		
1,720		

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

141		
15,648		
2,500		
13,148		
Subtotal		
31,901		
1,289		
168		
33,022		
3,499		
29,550		
Total		
1,812,923		
5,654		
4,258		

1,814,319

560,609

734,838

518,624

The fair value of the corporate debt security is measured using Level 3 (unobservable) inputs. We determined the fair value for the corporate debt security using an internally developed valuation model and unobservable inputs include credit and liquidity spreads and effective maturity.

(2) We have elected to measure our investment in convertible notes receivable of private companies at fair value under the fair value option. The fair value of the notes receivable are measured using Level 3 (unobservable) inputs. We determined the fair value for the notes receivable using an internally developed valuation model and unobservable inputs include estimates of the equity value of the underlying business and the timing and probability of future financing events.

75775000 75775000 75775000 545215000 545215000 545215000 77557000 77557000 77557000 1422910000 12552000 87000 1435375000 634119000 788791000 48127000 355000 0 48482000 29851000 18276000 2093809000 12907000 87000 2106629000 622772000 663970000 807067000 16801000 17000 16784000 1600000 15201000 4593000 233000 4826000 3106000 1720000 21394000 233000 17000 21610000 4706000 16921000 2190978000 13140000 104000 2204014000 698547000 668676000 823988000 128458000 128458000 128458000 355872000 355872000 355872000 76279000 76279000 76279000 1200658000 4352000 4083000 1200927000 731339000 469319000 19755000 13000 7000 19761000 19755000 1652564000 4365000 4090000 1652839000 432151000 731339000 489074000 17401000 27000 17374000 999000 16402000 14500000 1289000 141000 15648000 2500000 13148000 31901000 1289000 168000 33022000 3499000 29550000 1812923000 5654000 4258000 1814319000 560609000 734838000 518624000

Equity Investments

The following table summarizes our equity investments as of September 30, 2024, and December 31, 2023:

	September 30, 2024	December 31, 2023
Equity method investments	29,401	8,896
Other investments		

68,499

45,864	Total	97,900
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\$54,760

Equity Method Investments

As of September 30, 2024 and December 31, 2023, we owned 6,487 and 4,325 shares of common stock of Tractor Beverages, Inc. ("Tractor"). As of September 30, 2024, our investment represents ownership of approximately 13.8% of Tractor, and we have invested total cash consideration of \$14,872. As we are a significant customer of Tractor and maintain board representation, we are accounting for our investment under the equity method. There were no impairment charges for the nine months ended September 30, 2024 or 2023, associated with this equity method investment. The investment in common stock is included within other assets on the condensed consolidated balance sheets with a carrying value of \$19,401 and \$8,896 as of September 30, 2024 and December 31, 2023, respectively. Refer to
Note 13, "Related Party Transactions"
for related party disclosures.

Other Investments

During the three months ended September 30, 2024, we invested \$15,000 in exchange for 2,746 shares of the Series B Preferred Stock of Hyphen Technologies, Inc. ("Hyphen") through the Cultivate Next Fund. As a result of Hyphen's Series B financing, the convertible notes receivable which we held prior to the financing converted into 3,073 shares of the Series B Preferred Stock of Hyphen. During the three months ended September 30, 2024, we recognized a gain of \$4,635 related to the conversion. As of September 30, 2024, we held 5,819 shares of the Series B Preferred Stock of Hyphen. Hyphen is a privately held company, and as such, the preferred shares comprising our investment are illiquid and fair value is not readily determinable. As of September 30, 2024, we have recognized a cumulative gain of \$6,782 related to our investment in Hyphen. The investment is included within long-term investments on the condensed consolidated balance sheet with a carrying value of \$31,782 as of September 30, 2024.

As of September 30, 2024, we owned 766 shares of the Series C Preferred Stock of Nuro, Inc. ("Nuro"). Our investment represents a minority interest and we have determined that we do not have significant influence over Nuro. Nuro is a privately held company, and as such, the preferred shares comprising our investment are illiquid and fair value is not readily determinable. As of September 30, 2024, we have recognized a cumulative gain of \$5,968 related to our investment in Nuro due to observable transactions in prior periods. The investment is included within long-term investments on the condensed consolidated balance sheets with a carrying value of \$15,968 as of September 30, 2024 and December 31, 2023, respectively.

As of September 30, 2024, we held additional investments in other entities through the Cultivate Next Fund. These additional investments are included within long-term investments on the condensed consolidated balance sheets with a carrying value of \$20,749 and \$21,221 as of September 30, 2024 and December 31, 2023, respectively.

The following table summarizes our equity investments as of September 30, 2024, and December 31, 2023:

Date	Investment	Investment Type	Investment Value	Investment Description
September 30, 2024	68,499	Equity	97,900	Total
December 31, 2023	45,864	Equity	97,900	Total

weight:400;line-height:108%;">During the three months ended September 30, 2024, our now former CEO terminated employment with the company and forfeited all of his unvested equity awards. This resulted in a reversal of expense of \$27,863 in the current quarter. In response to the CEO departure, we granted retention RSUs to key executives. These awards have various vesting terms, and will vest over one, two or three years. Total expense recognized for the retention RSUs in the current quarter was \$5,134. The impact of the CEO forfeiture and employee retention awards are reflected in the tables below.

Total stock-based compensation expense was as follows:				
	2024	2023	2022	2021
Stock-based compensation	\$5,134	\$88,103	\$88,751	\$31,065
Stock-based compensation, net of income taxes	(1,058)	(36,614)	(36,614)	(36,614)

Three months ended September 30, 2024

	2024	2023	2022	2021
Stock-based compensation	\$5,134	\$88,103	\$88,751	\$31,065
Stock-based compensation, net of income taxes	(1,058)	(36,614)	(36,614)	(36,614)

Nine months ended September 30, 2024

	2024	2023	2022	2021
Stock-based compensation	\$5,134	\$88,103	\$88,751	\$31,065
Stock-based compensation, net of income taxes	(1,058)	(36,614)	(36,614)	(36,614)

2024

	2024	2023	2022	2021
Stock-based compensation	\$5,134	\$88,103	\$88,751	\$31,065
Stock-based compensation, net of income taxes	(1,058)	(36,614)	(36,614)	(36,614)

2023

	2023	2022	2021
Stock-based compensation	\$88,103	\$88,751	\$31,065
Stock-based compensation, net of income taxes	(36,614)	(36,614)	(36,614)

2022

	2022	2021
Stock-based compensation	\$88,751	\$31,065
Stock-based compensation, net of income taxes	(36,614)	(36,614)

2021

	2021
Stock-based compensation	\$31,065
Stock-based compensation, net of income taxes	(36,614)

[illegible]

[illegible]

Exercisable, September 30, 2024

5,084	23.39	174,018	2.39	10,911	31.41	4.02	286,376
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RSUs

A summary of RSU award activity was as follows (in thousands, except per share data):

Shares	Weighted-Average Grant Date Fair Value per Share	Outstanding, January 1, 2024	Granted	Forfeited	(260)
3,004	\$	32.08	2,578	31.95	

color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38.92 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding, September 30, 2024</td><td colspan="3" style="background-color:#ceefff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">4,416</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceefff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44.29 </td><td style="background-color:#ceefff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested and expected to vest, September 30, 2024</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt;text-align:right;vertical-align:bottom">3,875</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44.06 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:10pt;text-indent:27pt">PSUs</div><div style="margin-top:10pt;text-indent:27pt">A summary of PSU award activity was as follows (in thousands, except per share data):</div><div style="margin-top:10pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.475%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.144%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant Date Fair
Value per Share</td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:bottom">Outstanding, January 1, 2024</td><td colspan="3" style="background-color:#ceefff;border-top:1.5pt solid #000;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">2,794</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td style="background-color:#ceefff;border-top:1.5pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="2" style="background-color:#ceefff;border-top:1.5pt solid #000;padding:2px 1.97pt 2px 0;text-align:right;vertical-align:bottom">31.24</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:top">Granted</td><td colspan="3" style="background-color:#ffffff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">849</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">52.77</td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:top">Vested</td><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:right;vertical-align:bottom">(777)</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">29.59</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:top">Forfeited</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">37.88</td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:top">Outstanding, September 30, 2024</td><td colspan="3" style="background-color:#ceefff;border-top:1pt solid #000000;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">2,028</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">

[illegible]

31,065	69,160	74,966	602	813	2,200	2,194	3,073	994	19,161	23,004
Total capitalized stock-based compensation included in leasehold improvements, property and equipment, net on the condensed consolidated balance sheets										
602										
813										
2,200										
2,194										
3,073										
994										
19,161										
23,004										

5262000 36614000 88103000 88751000 1058000 31065000 69160000 74966000 602000 813000 2200000 2194000 3073000 994000 19161000 23004000

A summary of SOSAR award activity was as follows (in thousands, except per share data):

5262000	36614000	88103000	88751000	1058000	31065000	69160000	74966000	602000	813000	2200000	2194000	3073000	994000	19161000	23004000
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[illegible]

**serif;font-size:10pt;font-weight:400;line-height:108%">>4.10</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">295,564</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:bottom">Exercisable, September 30, 2024</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">5,084</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">23.39</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">2.39</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">174,018</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:bottom">Vested and expected to vest, September 30, 2024</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">10.911</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">31.41</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">4.02</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">286,376</td></tr></table></div> 14738000 26.05 290156000 2484000 52.98 4012000 20.61 1733000 38.49 11477000 31.90 P4Y1M6D 295564000 5084000 23.39 P2Y4M20D 174018000 10911000 31.41 P4Y7D 286376000 <div style="margin-top:10pt;text-indent:27pt">A summary of RSU award activity was as follows (in thousands, except per share data): </div><div style="margin-top:10pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant Date Fair Value
per Share</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding, January 1, 2024</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">3,004</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32.08</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">2,578</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.63</td><td colspan="2" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">(906)</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31.95</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-**

serif;font-size:10pt;font-weight:400;line-height:100%">Forfeited</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">(260)</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38.92 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding, September 30, 2024</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">4,416</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44.29 </td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested and expected to vest, September 30, 2024</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt;text-align:right;vertical-align:bottom">3,875</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44.06 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 3004000 32.08 2578000 53.63 906000 31.95 260000 38.92 4416000 44.29 3875000 44.06 <div style="margin-top:10pt;text-indent:27pt">A summary of PSU award activity was as follows (in thousands, except per share data):</div><div style="margin-top:10pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.475%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant Date Fair
Value per Share</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:bottom">Outstanding, January 1, 2024</td><td colspan="3" style="background-color:#e6e6ff;border-top:1.5pt solid #000;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">2,794</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:1.5pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="2" style="background-color:#e6e6ff;border-top:1.5pt solid #000;padding:2px 1.97pt 2px 0;text-align:right;vertical-align:bottom">31.24</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:top">Granted</td><td colspan="3" style="background-color:#ffffff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">849</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">52.77</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:top">Vested</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:right;vertical-align:bottom">(777)</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">29.59</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:top">Forfeited</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">(838)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom">37.88</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 4.13pt;text-align:left;vertical-align:top">Outstanding, September 30, 2024</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1.97pt 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

<td colspan="3" style="background-color: #ccccff; padding: 2px 1.97pt 2px 1pt; text-align: right; vertical-align: bottom;">38.15</td></tr><tr><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 4.13pt; text-align: left; vertical-align: bottom;">Vested and expected to vest, September 30, 2024</td><td colspan="3" style="background-color: #ffffff; border-top: 3pt double #000000; padding: 2px 1.97pt 2px 1pt; text-align: right; vertical-align: bottom;">3,580</td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1.97pt 2px 1pt; text-align: right; vertical-align: bottom;">37.91</td></tr></table></div><div style="margin-top: 10pt">*The vested and expected to vest total above represents outstanding base PSUs, adjusted for expected payout amounts in line with current and future estimated performance levels.</div> 2794000 31.24 849000 52.77 777000 29.59 838000 37.88 2028000 38.15 3580000 37.91 Income Taxes<div style="margin-bottom: 10pt; margin-top: 5pt; text-indent: 24.48pt">The effective income tax rate for the three months ended September 30, 2024, was 22.9%, a decrease from an effective income tax rate of 24.2% for the three months ended September 30, 2023. The decrease was primarily driven by reductions to nondeductible expenses, the release of income tax reserves, and additional tax benefits related to option exercises and equity vesting, partially offset with a decrease in return to provision benefit in the comparable period.</div><div style="margin-bottom: 10pt; margin-top: 5pt; text-indent: 24.48pt">The effective income tax rate for the nine months ended September 30, 2024 and 2023, was 23.5%, and primarily differed from the 21% U.S. federal statutory income tax rate due to the effects of state income taxes and nondeductible expenses, partially offset by the tax benefits on option exercises and equity vesting.</div> 0.229 0.242 0.235 0.235 Leases<div style="margin-top: 5pt; text-indent: 24.48pt">The majority of our operating leases consist of restaurant locations and office space. We determine if a contract contains a lease at inception. Our leases generally have remaining terms of 1-20 years and most include options to extend the leases for additional 5-year periods. Generally, the lease term is the minimum of the non-cancelable period of the lease or the lease term inclusive of reasonably certain renewal periods up to a term of 20 years.</div><div style="margin-top: 10pt; text-indent: 24.48pt">Supplemental disclosures of cash flow information related to leases were as follows:</div><div style="margin-top: 10pt"><table style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: text-bottom; width: 100.000%"><tr><td style="width: 1.0%"></td><td style="width: 52.839%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 9.960%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.406%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 9.960%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.406%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 9.963%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: bottom;">Three months ended September 30,</td><td colspan="3" style="padding: 0 1pt"></td><td colspan="9" style="padding: 2px 1pt; text-align: center; vertical-align: bottom;">Nine months ended September 30,</td></tr><tr><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="border-top: 1.5pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom;">2024</td><td colspan="3" style="border-top: 1.5pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom;">2023</td><td colspan="3" style="border-top: 1.5pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom;">2024</td><td colspan="3" style="border-top: 1.5pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom;">2023</td></tr><tr><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="border-top: 1.5pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom;">2024</td><td colspan="3" style="border-top: 1.5pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom;">2023</td><td colspan="3" style="background-color: #ccccff; padding: 2px 1pt; text-align: left; vertical-align: bottom;">Cash paid for operating lease liabilities</td><td style="background-color: #ccccff; border-top: 1.5pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;">\$</td><td style="background-color: #ccccff; border-top: 1.5pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom;">117,424</td><td style="background-color: #ccccff; border-top: 1.5pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td><td colspan="3" style="background-color: #ccccff; padding: 0 1pt"></td><td style="background-color: #ccccff; border-top: 1.5pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;">\$</td><td style="background-color: #ccccff; border-top: 1.5pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom;">105,416</td><td style="background-color: #ccccff; border-top: 1.5pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td><td colspan="3" style="background-color: #ccccff; padding: 0 1pt"></td><td style="background-

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Three months ended September 30,			Nine months ended September 30,		
2024			2023		
Cash paid for operating lease liabilities			117,424		
105,416			344,725		
Operating lease assets obtained in exchange for operating lease liabilities			247,977		
185,519			438,510		
Derecognition of operating lease assets due to terminations or impairment					

[illegible]

[illegible]

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2023			2024			Stock awards subject to performance conditions			2,028			2,801			2,437			2,684			Stock awards that were antidilutive			2,346			3,032			2,390			4,674			Total stock awards excluded from diluted earnings per share			4,374			5,833			4,827			7,358			387388000			313217000			1202346000			946651000			1367038000			1377525000			1370671000			1379640000			7567000			6537000			8428000			7294000			1374605000			1384062000			1379099000			1386934000			0.28			0.23			0.88			0.69			0.28			0.23			0.87			0.68			2028000			2801000			2437000			2684000			2346000			3032000			2390000			4674000			4374000			5833000			4827000			7358000			Commitments and Contingencies			Purchase Obligations			We enter into various purchase obligations in the ordinary course of business, generally of a short-term nature. Those that are binding primarily relate to commitments for food purchases and supplies, capital projects, corporate assets, information technology, marketing initiatives and corporate sponsorships, and other miscellaneous items.			Litigation			We are involved in various claims and legal actions, such as wage and hour, wrongful termination and other employment-related claims, slip and fall and other personal injury claims, advertising and consumer claims, privacy claims, and lease, construction and other commercial disputes, that arise in the ordinary course of business, some of which may be covered by insurance. The outcomes of these actions are not predictable, but we do not believe that the ultimate resolution of any pending or threatened actions of these types will have a material adverse effect on our financial position, results of operations, liquidity, or capital resources. However, if there is a significant increase in the number of these claims, or if we incur greater liabilities than we currently anticipate under one or more claims, it could materially and adversely affect our business, financial condition, results of operations and cash flows.			Accrual for Estimated Liability		
------	--	--	------	--	--	--	--	--	-------	--	--	-------	--	--	-------	--	--	-------	--	--	-------------------------------------	--	--	-------	--	--	-------	--	--	-------	--	--	-------	--	--	---	--	--	-------	--	--	-------	--	--	-------	--	--	-------	--	--	-----------	--	--	-----------	--	--	------------	--	--	-----------	--	--	------------	--	--	------------	--	--	------------	--	--	------------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	------------	--	--	------------	--	--	------------	--	--	------------	--	--	------	--	--	------	--	--	------	--	--	------	--	--	------	--	--	------	--	--	------	--	--	------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	---------	--	--	-------------------------------	--	--	----------------------	--	--	---	--	--	------------	--	--	---	--	--	---------------------------------	--	--

size:10pt;font-weight:400;line-height:108%">In relation to various legal matters, we had an accrued legal liability balance of \$14,958 and \$7,640 included within accrued liabilities on the condensed consolidated balance sheets as of September 30, 2024 and December 31, 2023, respectively. </div> 14958000 7640000 Debt<div style="margin-top:5pt;text-indent:24.48pt">As of September 30, 2024, we had a \$500,000 revolving credit facility with JPMorgan Chase Bank ("JPMorgan") as administrative agent. Borrowings on the credit facility bear interest at a rate equal to the Secured Overnight Financing Rate ("SOFR") plus 1.475%, which is subject to increase due to changes in our total leverage ratio as defined in the credit agreement. We are also obligated to pay a commitment fee of 0.175% per year for unused amounts under the credit facility, which also may increase due to changes in our total leverage ratio. Further, we are subject to certain covenants defined in the credit agreement, which include maintaining a total leverage ratio of less than 3.0x, maintaining a consolidated fixed charge coverage ratio of greater than 1.5x, and limiting us from incurring additional indebtedness in certain circumstances. We had no outstanding borrowings under the credit facility and were in compliance with all covenants as of September 30, 2024 and December 31, 2023, respectively. </div> 500000000 0.01475 0.00175 3.0 1.5 0 0 Related Party Transactions<div style="margin-top:5pt;text-indent:24.48pt">As of September 30, 2024, we owned approximately 13.8% of the common stock outstanding of Tractor. As we are a significant customer of Tractor and maintain board representation, we are accounting for our investment under the equity method. Accordingly, we have identified Tractor as a related party. We purchase product from the supplier for sale to customers in our restaurants. During the three months ended September 30, 2024 and 2023, purchases from the supplier were \$13,788 and \$12,509, respectively. During the nine months ended September 30, 2024 and 2023, purchases from the supplier were \$38,754 and \$32,682, respectively. </div> We are an investor in Vebu Inc. ("Vebu"), a developer of restaurant automation technology. As we are a significant customer of Vebu and maintain board representation, we have determined that Vebu is a related party. Our investment, which is comprised of preferred shares, is accounted for as a non-marketable equity investment and is included within long-term investments on the condensed consolidated balance sheet. During the three months ended September 30, 2024 and 2023, purchases from Vebu were \$545 and \$248, respectively. During the nine months ended September 30, 2024 and 2023, purchases from Vebu were \$545 and \$991, respectively. 0.138 13788000 12509000 38754000 32682000 545000 248000 545000 991000 false false false false

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2A67\$4B\$S\|PH#1")+;N69_2|2 PL^0<1GEH9|F<_D90I5Q&5.. ME8 NI8ZTP"BX6=6+O&>D#
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*M:9*05+ MKDTQJ.R""W:3RTP_S3?^S(+|O=EF-O>;*1\$YVG|G=W_ZNN)L.J1%IAQ2XVYQ_MS=_PJM^%| R7A.*@B:
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(H2&H|CED>> DRFVX|&UB,=S! M|O_COZ>|!% |ROF%|U2.OSMT#|MG#")0+U3HC"JFMICB6*%<&LZR_ZW0B;_M7?
75&(0U;WL-;*/NFQHW61N8;89_IW-Q5G3?6P.JK=-.GGSU\$+;IL84#_(0 M6P+FC2I7.JG5.DWTN_EZ;V&PGB65*=U68-
46=FFIU>Y7WXR7;".=U|W|()>OS2)*XU0H\$0(18T)OA%XFC^S%CXRL<=9G@>YB0;1
M@#GU"1ZN|XMX>?7|NBHJ_VAPS4|!>*8%V8;I&MAV4+O:5.A.#8(*,7A3A48 MD.M(^A
G%49&+#+@4|N8W&H>=JF.O46GX9S."GG.K-Q08)PE*=1PG.89^XB M;_L_A81Q#W|I1&
(8TSM*0:07CNA21V0|DKKK2|_-(VD5.'@^XS<4Z.SUCRC6C MJ)P+DB|(WET\$?K88GPLF|4_|3M:S|1)8-
U4ADPWD+MZSV^T6H2A\$'.99(E20 MCS-(HCB'.4<93QA)8V;8\$O TH(E5S_XLH *N:>>_|S|LT96QQ%*:
(YP\$...&R?)E|G" _D_<_Z_"\$|1C@Q\$5I3!"87;SEM>OD;WM?U_M6KSM.IS
%UFO@2MF&.0PYK">#IB2;V;Z06#29|_<+E>@Q0AT?TIR:@;6V8X MTBC&X&?5-+;..=1 UNM8ACQPM1* ZAM>J|2:-
|5R+;3?0M8OA7D2PHC)8*&LYI;_&T|Q#OZ;59_Q3S.F=#E#.-
M&P&(B&W*WQ7H@#H_0Q3Y2K<85*/PCHCESM(9)+#PU2W9=DPZKYX
MO"W2?"FW;/'==#6C.4DSB4+A;/(0HBH0|>QZ""|8?AF'.0E_+|K*_0+)|3T;=
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^K%Z^4|KOW.WA75N|J/_H.MQZSMO;_UFOR=TP8TL;P^+ZL'E=;B|S;V;O5@KNZ8^C0_6VZ0"6SSQG|W4,AES
M?;"027^MV;J8C.GKES"9WVP^RJVU?2^1W6SDTYHF_P0W>=%LA)&/(SV*(>11# MA(C_|K
WK>NMIPCLU2>7YT;=KX=;3S/H;12\$+;\$A-DME-80_L6C_MI+;G|@%JH83AW&?R>ZH4B)^20 MF>2?*\$
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&TB\$E.\$K;I&=129R|8_ MHW|LO(13XZ&5;9ADIDCZ_&C)(\$%>1^S GPF;SIC3;A6<_0_S6W3G/1^_|2B
M;CMKY\$;PFPNSABF7M>NNH)(U%I3Y7A-D^HQR+X4HIAG\$7IK#)_SIC\$?(C|TR MX_<^FE@|_&W;O\$5*-IL%;
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*8@S3E.4POHCR+;"\$ MAIZ#)I0^V.3Y^F=|+2KP;GI/MFS3DVA7S#"3;7L^N&HWN4?@M*TF6U#?0YO) M|;
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M;5N;IGXE|(@ZP*Y|4S+^QHNI^X.S;A+BVV^|HD7_-ZJ"|D7"O#2*PPCZ/_@A MR@(*"
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TKK=;J7 @UP(&7LSABD&1)+O%G|TPA-D 4KB(&(\$%B;=;_!VQ?YK MO00;@NQ>=Y_ F3/_AG>_AT1M=M;AB7XC
_UD;1.6/_UFN@1>_7V7I4-MD=N9M|LR@+;S3_&B&"9H?2Q)-(&NRF";2X(0; M"7H9P)
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M|Y;EU_AM;:)G.U+0/W+#+.T"OK<4HTS)0J@A|_T M9VIF=+NR|;#2ASFL%F+BR (PO-
TV>ZYD;|KT%OZPG5<_A3CRO5"64C(91^<> MS_*PR@/|I\$+*\$QT2;_*SIK0)>?_M_V|Z'6(9WK;P1\$GS#2"-1,L\$NA&
MR7.607<>TLPI=*D'^?0C=|BV2HIS|FJ^=F;(9I5GUG9J6DM/_A/CUW|Y^! M|A3>88>4A|+4X\$;.-
(^#JF."%YFG|H|U0D<|3B_P6D9|1#P1HPU_U-U;J MB?
XT##+3|!#O>|P\$B8;*I%_18EDH%*YDJ(4Z|>EH3KZK#D/Z@.=M.F3,D*^ M1.8KV/&.*0AHEQJQMEKY|HJSMZOVD:Q
M"UQ\$+UN5I0GZ4>0R^DB<@RA_ MLSB*(1.&A2|T39BS3*<5@SEH(5BWH|C-(Z&VL9;BM6XK;|8"W.)@VA-1F
M|VZ*F8999BI&|DEV^1LLY_1C|^U3/L);'\$|U^_&G? ML8%SI*> ZCC@/4_|+C M4Q|FE=H.MN^V?9Y=FMNU\$R88;L|;
M^G=0P9ZO_MVR2&11@0&H<)%@Z_V|I1F&^1R+^NJMOJ8=48C6L|???\$V|I\$B14Z.^E&|ZJ4:9XJ*&U
M+OG#4NJ&|M&=\$PN7 @Q\$4WSG%|E;1#ZF>5RJ+B/73*)&*68_#9; MF=TY;EYAN&?);4O4G(YZ^R,U"?
X;+Z'2_7-7SJM? *(0_6|YYP_12= K MY^>EPL \$F>=#+XM|B#P>0H(9@G\$69"@*;9RHXO6;_32Z6\$#!1HL(6MS+/_
MU|A;C2M>J>16;2? EWC_U8,V(=F;&0&;3|+|@L MGSE7S2;YZYG1FR;H4<18FO\$;QFDJM_4+8IARQ*"/DB0*XD38
499*Z.0|JZ^ M*;UDKZ=' "R66"HI(&TZH6&D;IOW>LK!*42;L(&-*Q;V*_ _I=UEC2ET= M4H_ "F_<L6I?HR-H1M=;"J)?

@C+MB;KBU5EW8K7.M/S3VOKNOZ_V/OW9H;MOY%UT;_B"UBI^X(8X(7+;VD|M5U5-!5Y<=>Z9F#;/"A
:E&LH4@|B-^!S^V^M%E|Y#H9C8-))HXCZ59.HQT0Z MI^%R;K-
:++;'K694)16FS=>U&MNT>BE9O8IS/2Q1"YUK(0*9K(&M%A/OW;<6
M(JCQ=K:@UK4PZI+WB00YBGW7)1G(4X37.4N""%&&4!<@H4% M8I VED/\$)G9F/O":T^JA+#+;=WJKM;?
%2*5MCEAPF"IQ>E^WH3 U^4+6IVQY M-;PZIO.OGGER)328\$=I=IBNR5IZ.L".I3W""K/H#H05Z ZGWN6YBAF0Y;F2-
G#-N127R'.9G;KH4|V MLOAET|CBH&Y;JY%%"^ VX+ALW4T |BOU;_&L@G?|WX5W;7=B|3MQ3I.32_UN
MO'=O\$ZV7,V|DV&6_LQ|3+2\$/7'W\$CT>S(XT@LFGHKF(\$P2;15;6@-?:83IL*""=ACQ%GQ|DD%;9&;K#DN<-
HS^K*&XGET+|KKB((M|F;.%*7,J?_X@SY*E?Y4U?MGC=T4*\$H2%XA9ER>#0_!>C*|J>911.=YRJ;H'.84 M.CF|L+#!;:I
(SZ#-):>8>5_-H2I'@JFEJNG<=F3|L2OK@P#%%;!+;C(DODI MAY-9C;\$%D1V;1AM+PM.L?B|9Q7Q|_<
H2RU6^NT_UZJ=VLUC^7 GO_+E*OA M528.)@CB7%"7*K)AP/F-UAIM\$IOX=PH|>FG88W(9-CPV!4'S*YH2L)BU;\$_
M6J.4K9&E9TO?TH/83>72?_*NL|)+5KP6|(4TV4-;"KK_U,0*N2/V'_I*=X|K M7.G;(4&O*3=TK.5%G6;?2\$ L.EH-
*_HA=+7@Q<_?2DFU^&U.LWV;O)>O! MQ?E1=CJT MC7(6AV2FZ4#;D0300385
MSW'8=GR|<=H#2Q|SH.^<@WU7C\$3*FO*7UY>E&K
M|J^M^&7FK^2.O5|M^&VTF?_CL0|ET(G\$C1!..%\$IF\$8HP%X;Y'\$; M|O3IAQL^VCR7/4Z&;Z'/E*F>"9A\$4C"#
<'U|H|FY7J_K(GMI;FG7E;0.|MK M?L==,&|+)|D*?|JP& RR.0_-!7| T; %5?&J^NTK7R83CDCOG \$T@0C'!*, M.C?
Q4\$8YI|SG&4^K+WN;O')>B6%#1HL_?3|5-04%=Z)*E2/HV;\$S@._>
M6EI>9^F9D^V.01VGT/5|J8S|WJH;9|W6W_G|LXC2JW.(S\(-:(C^+(HPB| M:8S23+C244!SXG&6A)%6VLHI
A/KSJ8)H|PV;JF"/.>3+;C8.*_LIU;\$|_XR3A":Y(E0N)BA+/9=1&(2AFY..;)3'84;(S2QXC6DG9;V ME..HRY52#7T|_1L5UI
>VA0'3'|_!6NKI2ZX@2B26*+13O'3C%Y%Y%077A M;115+-GCE+^LFT^S/+0Q)*K%#NBEPJ'DA*4Q%Z
DL#C?NJ&+DM|8;9C\$A.K MZ6X*L|EWYAZYF#F;YZ&2_0J|EHXR.LM@<9?WE??LNG 9X<4G\$|24/%HX^<MO2SY;=
|D4_W&UX|5;SHAJM21W1>/>=&%\$DRQ'?I8\$8N_T*4J3U\$-IG/&0N6&; M|UIH)YSTU(K;B)+_HLR(87I/_4JL+V-
Y9Y\$#WJ1|K%8ZZ+LGR;56L|OF/|2|"OG_JWJR>>GYJ;|NNJY)7 M+ZN#+.N6#?
U|UY/XA|7>=%G2@CSV,V0FGY,%13%BZIAW#;_1A>W+1V;YNQV;U M+W%/VO8;\$+H,V2K%:W^;VL'V|WU2?
MMW6\$T1)ABGV\$8VP)'F12@A:88" M&L4YCL|X2!_6X/FU|JK_+AR%_JRG|HPX2@V5MC1=>2IMY5;EA)0Q6T(-Z'
M0A^RK4X4&A3G|46A+X*C;A2_1^\$|M#(^=U"ELNW.U*POZU4)|+ON;CW|8E M>^&K3JQ5=C?S5JN'.F6|KZB|
T7NVPYGSZY<:T%D*./QO7|Z|<'A:'D M)O 4S'1BY#|_2%>\$K |AK@J-IF; MV'IM"7<+9U_-
K2;7HS5=Z+G|KR7I&&SE#(8\$|H"FE8\$Z8AUS;0PIAG\$7<
MW3<2MDA|52(53_-LYESI EGUZ^D@_!5|T^@-9|VUWT07)H|S%F8=R*B| MN2N|&I>X">YBXF7^=C/%L^+BKV?
4WJM>8MRP5_@ZC6(4|M+?N%/Q1E>=C- MYF7%' +%DT|5&LZG_)8EN\$7LDP"&.4>3% <))RE&2A>*K@;.
9S|O|H2WWXJ/ MI6:CQTL |O!;_!LD2.FAO|Z;A.FA>\$%|#JA%>|.GUOLL&^~|?;MIZ@+6 MZK1857N J1Y|V4O_?&I&H+
MXFY;J6#;ACPIG|DX&_5BZR0QP@\$3QZ(HC9&+(TIB-P|JW(%3=++| IVIA%BIH|/"H.Z\$BQ_L6R;SSWXJR>TY
M;LOS_#S.PY#);.PL;R8M|D4(-;12/R*1WZN-0WT;6);4!+2|_@8A_VL|Z? M|O;F|'T9BQ6&)YD_HZ)B?|W92BEZ871K*/H-
& <>-8/%?KY;9F>NI+WI;8?N?2_~3#>G\$>'N'M;TMG M7#|&..GW2C7'9M;5|&CJ*MH/XR|G|'#|S6D;? ?
T6Z_S!;1BH*3SS-H? M^~^T|D=>N?98S8\$)E;L#FEGCI8ZB0;&PZ)85CY;4H 9@H.P<;F.VH@;YNO M.;3P?%;V-
>#MS=K4;Q|@ QMN07WE^2GI5J2+& (ZQ'3LQJ;0%R7ZG6;P3J_4%#QY^@D<%F5 M;_M^SRR-NS0/K;83W6SY?
44+OT.U;?K_/Y^2+8;V)N83FX|W=?L^NZOF;5 M;11O.WYR8B.^ (05TSGH0CKMDYX&#V=+
|FJBKQ>Z%DQY6D"IV&!*1|H;SW&Q^ MUVDH76|KX%-P;E|?58ZIZL=F|H|K|-WY.UY7F"UVSP>?RF;YWN%P\$+PC+;
(PYR;HONL5Q&N<U#R4F)|*6Y;"3_~|FH>C|N8;JKF"8R3 MC-
4H|6.K'G|>_6"MXK82^O(\$\$7C@|71|Z/V>VBZJ^9BQQ MICY5|82)5OG+|MK2JN7YV\$0|H8EF@1^B-.8TIXGG1BZH
M\$|O|E/HQO2:@_2K3DKUHXXMVE"TI4\$IK>_VA(#3%4W%*1*N)5?G>NG)M&-M\$+(?N_..2'=^~L;%MVM#EJ?
SQL%;J@YD2SOJ^E9-U0=T(?|J=8S\$S&H6F6Y MKCZ7=ZIHX%?|N;/7M-BQ=6 F@5VPYPGD8<"/^;(NSD6)L1/4.ZGG"?
YO_-(ZFG>|RZ-C48E6;M1F8PH|A;*6Y-X|A M2C4V6)O?7^6|R|CK>YKMS\$SKA=WZ+V67L/V|PCL_1_9GG8<-?P|3#
ML0T8.N@>|5@~?^X R=|>Z|5M_K?5NGSXL+|_|KZ' 7'_UJ_?7|HLY7X_2M<M MWK56|HUFYFJVT?
*HAFJ;TG|5)BC^6TA8'+/^P4F| ML4|JO;V<9GBY7_-&GF'0C_)#@*93H(?CYS;(7684S&=P"TF(-L0G5G*E.B
M|_6N.E;L>UVLSET+;N;.*L@?_6W|- \$WCM?_4U'0%7 X^W|H|X<3!'8S22#K6 MG;#3"(PT|V"IV?
2|T)72TY|PK";+*EEGXV5|'64&|+YTRH3Q@)|H!+G"\$< MR^D-C+G(8HGNPEU.6QFTE*4ZM/2U<>|YIC|;
!\$D)Z45"K> &WE@<0;.< MMU\$;FZVFKR?IS-OJ=0SN48/7T0?@88T/9D;2=#6W|6<0B;C=Y;
MPU3V|&;#0L\$A|IA*\$M". L20;|H\$"-|K*!;_K0TL%;30@=\$.0.A|W'1Q* M9=J_H\$W_WXN/SX|+ZLWSMO\$J\$|_R+R_/_O
!QC@G'E*4^9PA3+|OQG.M&07=M\$*(3VRQKBFM72Q|YF|B266JCM%QDN>|)#|9;\$|1R0J>0\$.W;+IR? M-GS|+
LQ;VM3;=9FP/(6+P-1-5#IF0>EPH5R/%#58 W3;ID+|W6S<8%* M9#9/36T";O<7&Y*0IDMP/&SNCDVF-
KV5<>_PC.HC#E\$2@/|8&+TC|V\$?-H*O9;<0R@(<6WZD=5J=S M;_!U7|YRV>V?|/7|<?
<:X7*_7=9&|K%7YZ+J210|2|9(-)^MN|6E|+." M=|"RWK-J^L9|@Y>\$"//>@%|B9M&"(SGH|2)\$=I2EV4<9*G7ARG-
=MI3TT)M|4 M)\$4D.R0)D|2E">P^VR;8O9WE3+@P&Z^02FK=4<<6^B>QF*K96P/A7F|PYZ&
M>-0(-N"C=JZOA;DHJ+((NYX%NX|O5^"+4R|!>1|Z|3ZRR&T_2.LPT.KI2?@JRA==;=7+>K4F;H@!"|@-\$|&>BD|F..!A
M^~B>_H|K%RU7EJW|<4\$)V|C.4QTI3Y_~UVOV;7\$;G;UKK>(06<;SNM?Z^KE M^?_H2+4|A-|L.K \$E?M
O*CB+MM+2OG\$|5M2XK2(NG(1&_1H(MH8=|A#P M'6<;<F TZWTS|L.Y|7#&P>UUR_'X;P-?
UO72^E;J\$*;M8_U|+3*TRLA+!) MXT@M|U0JZLWHJ+<%WUM%#N#+;0);%|7P3Z'4XUB=)|@V=E4P#;7A|VT.?
@|TP^_N#T95V|H|L|+^@V90|SEM* NHA1 MCR+LIAE*XI@BCS*?>RD+_\$|6SA-8F+VA)U6JKZXTU.B&18N^P
_!1XD#S%;_M'GTRC.;>_2@G%IYM&HPL.Y4E)|%/FAS<*MBNM'U@ZD/9QUO(V;O2WG.. #/
M51|O+6|N1TP;|2JN;>1(|_W#T&'?S2+?_Z5+|E|)3SHE|H8OWT7*E(W<|8H M?7EZ41EXOY)PAS|J'43S@B2+
|/#4*J%#8W+^ZHG?D|~|\$*V MVXL&8;*_H&#"?\$490^(GAA(<.\$7DU3|2OR20*L)3M&;V#XUE|U!&GC?);9 MGCVR)
F8P3\$6@DDMP!@|>ZG_)RG-G>D_!KDG|7_T\$=;1?
G%|_D|>@)|NVH/G;S802S2>KR""510!\$.XQAE1A_~/Q*RE*&;Z+;^3)5_=YFJ/ M|'|@PEM/6!
|ZF*#;RX2W5J(<)2YV4<0RZ4\$5\$7NS31Z5;Q-Q<1< MY;OC+TG3U|H(T0;=M|+;6:P7-V
76RVE)|A+7<4;_?6LV@*W5|HJ31%L M|B7+99>ZC?E\$M^HJZV=P..D<@L3CA1BE%_8U#EX8L|QB'>;G
M2\$WN@6X(RM)6;B=;^6_7CFNJ|!UH*^<|0W;T" _|NODTH_9_@O|Q42Q9|H(F&M2)7M1@)CP"R9MY-D9C5.8V
/3_E<^%O+|54_/ %3:_M2TWLAK7|_!4+LQO&??&DNA_HO7N-NQZ8(|ZLV|^9MAPHBCY;=|_/Q\$J.RM^;|HU@M
M;_&49M#GF3ZCZ_'MC%~^?E(>OFF#-4R0_8#A|2=&T-CJ07&*S+R-*\$;_'G6C&N|U7"--QR0CQ|MY="|+S-VA?
>^_N&?"W1"%KB&K8B4P@!9CA;_M_+>YTDW|/>_XL|H6'_V%@6C|P"^-L"|H|B<2^_9WGX99'AY#^4L;_BSU(| M2?
GF) &2|(BC4|>_6VFBQCL7^P.GC|8V#RA-8RLXV@(@#JS|<|0>|AFQG MOS4CXTIVFY_GOOU;EW)PG/K+ZM;2|?R-
U7)5A|J8|/!#\$|L|U;_VE|VIB27K M3ED46K\$_1W%\$S"U;45K70BLZ3ZT>REH|N5<2!<^&KR#B\$5\$4_-GZ>1%65#0+8
M#P_KCW4MM^+KH5VK|KQJ;G#T@|V/M;K;<@3)JN35R^K@OOJ|>H'T;#K K|Y%Y M-H8+##*?
B1064.X%918|WEH|OCQ|X2|B'#_)^!G00FEN|N9R=92) T5;8>;+@31#%\$SLH_(6
MFK<|R9U85KU<.5QU9'4R(AZAW'B(P.4(4^X?|F.OG-6TR_G9#6U7RF|UID M=NXX|>N>R0\$F|Z.OYST|P@Z7P?
#T@8T_Z1<_%#2YK'_MT-*%<0;S|!@O%E^\$1BSO'H7;W43)%@&;>\$H#"/7833G*_LYS|R*._>1F|6;
M>*F.K|6W^~37^)*UYQM^Q5U!@Y_Y>N%3V(W#X1X|CG";>1BY(X"U#HA5_*8|PS'T/R;T;H M36P?-
M3;1@_FOQPEAH#LXU\$-VP*|A (S)|L9=%T=;A+49LU(T83^F\$;C.YCAEEV)&SER67MQ72;?^
KQ|KU|FDFH|N%|C#&0E=M%~4TPP@'88Y(1%(4N"Z)TB0*TXR|TNNT|SYL|39;=&X|&SZZO8K;-|HJP<|

ML>J9!00"@EF(4I(9%0T\EPZ\$U%82G1H1>;/G0(X2IN#10V_0_FUR-(%X0\RI(XSVF>^KIW&?M+3VP!)#%4M\AY
M'P_3FP."->D6RWB6P1@H_5"Q.3BSD'T)'A.VHJC(%QV).IL8<-^1KOANO.?M@'OY#5D17I=-,B/-R'M92M-
Q+1>OWXKR0670B_-(M>J9L;138YWT\QSKD?M87&D./1L<@Q1I\$;B'^C@*98^1J3*F<3FOB5;/0J'5TYJY=L7:W)4E\Q
M;Z#<6U;I%V3K)G1H543IT.6NE7E0+8I7M>J;FT#;O&(/)WXZ^U7VWMMV1FM_G;8'L_R02'=@\^*;;?
>91\$S=S6L_N<>C2MOQ+X);HNY&V6*D/ MO2P\$1(->
I%HV0A"-1%QV&2L13S413\$JN1916D>\$Q0S/-R/(43"@JA6>9O_MZL/V6)W6CMVFLX(C&9;C.1IF3<?=MX=I*^ ^QN!
I9_GOHQ):N,GEJ+U;(\$=M\MXIK&15M*?C#W;)&"1;CF16\KAMM+L(YVXR)IOWXN'LL@+2DJQYZSY0U4?
MFH(H3K@):O11UXT13ER&TC_CB/B8N6F>1BG.M1,WK;W8IA4LGMU\1C0?7M#;+*YF,IUIT\X D.OLOAV!#14&R-
N3CFM9'E(4!2Y*25N%*5\IKLUHFI\16TM(CWE
MHYSZU0*88:S"/(#Q.\$"4UE\OV.*OCR\IS&O)PTRWS'C(68HRRUO=LWGF M/=PHI%B0N_*F4.8Z#)MW-
QZ7JF:DP8Z0#.=!2ETB&)*G10R5TVJA,5FI/A MK8V!&"4XPP(70\$<#X#0?G+FINI-I<#JFC7UF39;:VX'8^2,A,X>;
(#P0 MX8POE&5>BCPW"/%#N(TM?2=1UN)W92-L42:%N\T_D;)LNPXH#N10PB1%MSIV29+>IV5JO:
I\U*3;MV*2(-)XJV\17#E1"#L=R=8L3.'-)^ISIL6KQ> M0FLTNV*WUHT=1-1X/K5LZ,P_1;?SZ4=W;IF776S
59^)^0'L9<1Q\$CF(>QA MC-*4'O\SXBG)@YAG\$7/PD\YA_W139MJ;P7MJ*A_P1UQ3\KL;+EH!P%9'60-
@&UOIK4.T;G'6P,\$T3/I&O(TO\$;MCE?W,GL* MV.'FX+&)O;2IC|>.(G=>8YM#K;,*?'9,F)::(025A9W_8E0!=KC6;;5>)T!T
MZIL.?<1P;B^E+1^DI&^RZ(CG_&5Q2I\$IB(W=U15"3IP^5,%4O"\S+PXXRDCR71E)GIR;1+^9YBR,&;!UKK*
M&"T1H95)U;GM_2=?S;D_-(1L4UK&1A6!P.#?"KZV.NN"&5%.LT5%+15I ME1Q=?A:UU
6Y457MS\O'+145(Z19BIKJ+VPXHSQ_*(N"N,T0#B5@IOB)\$%9 MRDF,O<G_-&|>.Q9?V(EW5!427;-M-IDAA61
OX8/JW#W+8K(H\UY)E8MS2X1-5GZ(HR_C16774!=5PZPW+VT/J8F1LYX\$53?#3"6O2GGZY"4M
M^&H7NMIE?GEBIW=1ST.1%S"\$14Q\$;)JCB-/8B)*AK#;1C#R\$YN6#C;J@VB/
M'9A_#12KG@<^G;1@=FI03ITXO.4>*.)P9*\$#R0^ZW'3#""!P;#54PJ63K MW;K;^R)*A#E)
X(XCQ.\$8\RS\$BT(H\GD>17Z0AR16JH\$>)C.O.5\$)B%UM&+^4 M@LA(SV:KL9%:M12=1Z96%E; M2O^A?
QG3A3.L'F<@&2E%213;H\L3C\O=N'37F>VVI8?YIDU+WY_AH;=-7IMM M>#I:0(6QK;WZ%I
M6"N*8_#CL::S\\$_T8MM^>TOK'&CZ(:S\OH%F1004&FDU_&ODS'S1P68#K) M;C>1=H#9^2I9N-I5-
EA&M513VR5'7'_2,I-@M6F(^OGY=DWJMYZV^)^R2(MLAP"TI^ W=&[9X5X\ANDR+17VPIPL\$P#Q&:(1PI(^_8_EIH)
<^N=I\^!9?;FOPMIHCQ)W#_="I?IUCV9WF=L*W=M0G;U17".JUP+2IV>M7LFV(1*4MTC%ALIE7XJNB7";JLA/
DA.K>N)LV"821<3DYMN5'3#W;17(%K52#"&I^F44N.M;M@662PJ>YP_9B;@?0F61^QSIWA;V@1?
A1P4_EFOA@GQ\XO6#-/H6E= MK\EL8N4;POJ19P03E'H48PPIV.4>8Q2X)Z-\$J9\AP-
"@;ZD0)ZZY^+V+!1/A@YK+J\$JA/O61MS\W7;WZ(I;V^18.?--WB;ICLJH7#+^X_RMT5_O92F'D\$^"2G"7H91FHB3_M?
YJ&&'N4QEX;P3;W_PKS;LM44=1=019Z(9^!1?<K?P,M\$;;N#Y0@^W\!)@S M-N\#%6?>LD_.MZL3WW0+
KYA;16G'H6D>L;%VH>X=F/EX\$S;/_D%#;)*V5:~A?_4HVE=-A\K9@.\$AJ>G%URS) J;8_M9X@!'%S3
&@ILC9\$=-PF@;DPYB;SB/P@-K7IQO5K-ZF7787ADX3^U1H8LT5_M#*!KZ_OG\$W.;8<'2"9AD#&8V-V90'3W"\$Q3#
97!^J4?1+8_G98EIZ4+NA M+L131NHQZNOO+I^?5#-.51OR>7;2D8(8^LLP.BBN;%7T5_IOTS-Q'VK9
M<20_X+WWF(RTU_F6>."Z;\$R4+W6P6RJU(-KSZG1.B/U%GKD6E&F;G\MOG_MYYK3HIG0(WO-
#DI\$XE&443G(+..Q+1Q)";\$Q1Z881X^X*+8YSOS.XM1Y.M.IV9"/SM)HLE"
HCN)JOEF\B14H3POJ)9N8LO)5W'71F+LN99IT9;'A1 MX\I;1OR=>'8&)8,RM114'.KNR81?
>,GS8GW;D;9PT;KAU*F3GPN\^KJM9_9 M5)^J^G-)JRK11KXF"1BIXUBGB\$<"%N?)M1%2>3F;(4>23TM,V^9KZD#
MI8139TU^.%G#JL_9_H14"JVO:O\$+R;1PH8.R&XDD5O_14CQRM_L_*K;+X=MQF^,WNDE^/H\$?L55)R63>=V4V+>4V?
P; >_JWNV\WX9?1S\N1\$4*OX\N_&MLJQ1P=KAXD?;.%+^J:T3EA\$)A-S1%8-Z%VQU;L>;=LIVY7X=17FA,E2D5T?_M_F?
AA".Q\B7/A6Q\JIG<7SJ1)=O5PX_0K1R_BB62_?%#EV2U;K("I\$2\$>J_M;79-FLVA;\$".\$J9R;%R^K\XBXZ624/O?
F*0%B4HO4YBM#M2^BO0+6"9;W6;C1 MU_LKB2(-BX(A7\$8('R'(36/-A;=/V:&1QZ%52V&N")D-9ZE!S_3PU^J\WK G
MXJ9<.?2T'N?X54F5G1W+DOGE3AL&1^>WKW6=91K0JA!&2@"@TAB/\$ML3 M!\$R01V4PP-V/E:GX/#
(TK/%AO4@=D#FD^8;>J-\$9".1%4*#)MYUBWPTY MJE'\$>236.4>1E'&81#D+&O1#4\$167RM1G^&9?VA(%MCP?
%I#>IGPV;*=-M&(-8O\I/(K*TI_13F'62'81YN*<.?IA&">(<=J6_KI_*I+
(7V&\$KED\$02QVGD>Z&D;1"/%\$4V8D51Z@D19G4SJMDO%4DOJR8 M(XI'367B686))6JH\WVA053IZ-
"1<&")\$T3#11*^1,UN9V;JJBQ3;^WU5&+U@)"/%#3&*DR'V.TC1\$A"A_%(M_3AQ_QP\$6OMZ_(3VX5FZ-
2RI0CIAW!&N/H\PPM2Y@:9D?2T*4M)"9G)QVK^H M'J3Y*F8=E;D>*2.YQY\$4DCEP4P\$G\$*_B1)V)S<66;J?KTUB_5)"8
M1+P\$"^1A=L0\$-1@'&\$E;=-167677X\$ZN&V/O9QPYIE\GKH-K^O5;KGFW(9
MFF1_DN2NM'R3"^T^1&%"8D0'EZ;@PF)GOUF41R&H=-DI2A.KJZ(KK\VE#<=MOTVJ(TZ+2THK0@HK;F^.\$-
S>PV6H2I+O_W0Q^>-4(2?<@)+Z\H:N M_JHW;.:%1L;..K^Y27##PT^O/G<\$8@)CXJ#@TPN(V)0&C_1(88J@N"Y2
ML\CXZ.KSA<9U@>Y%QI4?;MMYO_(-KBF5"?1%?175Z7XL6DBHF8)/C.\$ES4.LP&TQ;."F^
M<2K86;XYGU>K%Z<21R0%4R_?X%5M^\$WOX_MWR!J='E.IOSS(=J'E>IOB3_MR4*=3VXYG.BFWJ;
(+^D@5EB:U5FQ*<1#O\;JVF;V)K\ZZ5MPW1?10RWK"Y M7-
XTR77IG6R_12IZ*5;%FG_G16M;97BTJ9B;RQ_H(*FBXIZ<<(810%/OX0S MI'+")<(0"%N2,Q3B)B%;#AKD8GCI?
Z43".LSN3O[6]&SR);T+H+V^~WQS_5XC MI+FD\LS!5?KJ3;5;.QT61GJN>1HR8A/SNZL\GXNX1_-JGHFK;~?I(E\M-M;
IC(2ZF:T CY<O)=YG\$*(O#YF\$#P3-HJ\XHR>.GO+S=S=Q0IP_*<3>=WD^9JF;JZ?JHUM.A;G M@AOIS=5O-
Q7CBSS+O1G.6(>)0B108H(ISIR00SX1^*L=UKR;1>11MCX6K_M)OO!43NH8L21G\$H;U;UB,N@H33A&GJ67
P45POM&9H\O\H\JT\IEC7H1Z# MOY?O?R91HR/6.3IZI"ZRTI^>-_4H1E=@1Z(0N^1;0X0ID3ZV PJ
MAOH@6"L+VEM\YMJ?F#^13ZIGX+IDS=BN\JN.5\$>C^~QS MC'U&2"L>1^#* M(R@-
1)YF"0A1B+MKN;=A.?.*9!^D*0%=+WL(H>Z;(8#JC"0;DN?5Q;N2B
M12TFR_6QW17Z>K\NV&7TH)DQ5(58M^1U+7,ZLE6ZYK0J4+(-7M)0E&8\CA M+,E1\$KJ^W&1B-
T_%KLYXI776;7=100D_&K3EKA@ME.M'<<8S1RF4EZ9T&\$N2;.\$)VD091"%6A"<5(3;WD\ MXNWHKG;\$X-
IDGI>&X(95VJXX8"K=D80BO)D"N)8_-L2M24\$ _U=Z>..S2IL^1 M"B@)7P_H0\$+^R*S)>?K>DFZF1^8>;
(_JKAYH/Q:T0R&L8I&JR?Z)EJ5Z M;PR^J^~N>QAR+^TRO.73<04T9AXA;~AVI)TN;<;JWD&IZ;DE MMF0;LV+&8@!
DCKX+DF@Z1F14YT1R?)ZUKP&XGYN^O#>2?7_8L&R/%+5%M0AN;QSR46V?QB& ME&K%51OPAV++
(^1\$)RD(94@EF.>1ZR_6JAQ8ZPN\MSH(M;IY(XHZBKA.RALM-3PM20.FD6<(POQJ>0A18OF/E+O M<^T\KD)?
30.Y;#7WRU+FC KUGE!%I(2Q!/:88P3R.4Q#%*%<H3DGFYA%(-MT76(3JSPQY?%6G5Z\$I(%J=:(CLS!F8H""NQL"MGPI
\$CC\$=\$13L2)RxB2 M10A!;UK6\RS17N_WTF4)'RYI&L^~^D_-03A*LCC @1S0*TV^R2)3\$*_MDB3.N\NQ/-
^T#M18V*WU!U%\$E TM6_KSHEEF\$UMP06IM4I.W&?H^K\1S_M9P&XV9638?HQ;G)=A-1(*Y5J" MTW;L(L#&I-
OZS)_VM#_N;VM5P+ZHB\$@L-L106S)I=-B.;O_1"H=L!>M;P M1V13Q+OZ5-7?
^+X\DBI(TX\U=-3_1K01AS\$S<)\$*;>CW":8I22/\$>1H1T
M%F8A#MQ0R1HDVT\RS!5\$11TD81NJ2U16%5TV<492;5KW_9KSC\ M,S#Y9D
M8M;\$MZ6MBK;W)=/O;HX6>R^JPW65N?=<8+S=MW5\$1!1QUW)\^\$D?ZY?YTI MH5_>=A1L5&=;16Y;T;W-
ST\$=^U#5S131R1+LNV<ONY%.>I0=Q>\$>.7(X=@-RG;"4Z>/ZNK*;Y JHSP>K<5^K75\X6KL.% MW-SA_IF^0T'YG?
G=?K#^9_N"P4*#%S,"OP(O_P_CL%;IX?;D18Y7*8,IB\$ M3.I2,%45@JB@532\IT+&S4;L1VO^.;@7H@#XB)Q
MGZ6AMO.D375B)Z?APWE6C\$@_I^5\$CD\1K+1C4@EH_#U;JN.^R"2R@OD,K9@; M'IP=\$TI#A?-)3?F=4DR
";Y3B.MP/B_HVY5K'BT4_I'T6>VUYILE"X6W-RD6 M+1ACHWIAC'T#IRN'WE\TC.?
6+UM5*5;YSIG11;M5P*3'+5!8EPZ%.6(@GLG8O(C#PGZ16\$)"5T6^!DHK>>R\SV126Q8_M02TOCF+&D=PXNQQ4-

7%K>(!4G^*!HA=00#"NW_FXG V>;HZ/-(X"!P%:J>=% MK0Y!#? K9P!&=2!&39+!=9DOUE;2V(6AFS=I/<+ GTJ-NU
VS5P!>[F69.\$=I+!0.6;*+;BA.DT0V#LF3_3A"9U0P-SVT!B.?-LY8 MJ9IX?G1-
U@EHDG">."A..F%:F+B(1)Z&:.)IG%'.@S#V?6"FRDEB\$RMH0IH1 MM
U24TY+2#LEQ0IN<"I*"WFZD3,0A/923TZ3FCOE9!1T3ZK)^#&TIG&D;XH M'U';,;#;DHPX32, _J2G"0<[%F3>+4)
(SC\$>08L_0**4L<(<H6B&"*ADNQQM T#&PV=5)>EHL S8V!>@0.PIK(G<1NDJ0!*0A:P)8@S"+_!|" M*:,O
VX@K#_X^&R1?T0W>"IUN<-G0@5.8#NC'L/3;@? -N'#2?; 7@BV=K!I MQ>?=
[WJ!>UR_9IR^PYIXVM2E)QMMLYK* @S'RU(F#W_@>4&+!<*+XC!(4X)X M+(, ^Q/-0\$K@;.97D<,.3=,61: 7-
)QDA/O=QL&'YR '---42FIXIV!0%3SZT_ MMG!K3QWR3DO_=#M)L+_J@I6DR!H\$9U5N?
0\$<*CS@2;B#>U.5RHH05@_WKRL MUN+\$6V!^IQHX;YC4U_Q=EW**5&+>J6-R&7L.6!"SMWKN(BP./3<%(6ICO&
M2882/^+(&#IPLR/!)US;_YZ\$PXE-S(8EYP_!M+/A6O7D;ZO&_!Y;W*Y6!_MO&/?^:?DVF69!GBDTIS8<5_ ^W5!7S!;!?
%, =UB_LK>D?0-[H9F=7*9YBW;: M/9.*=" _!-W=V0Y;DXJM>T*;EI#;ICORR7(NEU_S32G\$"\$+";(^YV\$4Y9A3A
M+*!H8R1\$<<9!G!MY%:=;+V!K#_U:KBAZ\$B2/&8(PF-#>@!2.#M8P^:0>"H M#R/7)^U=#8
C*#K.5H\$.VKN>I^2S5:9.WLS QTP/!^H0<2\$JH=MJ3(H6@*!H/\$YS! MX-Z<3A5H!_!T_)@J_X
#9(&Y6A!EG>GF2@)_FSA&)PD-=#;NT8/T)NYD.+ M'OCC(1SF9;,,Z?00!^MLF68G&2>YQQA-
M2(IPFBV+SH#C89*8VY?E.ER&GX0A0L@D4L;AO_M,J' 8%9#4U9.PXV!7P.5': X=3H9&I;2=F5Y-2#;GQJ^?
K;L_AD*9* @T\$!CB M2(649E#WRAX-EI#594H.D2G%RY1=DGR&8!;%&E"N=TD-G0TBRFTQ.2G@_V/G";/0ZM*?L'=4#
<.*F45U:HPM-MJ@?V>)NHOH?;=I>KOA2ORGKT*G)Z'O.Q3Z7O_<=9JB@4K?&IV8"F*;;LSKEINF-Q1^IR&%;:1Y2G
M(W(-V8J-S0;!VDS ME.!*:0G;LY/CX"P9R0#"LUK(<<"YE'C"=,VWB6OR*Z9-?LJ2AE9V#A6+UR
MV1"B7&6Y2R)*0X^BD.4RD(T)2N34:>[I0\$M'K'K4ZV)8DH\$VMU25U=(9(^ ^MZCXE&
"W!X6GYVY6Q0*3.6AM@GL;2T;3;PU@)!K72W_+69VW9K03_NY*WW MF)GFW!H6O<5_JV/4C3A;5>+8!"=I
!9C4;H%6R;='9>39\$Y.E9LES;+ #TZS9U6.AUIJ=W'X MN_K!FEW7I7=-7VK53/?
ZX>'ZE13+ZZ>U!H#* @24FWI!W;=4407D_KS!R<@CY ML%VR"!KJ4S?C)#MUYK+-
Y88'IT<>S053!6)CQ)4F.*;1DD/KSC8T4@<=TRD_MSL?AZOCQ0!9OUW_4_'7_-K6)E6NJ8<^C\$ZM?
F_20^AJ+Q_!UTLS+EO3"SZ% M=USYSH0*4J!3*"W&I4= &2E5WWJS*=-, F*X2#7W.S" _JRM=R5M5=7;T6C+-? MWGY?
BW-HICE#F_0!I@D*";, #?R6.CFD/&_M^J!I>@F?W2@8<:BK05)+FC*! _K/Y.?!KW^!YM!3);MQ5!IQ>S59=X%)K1
MWGUZU=EV!% @W7U! _&LUEXG5?UDU! ?WH2M6Q?130*61P!/%&QPESLVDD8_M4Q1CCS_ BA;:"5(C! "96";I5-
OK\$>#DE1/2T=N!+6&J>Q0W DZ5(V@LC5_ MY025>2>H#%&JILR!G'3C! ?9K4Z=ASZ?WBVOB!9;Z3^JZ6T8?
FL2Q""6! MX;6L;VQ#&8C!F&8)9GE\$PSK<#4H0! MB\$XGS= 4)IX^G+ G?TEZEN821!S51V.Y2E)JQ^3NN-
PU3.VI%3_(3+>O_ M-E2GF/IYCCY?TPK96J;11&S.G*0TK;"AYLFIC=S"_'3.R4^_N U+<3'%TF; M1.1-
^1ZH8=P&@4H35F*LH"&J9=');"@^2J*7F>)SUK2!X!HVC2%Z>W*;S! M>WBO3MLCQ&=T!
M2FID)O6QKJOZUHK!JCH&DAD"4G##1MN7!;-I2G!AQ.IQ.DN%A(@)+F@HB
M;OFF0CE4)_UC#3C)N;LV+!B="FV<"/8K5(8)B&=3"2>S*3L4I9%L)D' M01@2DHK?0.Z^OROF/K4V!)T-
1?'=%S2!L;HJAA6D_-\$A8P4!CL;3& M/0!F5;=:3 !5R#;6&>1)\$7A0B M+V;!PEY"\$>\$!12S"3%X6YV\$;TD0-
FA.KYN=2!0!JOX LH>G*XP+34U+8H#I MI(XZTZ5^Y;3T)XA* _!RV>ISAS^K.Y"(XSF?4?A9D"QHO%M?!SF?IU/RW)
MP!+P!C7HIXFF0(1UF""LL#*%MPED0Y3MPDT3"XHY6G3H7;18U_@E@HRRG/V"V.WX2AT;Z
M6*RI>A<;VD!W=4!>>GNB'2G U.Q0_#L;OR;I6UO@-"LNTXX_--3N.)^!V M41QAUV_?
^(J_BG77!D37_@D!A.>KO>+TR&= _XSD4*4TP@2-^.(3\$:#0L77"V77\$(3G=S/R< MU63CVVRJ611OHC?
M7_LACOS_&Y%T3(#7P?X9RD0B&QAP@_LXB% MG*4\$5"5KAZVT=9.(OVZWSOQ"8M1E)A-!RV4F\$;IKK-
JPZ_UXGB7+;%=^T;=10IBXAO=10 MD)KIUZ;K&Z1FLW_ =5U_EK/3J*Z_D%=BGKD)N>;/3G/#9!FCYY47SW!;Y
M*OZW=I?J;K69;4&U#H.2V;8B%D5"C*).Y!F*=Z#*!^7YJT#<"_5
M6^L!PWRB\$PW:KK!HJZ^%U%YL8F4>;@PHVP("W9&1;/GBEB5"DR;QP0R0=Q= M&ZVM!)51>O/FH.C"/THDT7!03-
\$+_W2XN7!15!KMAK @KHN3* P1 M"8-<DF4D@RC#R6H(S0)(L)AQ@\$.:(3VX0N"TT;H0YMF\$0\$J&>3; M&)A9
MZ%* A;7 MO!F6JLZW?S4M>+I-WNVH*^ ^HED_2V=1W%L>0VOR<_!B10X@_KY@9!D)! M5W=\$++-
>N"0.Y\$1UQ")/F.E'DJ3-\$Y&'DTQ!1U?=- U_ZS<3WU)TMZ*TY9I
M9!WCTR'0I@_O!W!U!.#%OC68054PG#T<3CMQ_J.C!15N9Q!R6H_99 MI!(\$?&S#; ^1?55VLWWXM!O4-J=DO-2?_21!X-
_!RQ?Q#ZT>RD(2ON-U4;%% MPF),.\$/9L;!"X<*NOTLY8C MIVY84M;Y&*MCO*P7@_PR800!;X@!R@A=B"=G0_L
MIG8YC<3_W>_K#YG6_J_ ^WBVX)JY#(U^N_F;8&@X2KI_>3B0QF#!WU""7_M;K;L"RYI!);MEV"#WM#=?
++S:'M\$+E8.2Q:A&8S7V%P.WZLJ#G#!W;8D7; M!NR%;-C?GDOO50AQZ!E_.64YCERB<>\$F^M21*(@0"PC\$?
MUKAD3WY!57;5:D^7_6SS? M5(R+X!&?A9!PM(8\$X0CCZ(LYCF*6(3!_QP2&)8U4X?F8D_15O6TE*65XB2 MMB;
(Y(ZM(BG5U#*#L>?)C.ER(WJ_P9_G9&?4_OLC-7^0Q!;Z!U?3RT889J MN!); ^+I>5F!2Z!DDYK!HFEZY-Z-
)_+U%96!&1!SIM_-/+6XC!0 MDR=H\$KU8;<;OR4L1U99*!U;PY!&);6F'HO.!BP6>BK(-28A2;U9.GD*M\$Z(Y M"S
T(C.\$U5ICKA%-Y5Z'K7KFNV_!;=LC+^K&J&U?3NPJ!BX"H*4N6%>E=)C*!||5_M
M1X05ZD5ZJ" HGYKMXEZJ"Z7_ ^#RJR_W?@7CGR6Z2>_!HT^>^E-PY8A%GF7/ MSU>^U%3KDZ!)
!Z1PCO!AZMW* 7LC!HUTOZL!&QB>4);+9;6!XN/V!#RQ/@ MCM!7GOH%C&68!X!%;(<#SNW NC9-<1>;?
KD\$E;G!F1A;U!CG.8F301PX+@>C);*QJ M<C;CG?I^ (N7QAGGP1DR<+!NKWT^\$C!4IP55G>+5BPT5W?
7F0!ZV!XYTTE M3A3A"PR+_09!V.4NGF&<IDR46<(1HGX=)D@69MQ")*NTSEFWV.82HNLJJ5;=N #UZ9Z'6
MD>PZ'7Y5JFW+12QK%;S/HYRA%LJ^8#G1>WX_Q17Q;@L/&^+!WPM!/>+P_F MX\$!GVB\$?0*J!
!G8TXELST>>D(SA!0!9/ DJ7;Q&75^S&9^IV<^"DE^GEI7A!9 ME@_P!FGS#5(=#BXAJ=.W3R6 M#Y_+3S(;<90?
Q!Q7K'P0!XO7U=K!O&_UF_7?P@O_>Z7+//Y5U=Z->Z7=I M/8O_Q\$;U'YS42%8?C?
E3.R94SI705\$!*_Z@)F5XWAQ\$5N5\$-V)VINJAJ!SZ! M>+6+!(M="XPX_="/5QCDCH\$81!%I*4 MX0B)WWI93@B-
(P;J0+@ (6!;/H85H?&F_-7)2! =6H;+8/?X2; ^@W>^& _+ M? (VVRBTN !2!M1F7@?E4(<=E<6=UV-
>GHB0EW1MOL!WMI#A+_A)P)!;/5.RH MG"#BLO011J!L("KTLUKM4_/*K;C;S7VDEQ
MOJ2<@!0T9#+MT*PA!BYA0);&@#2'8>FL!(^L_*/^6+!+VW!)X3KEYK=D_ZL/3 M#"RP8KK^!"\$5+D! =FB?
X&WGZ\$S^J! _7B#%66!SC<90Y)&!0!IE.Z;C)N>*MSRAL8DQTMJC)N8+!DW.7LO_&[L3;X;7XHO5*;Z1=Z^<.(J!0/P?
9BE%&4DH M!L;#<.;44S!*(Y6#XY)+=J6XLE*J.AT&51974#0*4H!T7!8S!0VS(KM!#UM MZ=, *LN51^%67VF
8B'3M'01W_@("Q+K@N9_M!>+7 VW;I3;TPS;(T!X\$Z MG@GS@B0_!I=SC"AB9_!H!#YS
SUIW^X.VL8403L^2N9P_FDJ.EZ^T)NIW; MD(E*W.6*!;.(QM_.!1;5M8T.W""F4^_D%4AG+@T3;*(LAE+\$ (XY5QX.IF'
MO#"F7A)\$GN!CB.7J!3*Q25(TSKXUZ9>/_*8)UZ*2!(RA#;.@S\$; _QA,V/VN:0U)RLNCAWJW!_E:4RDW-U1!YDGI
%2W@8QAE& MXB2*\$2;)&QQ(B^B_1S3).NR-E9+>CU;:U8=UX9_J_Z#OH_ =15;%5D+B_)% MKKXIC%J0).IN(Q9GDI%
<>#(<)1ED29!TDI0%LI^XG_ \$O2K!#R@CEY M5305A@EG!HRL!-2A^!K(38! /3^2%_ E'U+SU\$\$\$KS8!\$19*!0@V9K-V4!D
MWO&@T"/YF_.?H@ AK!EZRMJ.2% _:=RU^I4=P); _^3!L;:9ZRB<#=#QIN! MW!V9;U.MRPHT#NV&_9O;BQ(*9!NN
M3VS2P&HV*.W\$FO_2AL&M32C MA@.(IY>?BN?)"UER#%? 4PM;K8)J*_!H2!W@=^ ^WGWN3#!+3B!LA: ^A>#;0 M
U50_/04ZC&T'PR8>^J!|XF")V_!UPL/GMG6_JROVOM>?2U5@**VH.F! M!) (LY33)4\$A"X;2U\$;9!<3 A1&A8<1QE!FV;C!
<6*=_I;9<;SEP.BRT/R! M-P3C8M3S8:T*!Z;67XE;+!12;=TKN8WV".A*%BM3L?6NX\$NQ>H_1^5VIL/S
M\$5E8;UO^BMX!-2_?@7^ZD?
C8@Z;UPIKQ06J&SYIL5'&A@O?"W,>NC"*210CL492MT(AYS<0;V@PC#ACSH\$IXZ;4!_E&<.U2^
M@3KP/E9+YAI/SW7UY@R2NW+ \$ST*+ULUX0%EO_*Q!54! _=*D"DGZY;O MQB=H!9>C9X^F\$#G;+4<.%T6G
T/3O;R=@07SAM?_Y(FS6V_.36RFPUR>G/D&T !XU!XW+=!3Q>^&CJUUIJ!AJKR4DD^3KX7F>>R2>J! _!7 M

+KWC3HJ-U"=SK8*07^SU &>L8I0?AJ4!-L R9%H6>|UOEJ0|ATJ|IC>#^ M6JVT?)..^H:?
MIAZN#XO>9R\$^|V^Y:O94<=*YW7U5|:<L|R!&@|HRFJ<>=| M BD|S^(4UP\$P#\$.|8%1L/&?#U?8*#W.KP
\$S7SJK_L0E4Wd1?KA(A2)=|6F 2!Y&*!Y0%CL9G^L+=;5FBSU7.YC\$B|+L^6D_46_EX\XM%*E
M^HSK\$8V>VWD>8)A2=VA=,2TU>|f6:226/X> K.Z;^O5JO=>K19AG44!C@CA+(X3SE%4?|f%.,2%)JCI
(\$P:QT)ME9_*B2(% M<1L;U^K-QP+L9K& #8Q=|GUY);W2XZJRN|.#^3023|XJ^EAM92C;.(3W4JP7
M24YRE^\$\$.8|F340I5 X59I\$;41*SF^L<M)%;2C;|/(>X|V..TL/?Q|C4 M8&TYS.7=N6KCB^K\$^4=KXN*+<+ C8/
S1^5WCQF\$4<9=AFB>1@1X4MF<O^H_-PED3C<^CX>.,(QP ME%"7(.92)G84G| (U "IE|K\$?
E| #TUF3^TZ|H0DNL^|1CIY)/ALRS^ZY;|4| M9T=P@FN*06#V;N=|L;O=+W|;9D^_,"#1L9MK6Z|H4U%2;AEI\$-E2=_)U|
M6L|WW;3^+U+...XK=!!\$7|PC>8^R- T030+2)5Z44S=9E^TUE.DIK#YQK;|T MVGRENROH?|/|T"\$ =BC4%|B>";L1+
^ABT//48Q<*.%|!4. MO.(L.. MK.5N^*/0;7D;^UHWJX?^I@:A JVHENVX MU+|^+^5&1C_KMR_DC^NGM6ZJ
W3=B36W9)"YJ^8X^UJ=,D M9^*|KI-AP;(>V023;S|L Q;)|GEZ|Y-D;)=YQ>-642*.:*=VVY+9IEF^+ODTG
M+|MA7SN.S1_8M2K0WM^M70IF50;02.GNJHDMY%B_?;=4_F06.Y 6M^|3AYFJ2;8.;B^Y9GC%ZLUH4;?
B^AD+ 0AF).\$PS1^<-KG.=VBK M+9EVJ3L_297M^3T/>^D_)#X|4V|D)# C<"B+|;(6N|L;8|/5J&6 TKR|6<8A
M^|5CT7@\$J^YKYE|P)V2J5E\$J;T&6%<C&8GH?GOBLTJ&F2B^T8RC|4,<#)6>C MA"G=?
4W4S+ENNHDV;%#08Q^8462C?|79PA>#>+HQBNS/GMN41M?RLO%.U^O MW|3;%&XX5>D2O|SM_45=X1_<3\$-
\$N3G88QPG^3H92E|ZISG4>Z%;N|F#&IV8 M<#%U>*3O+&E|2CB3I>O^YE4M? G.|LZ0MZ#9L1A;NG^3,5)84|9U|S N?
5> MCQ>WJG_HX&83O>\$-%G;=%K=*R|?A%L;AP0+MSY^4>+EPC^O &41Q2B-PY2Z M89|GV(5-
GFL6GMH|4.4F=4...C^NA;YG^TP 0=6|H6|S7-L^S|9&K|7+SCQ& M;1_4BT@|f^;:
<2N3_9MW@VKM9GHVNHK^S)U;Y%""=)Y|;Q.N1^&X1I%*&4 M|@3%||<|)BSD/.&B^Y.26:X2CK.G8;|XKLSU^A&25J|
+#+#Z6ZV+|=LV8+|;N;L2M_5|H4>Y2)FP65X>H(" M+L|)>G*.\$B0|;7<8HSE(2#.=8S9_8V(#U5|U6K)7CB0LQ.)
(TGI&D@^PX;^M\$FJ8,3\$^K&T|- 1|+|TXTM\$#_L3,#0FK.HM0;HC;KJ?2F?O3I8?&|+PN9 M/
%VTFW;E81>YG(24.1G^957;B13&A@O&GL^;F?9X^6Y;&3%"9600U_9|4V M^;YZ:?
E|JQT5M|"+|L;H)M.R*/|5C21LHJ2ARU^"TR+>(4A,BU+GG9K\$EHVQO+;GX|W;.+U_YNBD^*5^M5@L;93@.<(*RG,8(
MYR27L@>BB)Q2(D88UE*(3TD|E8^V0|X^PE|RRD4,=A|8E|"/(Y3|^4\$Y6\$B M ON^|AS(YBC&899&+O;7E;AR4
MZ|V)*|W.C+&L;.5\$E);O;3I/2S<|U> MUT7VLE;S=;5C&Y;S0CO|6;IU+* J|OGD^Y8AR>*.@^97|NJ2RIQ%*4|D+3O M^
|M/31T)/+Y^+P_(9>\$>P&5.0;3%;ZK@=M|70ZCC+V365%OZU,W^N.|>G|4U^|A;^|J&#\$UN\$. _+FO^YD9Q,U MOTZ|@|
|T2OG7K|0C_L1WY+;0P3>44V|S_|JfJ9|9;1%;ZVYRY|SDAW MHS|H4MK>?6HJ>K#G;-DRB-/63P,N0RZ,(81|f%B&
^HMBG2H^IGX0V^| MN+^449V^\$+049K^CPKU1^65#|A*;8|V_5CW_XM+>TH6WPMH|_Y4W;L;OHN+
M;XAUS/F_24^LDZ|DOK98IUFP6WQU3>G+TXNZ^OZIK#FM^DI9.^C7;BD/M|^2
MHERP(,@)R3WQU% ^HNEF0@8*=YJQ,|fY^JDWAI^I 1MH
MG^%AO>U@^KE|;ZE&2|PZ|fE= _J2,IZ_ZIT?Q.5@&HQ<1)V8OL|T^"|@ *YH9 MMT|5)<<.;*N6?
M16<_V|LFO&^FC;JN&#;_5= C# M|^#3=NB(G#^|0=;/OR++|UW+RR/>7IZ?Z3;LJW5YGRUA@XK@*T^=#K8W
M.JZ?%C=L=MRR|^#7 MM?S|^ZMO^9)*ZO?KI20M3F.F(4LD)HZG;YX+1@OA8I5=1M4^4AJ.3-VU8SW
M^/"JTJKX|EM6X^>^>QDKJ7+SEME;^|fE3OULP;S);S<9K&C=Y;|AX.%|YI=C MV4Q;E^V1W;1|?
S9#;E%87DI6<6FSF^QD&;|E2Q5PPZ9R;8SIW^QR@ (M^72ZGX^|HC8;.<4H)UD2H^6I8 M^XAF+ ^X<9Q2=K=XXIPG-
VOIG%/!19YSQ)^ E.+OB^|U|SS;|YR 3);=>)(D M0G\$BQS(2+|8<@|YD1_Y?D;9Q|4V1A#5B56|VDC>X6|946_C\$5?
BL.Z|fEL M@!^?B@V^|Y/R<(2G|Q|))&96&&1/K; (#*|;_1_ ^*R6 M(T|Y|D)KF4R_ 'NO?
KOY6;VK)UYWOMA1&G#^/11E6#A^G41(6F*&,>)PF+ M>48,6HZ,\$H8EK9LJ;F#V4|fX;@+4 |?
YD^L<#Z;\$8B|LOL^AP_A|;L|N M)NIQ_5NMT^*-GW;*B+8P3#5;TGX=^ (3ZTFVYG8D7)4@;Z|HG?K|8|3UU;
M^H<+BEB; #(*)Q;<|XQ0BH;AAC|^/GS&3|+GP|E1&WK;&);Rj@ M)^#R_Y8BG\$092G!_9F6|G52?UBTMN/+8^ MZ;
O;L|AC^=161W/>\$SE^08TGH3;Z+Q|;?|L;3_O.E^+FW((D7>#^|B); M(^S^&3L;)&=U>R!^./2|0_ ^HD;T|^R^0^1/XA#Y
M|^10^1^R^B_3C|J8YYRN;_//X0_4#|P;^EN^WEW>W|>TW+LY%4AR|;^|HW
M^W_1^>0B|D(78A1\$#959.P;4)D%Q+)|TKWO+L MU(OH EY;_J6#H2QV^&DN_R5>020SUEFOU=Y@K;<4+U?^WODU
6W7|@UM MV^4DO_+W^@W.G%+@E M+VD^*F=UJB84|;|B4I@WP;TW+LKU5;=WU4E_WQ|ZHL9)WV7_GQ<.CX/>Z
M^J9#ZQ|H((9.Q_ =6+V0HP\$MPB#"F">>|<3F>2;)XAX7H BET42A^63A^0)?\$Z8X^33|>.7P8X? M BAJD/8T_Y58)UOS
;OTP)VMHB=#F0U_NS/|E4^9&E= K|S9(#|<Y;L%2S_M2WJ-
0VEL%|G?"ER%P&W+ WNHA@S;|Q_X;L5Y^U|HWSXP@60F(;@5(%QDI.G|VWLR%+2=M;FQ_-GH'
M8+NR@^D*#>TK9TO=4>2OE\$65Q|P_-;G_IP+9TF-0C.>CC4%|A60_P)+P| M^Y/ 4Y5Y>F(EEB3TZYE/
!Q64CO88\$K9TG,V|^*^\$ M@|1D);)T=08Q@ZJ#AV\$9%?R>6^*V&MYA2-VRW)%/FN>X-KWB/19,S;6.4DYI
M^KW_1^>L0\$X2SD^EYB_| (CN%;PM^WM;MM>RG,E=;_:\$4\$5<^|J^M-R&;^8.ALM M3.?
0(WR6GO|G)75NK_B|^FM08#Z,EK|VCFKZK^"L) _EK<<31K>QQ_2|>+ MF%;O|%R&
(M^E2.B7BS)"0A1\$013^(0MP^|NDX)PD.\$->C2/(INC< ^=S/\$^X+ZE.O^>|SW| M5CX7-
^6^U>S3DCSH^|;|3T^|H|RFBSGWQ) |%OWV|^RR|OJM")6SI^YPG@(| M^G.=CAFG?;\$%SGGY^VI9XTP|^O,X32|
|F=0Y#ZG|=(Y^|M^NVZX>^6NU;G|7I MLA|?|ZJ2O;|8^R3P|6Q&|f\$EEN@9&6<8|Q\$E.O30F&#<^?YAV|K?
M^_L|PDN|Z/NR+3YG|^f#>+WT+L;EW(99^(|+|^6Z_X%<4^|KK&GE)|W;W=8JO M?Y;|K|&QSW=W<;
(H8W^\$;|DYPS.V@YQ|D_ ^ONRGHCQXWP^_X^&27<_M=|^7 BS@|B)=9F08WN2AWEH)|FW+D-3.^-^U-
^N;G=+)\$7)GGW9V>F1 M6_2%|JM8|57L|0E;_19#A\$;7DL0/8?UDX&C?QV|H-/J|L;ZUW.T00^52NMG^8BG5B#^|RS>7CW
M;9SV^2Z#_.\$Z;AWSM^7 ZOH^|AS|^|+L_93=NNJ&XB1.*N^F/(D;H^Z%|M^Q@G?@HDB91|^<^E2K@&6 X,11C|?%?
95%84D^2=2ZCLA|AW,B>>_WH=,OE|HY#;5VN@NQ&|S_3K>)0R M|P|^BO9VIXS|^+6\$EMIM|&TV_1
|RM>|2//B00;KZ@?^VCG^TKJ^IU2X;H^* M/?CQ^*^ ^31.NG%|;C(HA|1W&>0)|20_/1HR|@|CB&(6JA0Y^ M4=|W
H655GA^M+D|Z^_B^*RT96%*)GEFS|J0LM%&I35R\$;Z/NIL#M^*@8-O^T?#%#H |WBU MBTW7S;/"(W& D82;f%\$
41@|B|W|AS\$S^DIWW\$1&PO<>82VT@=M;A3\$J^W M6N\$S5|W8XECHSF/Z9#\$)C\$|AH53T@_ MTL6M.L-
%|2RL>X,2NF(?.*E>|F?^R9?L+O^\$* GW9|%\$4Z_+J M55|4SQ&V/Q7|9NG-%;QGOVK26/(E_ "F8NLI7X+1;|PD-
KW<4L2AP6^DT^? MH@2B^Y@^<C^UTH@PQ^RM;GMC&9KX^|I9Z|^A6PY;S2+H>#P|^RZW>N-T M?
(ZX+1HJ56J^CDG0&_#G\$?WVAZ|^+859|A9&LS.K)V%>+?M>AK5Q|<.QUSP_MK9^1EL_7.;&L=C#;T|LU;
|/KT|^4BRXT^Q1S0P^"<=+R>11DGM;8M5|T MHQCKD2%G|^#VB|0=71UX#@1N^H>=Z+HZI08AV3AGF"?
6VY(4C.W _CLG\$CKG8?L-Y M>JOJG8^JX2VAZC8#6V^|@ J=\$9/QUB4)|JR_@|OV;2?%6B^/|L-J|G;X_
M9IC4Z5IM1^R;3/_1W M6TT?|ZT;G|JE^WV65H|^6*!EQ|JF^*|17H/K&=G4_|L;?^#|^>2&6;_O&G
M7LA=H7|>41|B3CP9|XA@R|;DM_/2IHNGGA|K?>BVTV1LS&|I4VW^GTY%F MS+|E_O|_(Z3DI
AA=Y#>GH|V98?HHGYD;+U=FLIGW7W.%+;_?QB.8@|^ MOWZ_RVLOZ^M6^J0;_TL4D^K6_ |ZH^?E>^<?%?
^F@3VW(^6P|V|LH_X;BX; M^"HIV|^9.R2-&SN^"/^*M4B/XJA5EU^?EB6O
MRK.Z4VVU2^R?ZEP0UWDA|^Y@0=QRASH;"^"(6.NBK6^QA5H3AUW;S@ O&A MA9GR&@V|^@P 7+.CMP6K^%
MW|6L|LWH7*N=EGJMG 8|HF@|^+|OLV M@>2U MM^NJ4|QU^|50P?|^J2.J.<#YG7^GRDS;ZQO^F|?
5(B3^Z(3SH|^+|% K7\$A00+E< N^%19\$38|f%\$+|HEET&|S^R1 MBV^H|X?QBQ^7+O+P|Z;
N1;@AJSQ^MM7COKR&R&RX>I3EM9H|1V19|3.VOIS MJ|5W1^A#^*_8H^|_9KE%;7."@GWL>I
GC@M12CB;^<^|^0|YDG@A;G2^7HN MAB^YMYOB|P^#KS_4/@7|L^VIP M|@EX;T3C.5\$#YU;J?^C%5C "3VD+C|
<;YULR6O|O@M^PLB3?>5#|F9?F95U?I M^?Z^"TNWY\$89C0|^"N|^#|J0|CG|^B;_J2CVG%U#3I3QW&?N^F^ZMMAP.6
M@A6|T)JN?M7^;|J33.VOJ6P)M2VP|JF^Y+DYA=A^7E=CBA8LA>_J2%I7^<

M+0590W.&JMD/TYD.HO\O.%\5PMRUH;.&"1*G.)EUNRX7F"\$2!9Q CW\$J3\$ L M0N*G(71=TC#-
\$XP5NK^41H:C>A)MV%HL&.&BH\I4U"\$2PI0(I@V\$J MO58\044THZ!"I"\$S1194Q-L.+R@I;W9\N.\$5SE:-
"9M64G^K&08N4<8\ S MA\(\@3<1231(';\$C=BT&>Q0R,)YAH=+=\^3&;R*.*;/CSGV+/''?..NIZ)X C M*E+Z;<+KK<+
S)W\,'7AJ3^I=^F2SMRT>(S+KH\NZOL/&U05\I(J5Z7L MI_+VB9)GD*30.4-4 82^9\I_6H)Q=,LDFF^A_W\I
MMB7\IDU3BBGR8\$A3L1EZ"8(Q\#UR8Q.CU\$JY&SH&I2"Z?"AJRA:0>Y\I\$2W@) MTKP.O&41D);.B6CCH-#4D?
='MNH&WZ)B6CB\^O.AMJ^XERS0L G0Y.5FH5 M\$F(2MF091/4W5(@ME'I=O.B ALJYU47--QS"S9?WAV TT"#
(HEB^>.)5 MVD 0;@&<"?(973B,19Q'&"8.(8BH(R_A\$;W=0G.//B5PLD2XOZO&>/FH9Y M 9J>(F4S6H\2'I^P"!*,1/I
+0\3\$6OZ\XB6M&I;DJU_FFA.U76\$R>MM"IT;H.6C MO8"2"FY8 5N\2.@#P8VIGZL76 *J\0#@KNHHJ8TULOFMH.'!=2-
DE)&IVQOPPD\+I*?N/BH\ M9\B=M*T7\INAHA+PU2HLM;I0\IFZG\$H'9W%=<?;=4JWW#+* U@V\N'B^2C2%
M2)N\%P41SF.L^7Z#.IL^:U.PQ*X MJC)R\>:U.#MZN<0F6-U_Y+CD3;I177\^O>(K=LI870& E\=U3^9R08DLBXXDI
MQ#)1V^JP<2-\$1.PG"(';\$6Q\LY@0'_B/:B-!MRP&OZ)P\O. !-6VK%:S\3 M_0\;XFUIF?Y&V9.P(8=4/-S
EXT>=YJ\H4K<#YV)M6_-<0-/3/SHS3\5SL& M?H1B>DR\IR;BS&24\I@S'#F*9@E)5P\RK;I_ ORRJKRIO;+^VUIT=I\$*;>
M STB;#<*0A=BA *8BF.^&I#4Y\6OF80MA@O\+4 MHH'65*%G>7NU.\$FZAH*8UK(V^FC-G+RA<K'K'
Z5E\ S6N3@6RDX(-O_KQ< MU32^Y4LQ1MDDBM_DR^5%7L@4\@4)?\$1&D(G\$LN\;+/VEJISX*MD"+5^:
(JZ6E7^JQ&R% U^V;)=!CIBX7S\YRNJ^R)G^&*W^?%LPY@T<&7)I8C
M&YJ@(\ZH'6'18VN&K@=&"ZBWRUS);!2JE<8HR\XQ-FB^KT";82Q^Q\T@/F2 MJZ\I6^8EO\I_K1ZS#UE)+U?
L.WY0JFP8&F/BM21);*!H0D\O(9LR.FWE\J MH"8K-VH(C%+C_S3Y^M+(#D0_'N.!\5K*GC*V%;IZK%SV.. 6AS2#^#@>:
M#T%;0;P=0#&5Y\I>+>'7_+I\IR^JEVD"8\EB"(F1M#Y*4)C-Y\$T?=&+N1 M\AJ7;I?5HS\I^Q>H(5UR63.MLD;>C=X"
IWSKG#HT;IN;UX;QU^I_ RICHQ MFSR)'\>+2\0#K8^F\I"X.'TPWE'R_V\ 5F>!"IS\U\4)4)F^I@E;DSK
MMR<9\2IZEV\A;I21)BG@_0PXD0<9'SL00%# @;4Y_Z+@H\J7ZH>Y2J<I;3;UR M37+C\NO6.;J\^OMR"F9G1
2T*#.NR#" MRP*6EPMX+=9_52X"GC\I*20\2+^00H4A'F:NK"\$((N(B-PR5(@8*8.%FOR
MUHL7FGJQ^4.*48N_CO17;X&I2JC(*EV^+O'%DLA\I.D,49@V#IXBX^KN>U0_M('>6W_(EE_=YG^HFY%PG\$G?
PY8E7E3PKX)4X^+;404NZ/P;E*!=P4&ZTR\HK MRTQ;K8A;KT1&H;#(X68^L5;#NXUO_@L;6TK?6\XO\^;G\I?
Q'UOS^M/_ M 5\+ P04 " !F5U9OC?KKUQV "BO04 % & M9RTR;#(T.#DS.%IP
M&UL\+UI=YLDB\XO7\%3LW7B4KL2YWNOL?HRZ\5\XL 1L MWD)(#TDYT_WK)T\2.R51)%Z\+S"L/_ T^W3UY;?
5%_SH_/%Z;?PD_O3*JS\>G/^&F?YU^_M+Z;?OZO^\$DRH\U\I_0%7\B0C'F;P;B\$H%#B(E%X\$FG9+45H>C_Z_-?5;:
M?L1"6U\N1C 6;G_HX<#LLS >OZH2?3V3_4^O^&(88D_T?9FR_6W_+G+Z05 MU\I_//OO_>Y\$B_XN3A\7GGP5C\N?
SW_I3M?N7\IO\OU;W/O <_KO\WX MU>5TUR_2Q_*?I_Q;SZF+W@;8\I;KL(IU066F\ALUS\;TIAM>;Z@W3\I=,=Q
MU_@_->@_@BX_G_-? N9\OCGRH;ZQ9H?;UI<6F\#E\H/CITG^AW)\PH M*5F2D#Q7H%1_"XP2(4\%)G\O)19%I=
I3K55^7Y;)%^FB\I+DAKG"17%NF6 M;*_C=?L/W\-"_H@(&?7!!;%O/3%K);S1MP;B.6(O=//I&N"RX6F-ILI'+G
MYM8\6Y\$NQ?5OMI#X_SP+"_K\$D^I2\ML9\I&ZPM.H\A+(\$*SD T6_.\$;/I M)7HAFPC_OL)\X4#TCX_C^D))-
IC8CK\+V?Y!=V_\$Y>UU+IH\#PI4)H5""P' MT%X4I8E!P2_F@+BV\%YPD/W#X7\>=@*&3XLP6TXKXI>
5HR\$ETL&JQ4\F@M-M@("X)T;_%6V;4;WPXV5\X*\$Z\A\21W%T9%2\G*VFJ^>OIB?X\NPTXF)22M5@_MOD!;&ITD?
#*6\$A;Z\I0ACQ*#3<7'O\$O.A^474\I\N0_@2\I\N0_F*W>AE.D MOU
E.V9\IY5)IW\$*07\$&7FK/B\$;FFR#@^JHH<#TCH(C-D)%\$EZ3\I@%;;9F M_\$?B/SZ?G\U6B^/YQDGG\A7CI"1F8(I@Q%
<\$;%K# 4YVL+S%#4#8-Q+Q%XX ML;WCI\I?NX#-I_#ZTSLFY;D)D"QU80V"QY*T) 44^I0Z4%;IL R;.<203+I7_>3&?
O P511\32BTTRHZE\I*!OT)?(MX/+M<'&Y\ZH Z#BJV8*A/6%B;32\6\Q?S+I-9PDG08:20%;0G;/KD.<.,0@+
MP9#OI3,IP-SP)KFO^G\HZ#C6V8RU/4'D_7RY"B?_S_3KVJA6.M\$UJ;DK+IF MBG0W^L@D9/+&2\I%);6W;
>3;VOO;H^/89R.VC@R;J06>+3"LZ2Y.6:D3 R&E M;B4\64DY2.;&AUPTX4=YYI<76T_0;W\G&AS9\K\B?
^CN.;1\%P9/%_6H2; ME/3Q^VF2A2%B^K\BN,2=W;MNA\&.HY M'LV*+MR\YV>+RJH-VVR%-G@;#EAP?"8E09/7*!I3-
I\N./#5C;41>S^C3B\W3;_@BK;)V6Q.0G=0Z"UXI"U M";4P)ER3/3NU??+G^H^\$F M5U I#IP+YZ"%7Z>+
IY/4*%FROX4<-F4D7P MB;PA;7WY(F231*LLB8M\JP-\$IS(PQG9\0X^GH;3DU_EM,9+I<3Y95BWGKP MBM%ER
1=AHQS2"8\I;(UO;;P;5%I\IHF&PQG9\0Y>GN+B,UUY?UW,2U\H M>3X_1HFWR=%V\I(8#X#&6%
"R3GF6H\U3MA@);.&N\AY^+I\X;+L_/_OC.T" M'O^X.G).?7(BC9D\I#CD;CG;.&5@I\+DJB\I)X;U@;75-?=#0\SKQ.\$O-?
39;ZOX\#EDU8V@P6_KS+3Z^H\I< M7*?_I\NV+EV_0GO\7WQ\I^;UBV>?7K\XY=F;9V^?
Q_SXMYMDG0\I\XUWY=5T%F9I2I?%?/P=XDV8YE+(9*I M*5R-9S/PB_D'RBA02?) +I2%2_P9\I*@2?D@O_CWOO\$<
I<I\RG\T;&3G+L_*M @UHY\H44 (BIZ;EBBSC2A;UMZ)R^C\&P94@T=R^T;(-K6/P#5Y7R;=I\N M%"_0^XICIK@"*DG"/
N*_%NH^C E=%HK6EM2-I#SCC-7H;#3RO=P"BZTI3 M2>Y\21HR)W-V>+ \$UVU.IB%"2TYKXGR*
HW&ZO0QH%A_W<A.5^%DT;V MSOPK+E;?WY\8L\I2Z;_I5Y@7FR%(I8%)9>GGLEALK6#N MHZ<?ZDL*
<9TSO0+6 FL\^2<%;C?HEJFYB<%"=CTG(W =B4)9<@BC8P(T M2XF16588WE>6?0AN=I#1@UO5!"I'LK@#E'P@PA?
3M;)U..KM?);VZM*I(IQW MM9U-X;"4EQ U9N\6\5TUI&9QE"YBY8>*@F>&G" I_Y\XZ49*^52&P+/%#
M\I W_KOO&OF!EU80+(7TT#H1&N03)OO."PIZ%E199_-I\ZOI7H)Z<)^:P*<= MVP_&T#<C9 M14@/7E;U\I-S
Y@XTSE_G\ SH.1DDASC1FH/A47R\@*2*;B\I=2SMQJD4+K M\$-_YVCVX1TT0<1
S.P#;A@43\U\$BDPPLKY>E361A98T0K&9TSYWCZ7A\O) MX\2X'Q_>U&L_C?C_-<7JR#O>0;
I;N/_@R/R&F+ZN;MOI^P1KFDS=9U\$?3 MX.B;RAHBIS^8)J5^/?ZWN93!WDY>I\VKJ<I>\$;(-I+J0/-C)'U'LL013.I (FI
M_7HR_X\X 4_JE+?;O)H@RTX*P;P9VHC25\I.M.@=PV F;G*16UO*Q(U\O4W M\$*#.BJ(#;-\$)69SMW(CT(0:O)) ID_EA8
*7YV7(UA7%<I&QE-/;C4Y^@; Z;L&H MF2+&I;P;YS\$VA\I^=(T;QX(6\H?FM&/^E8.@X2\2C"<&I^*;-@K7 M?
"R*%SR#%1\$17\699NG;X^ZV.UV)SG=F-I#A09;"_+V_:=O7*\$XZV3#M7 MZ&SD.I\Q00AT.ECFL<0190ZM7;P'B2J&Z-
I)2U%4P'5\Z+L;(7;E7V+C) M>PIF9.\@V%J-Y(A/SAH&DGA7/-98S.'E?IX2#" QW4M_-A3Z@_FHC B@Y=643
M\$IQ6\IHIPD9>.U"5&KYENA;ITE>6\LR;(-I>9;CD8_#@R68/ F*&HFB ^7S_GS=I98V M)=M92I&"),YPXT%9GL%+Z<
I4\I)9;2N\56V@XRONW;TD?#MHL.CV-T\8JIT MS=S0+XR,=;H>";JZ)R\$#.\$INTJTWX\I 9A-#%
M"1>:IY3NHF5<#W\@*#5A_+Y#<FN^G=7\HPR\I;L.S=;K#VIVL+<7^5G MR^DWW(0LWLR7-5#OKGP*?
TQHC@8(DG';.1; X(8#P8> M0^XCOI0NFM_76@R#I@*DQGF%^&O6PZ^I\RLMT76*9I2KZ*X\$*+I^;D.A\$
MU\H;ZDLX,2?UTMB+*\$<2M;GCIN>;Q8FL\LR1L-OU\+Y NNIBF<7-I.HZ\#UU=X MHA;\$I\VSK*?
L1U\9ZVBD)WHU0#R-UR" "\$G;3%=>S^TSS9ZB"UH\IQQ^MUB MO6Q>NRWO<;&>_S*Q7*9\$K@H43L;BXMQ
)"180%#I6(I&Y2M&IQP?I\KR+LK\$C MH8V1)HU-PO5XNSV@GC 5O5")W)#(Z)NM&H\Z\$;R M\JX-KP9HGD'-6.'4D<
U0%BZ;I05^+ =RI@E\$;\$@N3W\I%DG)!=:G\LS%.=+
MXID.4&C>5_MALL8.L0X,L="Z0MKM_1PDLFEX@L(01ZS0NO(@0D)B\$J>J> ME\86Z#WDC\U-?3IL'26(C&U5<,
(=>I3\RX=Z)DGIQU ^JL M1U^% T9+GQ\I+PB@_QSM>_O;.&>BHRTI^@ IUKZLNLIWTE7)%NN9-QEURDY
M=Q(S=NAT8"RU\$<(-4WKXR?Z\I>Z;SH?2?H=OG\WY\>PM_<*O\I\$^!OI M\N\O>+GY;N0UHK#1<-VS+C<)AFU?
#"R1?MB;2+C\!E2.@.R683A8&S MR3*N;9&V=0SH#E*?_?9?N"G=5ORE*V72B80ZP\T\Y<408D7>I\^QB*;)U8
M?Y>=8-8+>I^ZWG8 Z/>_M%ZO;SB?H15Y\$ICX-DWX\I(->9-O\$+2L-
%<(R_XFG\$Q42*HFT(!BSOC;).9HY%#8E)%,M9" MZZMS)R&CH^58 <I;^(&2\5I9VU#IS67
M\$(I3S@FKQ/7H<;'HT8W %\$I\^FYV1CU;R;3ZL"LT M"10&K2\FG@Q<&^+)N2WIE-ROG8G=NB\KR5R7@_0SL
PD5C@N?SY5J1;B>T M778.5B)&S7VL3\I\UO);3X%!\OT.(SQ8S5#)OW5G^(\J\$XT21OHM\5\IYBJ^W@Q
M76\;4J.6DS#R20)\HU_5R2HE4HR;OOD.0S.0D\9.F=1KC;2K&53B-Q7SK M1>
HGG>%&OJX^6)B,2&ZVGS"SI2OHZF""2X\;\$Z#S=S^T2DZZI_*Z6>2\I M\I;8#E74IG7\LK8?
2%K01T3.R\00Q02)=N6JTNF7#" +S+28=\$KDPMK*E;AH5Z44D#D'P6(1B*W'M-Y' MS\AY-O-

CP4<L#47W%&E) 03HET^EL6MFSFGI#LXFGLY#CI\$84R0G/B4+
M.0@'R0D?2>16EJY1X@:=RLFF&1U5(-'8#K!=+*,H6#GUl@FLIT>9.YX05 MI+-6/Y (DH)FKH!Q\5#+4>S@-
8YAGVF76NHL|K&3;@9%F;-Y=(!UMXO MJA>G;-L\$EC017 +9 C6HU+O=H>6C@H+10FF4VC|8GV#A"3;(9%T#'-|@
L M?PW36-WY?C7|&SYPA^YLOQK1\$A?O#|H&J+&A|Y B4L/N-R8APSNM2 N586 M5"FU,HX,T)YQ(9';W!Q-
CZ50W"K&@>_%|>7512^JFVR,*R(M(MGV)MU8N: M@;B (-)J*!XW4&=105W+AM83\$(QF7.\$R-G6+20"
M/3,2(A<9G?<,57,7|89^P4EV8|)FV/9W@-RJO?Z=CZ;7| *N8N!QB3!A2&> M!-J-8QF<-
QXR*IE&A9FSUG,E|Z=H/SS|H%'NAL+HHE _|Y;%X19S<-) _HVUM MN3B?+7 _|,E _@14-G7+|@|A(8IS.PN+
|^-O&|HN*MI%' +8 _P1F6 MZ6J2N'5&9P^E%B0HH0S\$0^8|H03\$:/@K<,>=Y"R'Q) _T'A _"9WX+|^)2?G MTN+
(H6.D8\$|I8%2= ZBR1)*"25A|CPUSW&Y|L|^-B/E|H _N'L|H#;7/>=^R| MN/>2(U|2-V|T2-
<.4AX9|Y&RB)D;)^T/K%MIWT=)5?^>)KDN31C>@8*Y MN81?PG*:ZEBK:|):L(%94#*1EJ3C0.?>LVUM=RWGL&
|DY|Q\$UW;R/@|X#R> MX1VBYL7TY&R%>6(BEV@S7 <*>Y!|AO6M^YT>@@B-KE/@6\$Z\$0 H^@BMB8Y'UK7
M3S^*P\$|ZB QSJ;4330>X^XSM.AW^A|)L4O#S|JO61+PKFQ|O=V>KY2K,R-O| MO%('7DF=K*K^C:6PA2U*3)16
ML= _XX2Q*^)-9((D"3H-VZ@("+++)ALG1 X2!+|NG:?)9)-KQ32>K6HMTJ?YIB/I9>O:J%&4(D!@ (7,G.T;^..U=:VVL,2@9
MM@|=-B*|DOY.;>|U,<39,8I?S1=T?&>;HYM.Q9+(ATO9MHZT|.D&1RXZ&0|/">QZC
M|?4P6';P9>+R|J1.Q2A#FGUFLPR#|Q"#|*,CS81RZ-J|J _I'G(Z::G61K6W M8OL/U=O|:@^HCW|
|H'EW|Z|>?RPI>7 _WUY _|J6VC2|VK*!T2X>FA| M|?N|WS.)@-9A""T*60| \$Z 83|BNM-
:RXUD|G|Q+4"98.D/1=H#F.|IU@Z,8> MMLU>9"J9&<8@%U7#5TC&J>86HI\$^)^FF2:QYTW\$E|Y@Y7M
WX|M<|T#Z%Q| MF7O>U2=\$(C04*,K.@G803UH(%WRJGB|WK>&S2TB1HY"R_8NOL3^|H#F|R MQ^36I6;
(D|PNDP>...X393PX:QWX9+GAVBG%6D>2|R5HY+AQ<B|TXW'4-K1 M6'F|\$2=M*H@ (=##,|CD|Q_HM;0R|
<\$|V|H9R\$S'G|A>U|U;KG< GYNS.2| M\$9J #CU@Q84RP*~FCV|VXW%E+(
MPC;/|H|L586V&*PA=U0%Y80DPI|T=M?W)F|<9Z0|K5!|(-W':\$92.B4J84
M0.D<*)D5!&|E^&BE+@F|JU'8G7>:K*)^WX8@SN _&|7LGX C?_?3V|F|H M,#|Y>35?_!X6>>+1,X6I@."%MH>1P)|+
Z,E*LLU|:UDE4626F\$(I6LZ26D;^-=69.SM'DX&3KPI#|Z|E|;-P M0'AH?M&A4CD885|Q,9UG.DN+5;.+|+
;:"&3"X&|C,3)RZ #RJ V?ZWMPV-P MM"TMV@|:6A8|V 7X5-BZD@)=(.DN^:F|3|B|F=K0TX<\$GDD,Y0)H+6 MJ%|;|<-
Q1HL/!"4N&HCCV|@=9E-L_PTOR/>MMY?)|FZJB0E|(6|
QHWU|&48.|*1V8CVM;X8K0CA'D'6RV=;6:*FN_1S\$;PE:YL;3UJ Z4R7 MC#6@L|)TXS@>FD|B>9BJ<0,H3W|MMY-
00YA;GY _MAC|ZK:6"5%RU;YPA|9& MBIB BQ30-5>Q@Q(U;G|@|X@|4#X= _Z:A;.=39R(943)1 ?&@XH*I S\$J)09
M:6Y%6RDY"44G|X9TN+3LZX2?)LSJ|D\$EO|J?DO.=U(840^+JRSQ/3|/"& MHR/F),M R5KI4Z>HD*W@BN&E)-
|ZRL@^=(W;)7(TP+60TK%|C|J=|^X&|H ME+P)VFC&0/(806GEP|64D&1AV6-1-K4VWNZF9MP&DB-
KMT,DTBG\$MENY/#?/ M3N=GL|4DYQ)"854MJ33X|@\$=8+3\$2JZ(|TMS9HWA|^~KI\$|4(Z&NQ9BZ@>!
MVRU|5ND+|4WO^T,3:0R*F|TP 79IDJZ2&8|H 3V|!5<9;W;C/R.%4C|ZM| MAG8A^#_QMPGX|\$G|L;%CK4|?
H+**M|*B*RSBSD^)?3VC^H-UU*R%^0|M7D|= = " WG=,HN!:L@)%90*X65(09)+L.1B A8A6S^'-#B|Y_B/>1PQG?@
MBQY@*SWA29D@:V:6@79|@.|D^LM DM28BB*MW93CR1YY:.33XG,IQ1N0^VC
M|TVCO|&L9C4|O|O|ZTP%C37RNH:*(&'SO3+3NF|MPP*:B:.*"198B>%15=C%ZT;DUP8X+|^=YY4 MBB31&*
<61"1 _|Z>0NWE\$;#5J5KT:5+A"2|B'_N-1 _O.LAPLD*H>N|&&^_2 M?2S;JS2Q_O|Q^FL|+^X _/"G:7MQQV;.=|MX|9?
7|W,?|H|V>U|H+8!:_2 M-Z|*JL83EX","Y83YUC;WPAWT|/ O:R?^7XQ S8ESOWR 3=RFU _/G|H|TNK MZ:?
L:G|E,9Y/V3%A EBLX9S|3\$+ =R)\$#/#3-OG6X=W'4|E)|O|Q"-KAE XI MK@X|U^MNMMPM<:R7(BA2D|Y4D-CG2R;5W)W-
22R=;5K|LOEUT|OC2V|_H|H#RH:#C&00>\$T*F>3BD*U3F900_FX"?|/ MC|2G%G8'\$-
|K|B|OQBAN50UP(R@K#7C4&H3VRNFD;E1C0'^<,&YR|X|T'5X M&:H&.%U 0MA _B(Y<;=
<,7A+|7LT7+^9G<57.3|ZE5/_N MEA,IG7-99BCK,00I2:CS"<%8S|)_D87<,M?X/GK&K?KI0" |Z9DW(*=#L#60\$
=P.Q|0*\$B M:EZ?32PM+TG6=V561Y6E(B|&|Z|HF2V*X\$1JK=SN)&;<6|T.P-9&3/TDX%TK MVZPUE|T/<%K<:M|A|&&
(M)W0EE|7+^"U@|H<|N+>U18UP#;|3U_ M4+DZ+4J.&H'X K#82;9>PI7.X+N^IRRX4B@=>=>@)|ZY6>2MG@6E=
MM._J|H#AC7^>KG&W?P,#U2E%W'LX:=*ZO^/EU|4X"(%80SC2X?>*TS|H (M:9FO"UT?6,8 Q'NGD8>V>-
SA2|R5QW*8Y/P|HVPFX2 Q>)&SAN:6S+O6| MN,K86&4/H7H).VOK"M|8ZV5,F'L,"DS5Z1L_1U',4C|^Y> |F/R|1|OU
ML,CE,<|%UBP|)M)\$|BH8|5X'3:92|LK)6(BUP|<0=A,W?P##+;3;)URO M|4BNVDU&H\$|-1"OB("6HBLT\$YS8K<#(D
M8NN3|(.1CIAM<2,X)RAB|1P^|HRTWB5N\$7,0:0N.'D|E9W;,"NBTN16XNI MA9+=?3XQ8M,RF/9*QVSU_?
U)F*V>S7)M6O&U_LK\$H S>|0G,Z|ZJ*>X%"|"- M5L%*EVQ|W;E^?^JZK,5KAL;R?
W#"*V+|%ZU;,>_LU+|Z|ZV9?'S&=+39JA7, M;:S7"1WBVN5W,+|^#\$C+
C|+_V%L:"SN|S+6KPG@^1H|H#&@8MYHHT07Q%_ M:TD7G:=?PZINY_N|LG.+C*DL490ZD|KF-
D0|G;(&@)P1@ZU454-3CR:RRQJ MP9_YR@|N+>WYR<9XD?7|LC|YCI400|"?'(*M,2<%>DC|T_4_6\$'=5W6Z0V%
MRH&\$U|H|VHZ"^1+|F1D;,%C5+0E%VR=|YC V^(|ABXCTF&2|NL|_|:D/XW&|HVTVS?*Y|_!?:VM+2")@|35.XIEM6?>
M1X? 60V|H A AUO<"D92J|1N9<%Z6@HD_|Y=_ MD-4R^XP?2 V_V|3XH?_5^_NW<+*Y-
XB/TT1*NO|%LUF^_H,KOSD1)D6O2P#I M4JZS;NE\$;A/(KK""953\$JU=H@&V,2|!_9QA9X|RKXJ|UN|A;=3D9(OV?5
MCKK*U@VK)UY*R3&2C*)5H'Q44*,O\$*VENTO95+KX _T.QRW1FNPD|Q3#JX M.(|3&,HQ#)KT1"Y2DM&6R;FP"
<\$6I7QQF87<^MUK^M@L\$|O/B|^*"\$>_9^! M;+|8=8!;QZ*
@B7(|8U>2,A|LBA*2Q1)4;#TC9'C<#E;UU2EN'R/\$3J;6 M?#S|^O5DSK
M_|15W=S\$|)NE)DWL60J@<B|0E>|/@(4.FK\$U|H|^|VW;='LK88\$M2^P%1-
(T|E|S|82X7|)RNIR7|U<^+LSR;U|S62VK^98-=5KV &2;*BRN M|6>O.7&7|+)|M+CC-M9H9MR|Q>#Z?
+6FM'+8C|Y2|JYL _KAY.)> MO%((DF/(TA:R#;_)1D"(2 _|L:RB9BB|F| _"|"Z:2QO#Q8KL)_EW2V? M2)B _G-1QC7#^UZ|_
J73TF M)G|5XK7&>|8Z^?YZN:0KZE*W?QCE|B'Z*U _|)FKZD:0WTLN7ZSQ?|!7 MM>)|CL9@OGL|DINEZ|VG%A-|)
(EC%Z)K7VI&-43)D+74@\$.R.'U+JZ _#T'9|6 M|N5VW QG|&7;7MB9WFL_H5%M/Z=*9TK0M#R|A0YX|D-
M>;,AEP|="N/(@C0 MA?)"D\$S-&M8Y.MJ|HY;20Z'P=A+!\$XNX7T7Y#6=G6"MTA^FZTR|0S3CK0H M|KO)ZZ1|MLN4Y;
<=C7'N0 <2|%)QB6(DFL'O1(06.W&4+C(1D|ALG6\$9\$ 2 MCM5X#ROS"7DO'7*A,VA62UJ;=>|!K ^C*OL@O66E=0,?
UV/|_HY@-TT^|/;.*>|B"QD8:Z6.G27K^|SEJ?6J|H M+^L|OTF46|W>AW2,Z.H,*(-J
M/E02VE-@,|PH|S&X/<9W+K/6N,J|H|S040ZXCJ6H|^RVPY?8|^MV?#A313,0|0UTC";CH|,17%%*^?
(5L=2"P4%DAF="DB>LV162QU;UWQ;_6 G*|R8*Y" 5X>|?8P@SWE|B3;N1B5R2+&FOK7.5|B5N7|US M|"9NY2<-
(HYN%4K=|>TZSP.4RNX|J-8|B"RD7*YE//Z@?UBL6T1Z|/YKJ MEV>H<.ER8@988+QVU1_0R/L P1-
/R(3PH74M _|SDCZO|HGA"?-Q7C4XJZ5W5Y M)=?P!UY|5|W48QWDM|F=M^ _J7L+Z D=%:6-3->,2GS M+V |R*G6?
KNSHO>B|)RB. \$OEJMYR&6S""@2:D\$;YUIW?_P|GK&=N2:8.+ M-YC)="K|EBW"3|;\$6S_81_-L8N(|L|B|)\$76/
_0|3'04'RN96S"#5\$A"|X M-H|OYUWK@/=U"HY5"6|PN42|WN7|RG7&\$@|8:MDZLX7VQ^M80Q-:UZ*U5PE
MVWIPZ0T4C:L6CI#<34W0D/&|ZH*783&CK=6BU|7)=\$B4^_9'M D2WTM8JPC.
MC44N,^R2ESZ30+61L:S(H7/HB*+24WS#TK<_47;0XE>G7)+T M'3Q=EJ"2;,7#7P1FE+=(|Z-|51PUZ7^ZB7&
M6:X|K17G|V8XG?IS51)|WN3VTBS7%GOV8WU=IBK+CDT10@("R61S6H3N)-C MB\$@>J>7"Q>9STAX%X-%59?
LL=GD^%*,+F04#TB|!K:2?>U5 _"6|MW3FLN"M M^|4^CL)QM=5PV+I59S:06RX*
M\$J'J|T@H2&9LHZ;R|B/4K:NZ=A-R=\$1X&N?>B6;0TI"7R(LLNJR%^F|H> M*9&QY(36M|H^N8.4D2.VO|O_5B2V
A|FR<^|%|NTE|FW"LD?MLPY4#P5<H2)EIEFO\$HEM'6QZBZ?AT MY|V?OPOY(=/FLO?
_VY|DLCL:1M'J\$D;+>U|E _!DC9WTW|_|M|=AQ%2 MK^K|L>6Y3UA _&X=|@|0CZQBEB6Q#
9Y'4P7(T3#'^<0H1/1.>F=:5X9T48|_M3QC56FK?-W|>L2,<1BNE@6SK,XYE|U381"8POWL28N6|^|^NQ/_XSUL_!H^/ M*

(T17I:J*M ,E6:?.LKY8;A'1U4\$G<+D*2NC!>|FSU" LJ R>0=!=<0M.
M9FN4,>9MZW3K@00C:NKOQI/3TI#X JY<#&#>M RMW5!^FV%8S#IOR5C+X)\$ MF"BMMRI\X-OOGJB,V11H2A,/I
MIP/0!>16+;PB ^3BP-W8HC,B2UD<&.45*",%/0)E,1.8@J!&S3CJW7-"X(CHX#=[Z0JT\W8DC(@646
M,0CC96G=RV6(ZN&U89"~8#XIP4U?V1N=AND(U.#VE4JN7IY_G)-(-7:8IS%/_MR8?Z?%)_)+1<_N\$KF#E="I'S=@3=^
ZNC(RJ)DZ2HD3KR;==*PMG1U\$ M23=GD,&IG%T,>0 ?LE3*OBOGAP S_XIX\$12?I@EW3IU=K+^R*V+O8YI_A<1
MM9HL*,T\KR1*Q.3E!S05^>)" *5,00T\$JN/9W\$YEF^@VWFAZX&? RE,Y5) M=P&/#D(OEXS80?--@^ZO1%Z;:H0S_?
R%A/!H6.3M%,2;G%P661C\$F16Z,K# M3!=235G6.9H4N%3I9F2ZX0%IM8MQ(XM=G(Q1 /\$#'(G+04-K7OPVFIZ_?
MS\N5+ /CPS D%"HX"3LW3=?>>B3\$ M;M;G;V\H;P;MYGE2=LR4. %MU@*X", #R#Y3ISF9R-LG6GA;4CSL:=DS\ MCP.
7MW4;2WGH6HM7 >L\YZ0+?S1EVL9\$)CQ**I,13)IU,E510LJ>=HL MSZT35=M415\J>R;
<L139_F5WAZU05+EI.0.%#6V5JU2^A%(<=%%[=!'R4+B M#TC_2!*ZJH]^# YV1H6&%4O"N16=>?182;='S1(\$?6
ZN7.\$EI=4O"2U^19 M(VI)"#X:Sl_10I=170(TW5JA)RJD^,DU/SBKNK^/=HQ,"E82, MEBY,Q13XG
HD5Y1+T3BNAW;,"D5JHV78C\0/2&AP836<?3CR&4"+W 5IB=,M425POM(H10(HME5C8"VRBE)%S^+1)8\$J*.
Y5X\GE93#XA6V#KUU42-P>5S? M+^,Y+*VN3"ULX2T><<8RiC_49(&T(Q16Y:M#1DZI^A"N Q MB+M;R;06@?
QDK_B_ /B?/TR3>2SKQ;3>+;FYQ_3Y20DYA*9S;IR6!//Y%:MVAZ,3-T\DDR4PG*RF(=8J>,K&. M0\$@:4K0L>,-
BQM8% ^/?1,RZB6LE\+R@=(("P83+U33I\BJ<1%Q,A)"GP3;.J MYW6N+YFP(1H&42EOA<02>>N,,000U2.X#D'!OO
Z5"3=PNS5?C3S\MEJQW M+IC)0(@,:G*V0%7W\$57CAPDYYNW"MR#K'\$??)89(<+9\$2,+1>KR=9B>+78
MIFNL=3PF,JTA5\IH6T>1.7+TG;,+2\ZUIXD?" ,GA:X B;Z\A)(=ZT\+FI& ML:2;+D/G-
24\NT.EMO#%:/WF"P#3*0)HP!5\@&C9(V88NT>:JDW?W 1\KHGD3?G5@FIQ:A\FQ:SE?7&EH5<^ M\4\$S00H49"23(O
M!\$H\$W\UTP)>AL1"DB M\1,F\ICZVG"MO-S\$F#JR-?.&U+^%LR7F=;K85I=&;1A9\PFT MCAQ4<1E\)&L?6+B<"
M<(-1)DBHK5M6\(-7+&B060=?0A,YD*;UVJ<0\YXZ:~#7LAM9)"IXIZ>U;/02U, M6*
I"&9VYU7*BC8A6&PT\K1OC>48G+100+JN@N(@NM7YRV\$&N,JGF8AO-K Z MDM\CWT"7Y^N\OY?
S_[-99J^O)RMJHOOFD5N)P4*[C2VH#A5A&32+%ZGS)P M@87+J_%+L<>5M,I:XX916H-D\$ YWI62^SA?K<=D?
1?/Z.7C"Z+X6BFY=8^KP MZ_H"J +M2:<@="N\ZKAU8NC=U(SK1 VOY0 QH0^FI//184RZ=>O+Q\XKITT%.8&E50'
M2*RC"K8E;> #XMUBG>"2UUU"SO\DEIG#AW\$.ARKWTN%7BA'61:C*H>6%; M^_1HD+47W02\AK?
6\N@U#_QVA\ VW85^GA7W#PW;J_ C0@=J#WD_1\$S<*C80S_MCH<=&=K 3;W\$+*X\Q*\$S'/9%H_+P_<*/1*(=B=00
GGHG\$ZR10OK, %9.% MP\$LS-Y;3GGLO4=>1\T9IT,=@Y3&=&1EC9&?2C^\$V=-9%;4IP4G+\$ M6J?
M#5W>W@%&23JFZ%W>\$>_6'#TIA_Y#<_EIDH;2#49A0U9 F=T.WM M\$D2CZ9EL015BM?8#-C\Y>***R;XCZ
5*=_J14_ "O\KH;)&^9H(F'!=, +MW7'B7GAL&G\44'H2H%;9> MT'Z0"(V2E#+*K\$)L/87H(9I&:V3UD0810C0R7I&OHW?
#%=??_KM*R>AT7^ M98'A^ ^\$SWG83_-VR)EQFRYF^H:W6O9&J#,9(8(EYKX5C^F9AZ\YWA<>NVZ6U
M>:;\$YT_\$I&A17(19Z&V%UF^_ /K=!\N;,\$38\N\XTLU5\BRD(4.D).+10K M963 ?7HRW+M(E_KG>-
"T8VP7""D_GY6M_ :Q:KYX/00;:C23H%A(-5M(SB_H M1P? *4,
[BUFI(N?2,EWWEI>R\X_@JLX9\$3FN&-SAQVO_-E/GMR3#3FY-A6H9R M#UEWH&COT2QXXH"PYI\$DR)(Z6OW&)/B1S
_6N"9(I)1_8\$.9H!"(C9S0\$ M_G_&&8@R<;_84I>>G\35>A\ZCQ\0?@Q6'A40?HPT^JB=N5XGHGR6I/^"+@AK
MB'YR>1QJ1=SQ17,4RJHGA>&JK\$;JTS)**D^5%IU&+W
9\$=I24U"0IO1YBBB-X>3JLHK-B73OQXHHW1?/TX46K&BR4^.%4'55H/TJ6E17(@\$Q88\7B46\X/_^1V@Q7XP0!
MKO_=?V&N(KC@P2_A1#9)/I(-7KNU!P\&'&*)PX(N.*5+R8"TP1\$E94%@B7= MKA%E??73+3NG=1#0"_%
[ZS3&DIHLU1:TMWB)+G=,R3\HR%UBWP?OR P&.P MJB P&.DT8>W=IVSD<*K*0%ITVVJD9L18G\$1D(GHG0HOLX9!
'Z4@,"CI\10 M0. Q+X#(CN<(?)_G99&@_ :8JA&@(-7C/H#&@O@K Q,P8..H^(/ HF>X5\$^@, M@_L""10GN?
#60E'UL\$CRDWTP\;PL6J.WP99\^JWT'Q\XE(CN#&@@AE|=>&T/M^QXL1H=,S_4U3^H+<<*L<4R)92L"32VM1WV
P<\$#KE:IA%/%!"ZU_1Y8A_M.&?;ZIKC@B**4J5_4)%#LGD)*+U_~R4ZM@H-W**P2XOF0'0)DAPG*A^Q*R!
MYU\J&NIR.KOI&0\3(WAPN<#_H_!;_!1E/JKH@3N303&F(-Z28+T-A5G#_M)?+6BJ&2(ES&C#CF2W5JR0C-
#&JJDJ1^H;<=>ML_?B3@;5AY5"3@;=+H MPVIX=+4Z7*E=IX(-46Q;_68D0-\$Z)162W\N,^>_*!#Q*J@1&A\XCX@
MLL;+4B7&8C&#KF>"L&((I21*1=5(HENU^%ZCI+), Q,MFK@O_8\G?2>76; M@KQU<_RDIE@('H=R/B3:~/P95"-
B?'G&I.RKVV>NU#QI=^L<*>#H004MA%?DF3JVCV8:@K@NC: #L3/O29=*,FI4BRLY5FK7\$#R.HTU
M\0ZA6\$P0\N+UT)F;*PH^U\Z00ZAZ3!\$%:_1V/SZ\I4Y^J+%;#Z_J;L:T7 M6^(FS!@FG.W#IB9<#:_\#IX0_ZAB-
SL55\$QQNW>O_?E#XC30^1XY.W^JUZ%::+=4?&7S'4;O\K%K2'OUF=^W%_7J?Y)
[C1Z1/%@IHX>AG+^V;^@>3)&*Y3<&I+26B0\6^EA M^86T>/U/4A+9RLIU#7+_J0S!E#=WVV->PI8P1?
2H#8\$IV/Z5W)S?OSWDE_ MOY\DOF;%UT;_70_J#JX83%_*RIH3HIM(N_ZJ*(1_-H"BO@&3L=?Q@>
MG_4D96LGXAAZQP5E*(S,1Q)@!V"MSFB?U9H\$4G\BZ+5DRL2P:O\$00LE\23Y.OP!"5%\$RUW\I?6(-I-
R;CO;_JH8;@#7+VYVCT_34WR\7^?+RU%L MAI6036=DOTL?MR>L9)?
&L^NOKDR\$;_9+A9#*8+&NSW0A!L/7X0!UETMOAZYI!.T@95W<;_NIW M\$\$ '_/IT"+,EK7R9?4/<>5=V\&YB3YRN?
NOMODZVD;_&6.00="T=UX;_BI? MG72.UG\$70FO5UI+^D9W3%H"=R+=#I#IV=/_BW5_ M'3&>+Z6J*%IH^."><
MS&_4:4=97J5;H\9'H;GH78VC^JFYI043<>0N;#B*L#X#V?+H.ZP#%#QA7 MMS8CN<14K5:&7-
;5YDVPSB(Y)56.ABN6@I3OY>@<;_L;N#73FACCRZ=K_#R M;6I+?ITD2A_)C*FUD371+"2G(J7=0JL"+9)?
&NSQ\7BQ@=/TU8WH'2NF(O M7WSYMRDNB*@OW\ @_SS91"2C%\HS =*Q>A!"I?HZC\Q:T)PG*?<^K%IAK&
MA>'PWD9A\?0\$N\JOS\?WMSV>KL80,UW^J_29_07"?XED'8F)I7@10Z&O7T(M\9MJQE"[@A)7\$HO_!
MQ=;M^N9A\O\AJDK),+^4FPLE "TQ&"ZR+Q\&XDC_-M?PVK&@:Z\$I"<,(Y.1A@D%!\TM8%&8;/+"-
Z^Y08N63FJ\,5#71#R_ MJHWY*IP<7QNVS\FA7I@>C\I^V>G\HJEG8\GR17\$T\=L4D\+/8\!S0GQ)33SA\$ =7!
CHONA4_HLL\3LQ-B>/YMMK@H3_K; M_"036_Y;+7ON+9(KL\$(7C-1?"0+7\O@+JDL9^V^0/=X=3V8HMMVI(@;B\@#
M" _6PG;Z9+Y>3Z\U*43A@,HK<268@BA\VO04>9_!J3<::G P5VKW K/_%1 MN(@\I,O%^R=,9:9U"*_!E
V)O\>&\$B>=BB\$"\+P)\+L15%I0=AMX+F80(; MU<5J9H=;MV85\$>F6F\1TX\A\$495\$)6\872CDOV4)%E%\$AG9-8H(T!
(2S8\UDD_OB20,17A4C9&M^XJ^@I)>Z'4_5.A=AA=1VR M>CN2I?_*ZCY.C\B\B\^%40^ (I9_!IT_%-?
C)#1)*J03#H_UMAI\$ "I=KN MNIX\$=03V-URNU@JZE\VO_-W5X7T2#EFE2?N\$H\?7J*O"M67BBF\9S?)7)GS
MZGEFB^&C\$THRE6YE=K"R_*00WCDG5.KRR-VW7*!L+Y_Z*JR_S?&7528FA MMA\!M&2K=EJBBQD7B-&YU-
#G5N\+=<02FK+JBX MN@.1@O1\N"N\RU'0_5JM.J @Z\I&89JA";_RDFS2_>;_S1 @ZBO\$C9V?TOP3
MAQ*+SH\$LR#HC)=GAG\$4KD2\$#%ZL<_KS*T/O=U96 H;_*9N\@0QM%1E% MID_1=L2@DX<;_?93^_1?;8 M%-
V\N@80TLAC*QI:T>V?(KX-IYM1#DE*IV(DFR_6WNNH@XDC0W&65-LD2SM
MUT_C@#1DLIS5NP;&19_ ^W\URIX^X3IRVO^,OL9L'K6?KS=A_> MZ4*;_L2-FF3(C"\$M+#+/(8J-D)5E_3M'?M8X_OV
2&C&T+&K\H6_-6 M9\96^&:(OK(BU>9\YDI_C4XH\H"XL<,+C\Q'\$1^0*\$?R*RQ\^2)WEP0*\$?R\X_?O?
MM,8OG_+EX\$YH&AKD.O%:FN5+N1!84V;-HV;_VDNC\UXT;)!_!H!A94'Q" MW;.
fWV>8+UZGB?T%YVTM<0C:6LYC3<,(K.(MO8AL3(J*5O'=NZC\W/7^4_ MS<22 ?
@VLVHN#_@LOTZWM,J+K%X+M\MOY\UK@:/J\B\G#Q=(NX\2\SIR^1?_3V@!L?WUZ=\$I%
M0I&UA#ME\3XD\!8BV<="692%+ +R/RQ\+C;5;ZV\$URT EQ,47F_4%KS(=,J(C MA1 Q>!!1*^0A>8.MFS,(450;
M00I(CDJPW_C\I6,IM.X\N9.0<2MYQO\$8#A#IR(C&P^UR>UI_4N\7B"IS=X+2
M2ZTD@G';@!H(3A=P"K%:9D"BML;C1%V1L>>L^X_38#HVA0_?0%K.=S^GZQ
MPKSUIKD/F7L6(I\LR*55D"9R2M9XM95&,<\$GN\YR_RKCEKX\7B.87('HD' M#"">UZ/9R5I6(?
%F+VDS\I\Q/7EE(5UI0(K@6'0@?&"Y>R*;9V1>R\X\T M;-
'JUDXD'>#Q9A;8JVI0I^<;7+=2YT\$<+2R=ATB%:AK&J%G+;_*@D3_M4FR>K+F#C\WPI*;\H_E?Z15=NMI_4I-

&K76=;!B4!W%3'Q.4Y1!3!-G1D=-!F!/?2!N>N_X!6R1OI!S^XQ_[P(!^O\$3H!]*1.4BA%*WDC,G+6@#F*P5^F*+S709
MS@_E9M)PA!7!7:FYH9.P.!UE\$\$(1"DBV!J*55G>_H!M3IF<7-)2Y;VR)A!'"!+-^6"L!<1NFB!JL:FLG!|/O!YG>#
!Z&J.6UCD!_M#NM&F&TK!D%R9&O9X!_!DVM\$^ON(VC<_!_VMU1!|70 IQM!V!ZWY2,H!_M1N-
&>=I.X7V%)&,67&#F>AAK_P8A(^?M1!TSNC,,5SO_#I\$NE!MCY4YZH4 M?2@K%*8X%4N!HKJ1U\$!I
/!%+!\$O68_2.M1ZZ2"?Q=8KM:DK&S6ML#YP&_M_X-5N^!+!+L/A.18T@26@=.*6-&@32)6B2S)(K+2%\$?
VRY_Y!GI_&RVXA_=&J_"C!|088C_M_:11!P61CECF,D7+6JNNPZGMP!Q!|YQ;KMR32"D^-+NR,K;LZK8WY5G.4^K
M!/_!)L?E:R2%WO"TW4/_&-ZD06S/B+2%V%I!GYBH6>@Q0>A0LS9T!"%1F?O6-^X^M=(U;@O*D&&LAF=|OME7(B?
A8#XX)WF@>D.QBZ6KWLP\$..0G!(\$=K;B;J=Q#_MJ*!S!JON^<%M!N,,MV\$2C9+D7TV4ZF=?
1V^-*U<4_X^K^547+MWD^H;M&V_PV!KIZ\$9!>_&5IX0LW3_P!T64!_!62_5S!|/H_9.PW!0&=-M%/(@VQM89,=<(
MZ*4YV!B6P0\$2Z0!_AS/NQ!QV_9-<|S:C-1>H28W1WU(0WNE+8YD8@!F?Q(2H#;29NZ%4=|!2V!9D9VNT3\$R?QJ!
M=;!S/^!|RM9BFVB2D;NZWV72U_/#QM^UFBD4)YL3!1K=-MZSA8?K#Q:131!/0_M|S4!XU&)BO<0_/(5WPLNVPNO
P2^QT69+TXOVQUMMV!X^ED5#P(9V<11(41D_MEX!@4ZCHJ!N!B2!@Y21NX#VAKX6_NL=_!|AZBFRZW+8E3A7J!"
Y%(!Q4AO_M1^/60!"82UFR8%L/R;VR?"!|=9L=T8_Z51C!V!XL_!QA5ED@7C@Z6;Z^Z8<(
M6O*8IL!97YS4"QC7A#A;C;C@S<|C1T9(G1UJ_M2*\$F?I28(!B03NIG5-.DT9!&C=U%WE=@.D0\$.SG?
1XMD1!|_)!^OYC,0UM0_MPGM(/M?V69).9%\$>K_M56RM>6.O^PH!@;UPC_RG!=IA\$?@RP\$6XN8N.I:G
MWZ;Y+)Q!|K(\$5LEP1K%:_^+!#J=^YU9!X4.M2U@!>FG8OWTH!_K*R\$XR72
M&Z3^/EU!66K!FUJ5VOTNYO!G(C(\$OEA!I=TH\$8**="ZBS))Y\$&@!L&/_4_M^O4.ZZ_!@!L9M!+Q?J!.D+IU^;U!_
K/O;LK6UY&5?|OK5Z<_Z8M!QZ-2U2!#H.W?ET=AAF/OH_M0%6@C3_?FXG5LV!7"%"!2&Z;0_)!W0A&N@_M-
/0T\$!_O_EKTC3<R^!5_MXR9W67ZW%9;U!@NR!(!_5M\$2YL!1^JG/T.KW_#GIN"2"/&|_#M^V^9ZDMK"
M+2!M%L1_H^/YLLGWU;MEK""EB""01_LY;J\$!P7!6^!HX8R8YU!%_SF8E=2_MU@MR!HUL\$A2!X//ZY?
S;)@K_SP!|EFX_AYYF%I/FOV@6?_FOF7Z:1*O6_MQW_O9U>,>JUT!(3&T^P5^DJI?!<_!^M-
CP%M%K<_65<4EFOLP!GEX3T9-W-
M5"^^UO+!W!|&|PYXMI#W7<1S+=ENMPYM4T'#AC0;IKI.2"@PWBX;CDD4&\$2<MO'5RVASI95)%0XP;0+1)-2!B7>|C
)BWU@LOI+1OG9R&T-E=>_X3DY=X*!ME7Q2SLTDPXQ;#2!ED83"H'CDP/@CYI8B3BG2N0.WW?LVG\$""ITY;L+
00Q=\$_M*F"G02H3%NE!&S!JOU3^Z-G3!_M^_3Z-AA)2!J3!-!(7\$_%#D_B!2+!A99>*2&D_&@Q?5MZ,0C!_1MZ+8*>C<
M_0%62A"U06D@/>@&1LCRZNX)\$\$(^_&03Y(!&3XU-3!)TB+!P9.Q/F=L_M_Y.E#EAVV_XTB6!#
!0>|!OY;XC;C2Y_M_*QQ>?K!E7220%U!\$((0*TR_M0!_E@58(;):5OD=N6-MK0+3(3/7YA*.05GHQ6I9I
_G.APC^V=J\$0-RD)%;PQ>-5;YKX00E!YWHZKU7R_A7_M!R!^Y&\$%EHYX%1ZW5G8)1G#&7N!&L;XN/U\$XBPVY-
_!U*6L#R^!S!/L_MPT!_M;X!N#;4ZAF%O=4.@D4.P\$8;8GG+\$#03L!O_-/B2;\$GHD!>_G_MRG+L!Y(D(A7!Z;L;N
!OX^FRYK@*TZ008^XJ&I\$;OIU/_!5*J_A7"+/M88K^U"JR6_=WHGGZIRZ">?CM18OD_\$NR!TJF>F5(7'->!
M!Q.0Q7Y>W'#EYJ!5!_CKP.IN!3=WA;_#;#+(%T1KVA"Q7.&0!XRXK%)2!0_M2D5;06&O,<="N%8-
P(^PUA/UTPZ!7ZR2\$4H'2_/3(Q53>|<|JGWJ>_W9I%^M_M;_T@3CU.L:D-
0U#48+FD\$@_#18>:@#V6\$9>Z3!3!JE)@|C!(*=|AK+>MCX!6_8IUATH!-
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\$Y&\$5NU+!Q0W6.L!K'O;Q#HX6!6C%F9&4_JT_M1_C0Z!_"3W2!/H&R!L!)<|#:DW3Y.U/%!\$9(Y_!|_!<&B5!13M!E9;"
M*Q"0CTZWBWZ*TE&Q&48X)QXAO!Z#|UC">M"^3M2)?!"">SR&?G"W-I3@#K
MP"FOE+.42Q<)1"A+3=R985PRCEJ5KM3MCM87SWL1_CH\$D!WX4!_2E%+/\$_B_M_*M%=!X;D#(G_6\$&
<!)T3K0LB;0OAV48@FE>WDFW)1!TQ!#^OD)B_M_3=.4JB%RY5*3!&*BC!/@J2%3)6>^RFE0+CQS+E1^D:/HY
M!+3HD)Y#1%EZS2RYT\$XYH_+1P%#I!"=*(%A_UEB#;:42+O""A*L^5CEEN7EN_M-L^>GE-SW9ZP1!;DL/O!^73-
9\$.U6CR!_=\$PFR&*O_4Z/B%Q^>TEP\$@_M+1!A03@OJFFQ&X(!QV%\$S"@8N42V.)>^!MTN_V^C6)7UG(4%:5
01P!9:SC_M=ZE!H'*8*D*@1J!K6Y!MVA!Q!1R3SBV@UP!3BLIH2K9!B@/@)\$6.\$>^C!AS\$0"ZQV5:B
M*ZL3W8Q;_O4L!A!E!9"<69M!)(#(AD\$%I;K!)!\$*!1#L\$Y2JPG)W<^_Y^XK_M<\$_K%XG2@MR7/XMG5%9!>D-
C5Z#H!Q2#B">"O""3!1!4@YDJH=_:5;*M!6;2)HH_G5Q20=;Z)72D0WDQ@*I>HP606@4Z&
#LACZ*FK_V#PD467X#_M>C(2>1H<|FKNFK81"PI(C!(I((=3)@?&0&H(LC;_!^0"CENNZF!H\$<-FOV
MM8OF@)QWJD!116(MJ);L\$9!H_OR!<_9!|3M9WY*;4!2)#'8!66>DB5T;W
MC#D;XF&27FHF%@\$;\$!E#_*Z?"F!%@6\$""2_BH(%&OB\$%_Y!|Q79X1XMZ@)_!7>53!RH9S2N%H'@J4N!;Q+8%1*
(_#_2^AI_M!5R)Y6!R\$>+C!SD>+NB!2_3OU!R.QTJ8(H8KG9P;""#_#_PN4.P!H;ZB3_M!A!B66Z_-L^G!F!H-
!>1HBX85!#G7Z)=_QW9_I0NS!EHGDR!U;LW\$!L(@_M\$!(D11EB_8^4#^D+U0HK2EF-G?7GYT+JB!(4!1?FJ!_JX
3,P2F!J3946*8_MYP!JKT!6B_K%<!(FY0T=_%!5!%ETB*EP9.Q/F=OWWCA%9_W'PEE_W_N5_M\$!E;_P!6@D29(4\$
AS@J&J!T!106R>BUP!WALS>|04H;9Z76(VET;M28R0!\$&3)_%U\$H"!"Q0!>6>HT4\$?_!I>RDWS(Z
H4H81R@CD&A!GT!C15P\$#\$*_4TBH!R^:K*>_MN+<*TDE>NQ@>MP&POX'&60>19!<-Z3"\$HL!\$!%;+1!(F@8-
AI@&CR_#VV0'_&0!&*@X9E*R:A!8!1KK:~!TD@3R_M\$'8!Y2SGEK;#UB=!E&\$11PLLM@A0206(U(E*C^CO*4R/P
V:6^G8!D_40SSL_M.O14V.5UW(FNU2JO4!2O%OD>\$!IT(ET(F+7UU;93_Y_!_!\$D!(A(E7S!2,C_HH/A!1;4
M87XZ\$=_FS!1F_M5:8(A^?E%&P)!+!KW\$XY)8Y_U^E"F_*8&""=8H_9+X-\$
M7A%T.I=-:3=_HJ!JU(\$0+SBUS\$CYY8V4^U(#C23\$@\$1!2GED%I(42<(R#_M(Y1HC0!X5-
!YR!<\$/4"5!_!G/RBY;_#>+Q4\$*TCQ2"!H4OVC9L_XBH!#T!+_MXL!J>P%I?M^!3&O&R#!W'Q:XR7!<@=(K1**G
+1(I&2M!1P\$)O"\$Z_MNE*#O!TRV;Y!D_O_P2A;7B8!78DT6L\$S!1&3ZO_U)+CXB=2=HOXA_2GH2_MIXY^)=
Y(G/Q)0!U(3P!%H+Z5?B2&8TA=E!1_HU8P0FGNZ!C(7V;_!D\$O!J!%22!9\$*V!D_X7;V)H#64N@_P2124^%H
M4PD3;40M.&7_N!4L1WX\$^!7THFMCM.OI#W&%?#Y8^N;76V;G9!)_6*4@^<MT>D!('E9!)F?
FW!>2+LST.D3MKO"1KLS)2!)@TAZ7Y!_M%90#3\$!&\$!1;#V=W+S7W)VD\$X>7JS/KP&ZO+I/VBFL2%('2"&{3!|=
<13H!M"H)!7B+JC\$>Q:A%7Q9A@98#"4J8K6_4G3!9.5D3J>\$_WP_MR8CCZ^Y.4J=\$!9RKT\$HU!UXIGPF!\$!L
_2IP7K\$2L\$M!#00"FDL\$>3POV;_MNY/4^9"~L_MKS+9G!_G!DYQ>M"#KU=%_0_M"8A2+KY(87&M&%!8\$F"T%I@!\$%
XG;_C;H!7!8*&(R37!3)=_"E"#4_VD_ M5B!J3\$-2?AJ-7\$!3=R>&I^Y*T9JV/>+CWF!_D?B(M?8!Q!P6AQ81RLTB;
MHRGBJ!C(B(O*!JA0AB;U+>W*L(Y3V4D_Y\$XRRY66R6KN3)?K\$;_VE_NEG_N+M!;!@D2W>0?80+U-WC?J!E@GW;1
\$X8X);X""J4HR8_14C#S+H0LL-4@_!>4_M<=R#K71/H3@4H!4\$?_E!C!JYK)?#2Y^4VNS^4AL;I=A60<4YC"H(6R?ND
M"F@>\$>7H&QP45.5R"W"E!5=7_@2BU_6:8^!T*E5!SNHJ?>?=3M?2OK_Z_MV3)0%A749!&9U!_RJGM;E9"3;0#AK;
(L1_ANG_1F!04>5U;K.7VY5YNH)#_MES^ST!BN%U6!D:C%C(78_M;=<=RRJ!3_W!UR"Y2%P.F\$VG5!H23;=LK-&_@!+
#QU\$5URM-Z;0!0"6&9_MY<*\$5N!QU\$?4C!Z8\$_GDQ8FA,RP=<<2LL:&6T(R:"V!#GA,=)0'9>_R
M17K!0S0&)2+2B%PL4!+9QP%@K"O;|1C^YTZL5-_M'0EQ"Q("4!U93P@W6N>0!2>3ELFAR_9!_I5\$#+8?_
X!W!4Y+86V_#I3\$%_M&65!RB_5AY!RGGX3A6XN!U=-D;1!_@4_U;+7REB?7BWU=^NE_ZH_Y61K9
ME@;A@H;1JL8\$4!L!66B_TRBN(2@!_2^E;+IS%FI5E6C=F3"38R6#9\$O)8_MNHK>M)OE7?)EIV%Q%W#FW"CJK?<
+9<_9%32<4BT4B%HX;D!F%F?Z!P_RQ;)/
M1BB_E!P.2#18^H;5=9A7!4;#158U_!Q/^CQTEVKH277DN"4ML!#BC7"A@1
MO!@_@6#!847A\$738HR65S4!(M@+KBT7=H!\$O=>_WGL/_EZ\$UO3XG9Y!^SAN_M_EDUCYXWRP!>F2;|*!J
H!_W;8NU_GHB5GH_02N2O&T;J&\$. \$E\$FW0;UY);5.K_M_IKKBBB#H;MH#00E!=O/PY!S?Q8U!?
S<1%F;I&S9#S_MM^0G?VRF3_?Z^TB;_MT7@T_W5ED!(!@!4;F!/*AT!4&!_H""QA+O=I>_!R2!MCV5CO6)!5P9!/_M-
+!YKL>39_H_!L_9E=-:4J!P!_B!7+FI@SBB(U@T;H!+HHB^2E!WOD-ST;63UQIT?CVVB#W'WP^!J#_0VO
M@Z?2;8G!EW7@F(VQ!42<|;"\$31#_!/_Q%#7QR^*""U2\$3L!_!>9B!@!6VM1RJ_MQS!|^3*!9""#1B)!3!1;4'T)>_A)WC

&+N730:D&X76^NPL2<+*&N&9<%I M76?U)W %5PYK.8 +1B.K\NVS\JOY;IXE.Y)LC(17'F&+M I V?0*I!<\$*!>I
MDEQ4QI@J('NW+ A. "ROK:0W"7<.,15(65%25G>N>\$-SS0%L@K8\$ 4Z%DP1BVRIC1%O"YH&K+FNO M#
<*I1X:R7N6Y;F2>B>B5(3P0GMQSG,X&F0H\H\$W;LYT*97 PN:N7=%QBV6*# M8RK0+ "UYI\$F2DD6'ERGV?(<\$-!)'"4)
<(D"H)KJ7I!H B S",? F("Y.V(W M+J1LF=H@_0XP:LX>=>WL9*!^..CF.J\$!4Q'SJ/>#IX;<=WT;#5%_LV_TV-I.UY.W=SY
17 M7X>X!>BIB(O' (09^@:\$1(T'R)J. F-CFP/72HN I>8@IX;80)7!V6^\$5D4 M%7H.QW-1 Z>UAIGK5.IX>T2U2P:
J.YG8R?W\;K= ='K^"I.R;+;(9E=28 M.IFEUI/4\$%XP! Q1% @0EJ?7Q0%*>[N':@996Z6U+%UYZ4A%:&+PJ#NZSR7SD
MDBX8_?"I"7*EC>*:1@ @2T"FGD-+ \$IUYIA)W+? V99>*4W/TXNAR@ M1?GXOK3IR1;7+O_O-GK4_I0-C94:
(5CHZMY(#ZG5T7JCH00W&&-ED.AIKH\I@=G8#:SV<.,4 MO\ZLG=JH=GI6G9Y.?152+MM
_10L=H:H7@JU=+H6I;O3=LO;".4'I'IRAT%: M+;RLN3<<)SW+SWD7F<.:KO(C%H6\RAEG/+1
M^ET2E5V"%0KN4395P!06Q_9B MXPXL3-V54MFP=@9&_U519K3W..1."Z^BL+)M7G@;+2NCIN>=_;F959BRA>
M*?_IGK+Z4K2/\$+,"D\$ JDH"2G:T'5'043R8M\@1Y77NA*H:ZK/ J.? MV MZ@U#X?
KM_WQ10Q063JYITS/ FYH>Z59@V6&R1=)DC2=*SFLK\$5BKI"! M".WN6&Z17=XR2?U,T1^_)BIO:U4S#TUK\$34JF-
3+D:0\#"*IM-"")U.39%D M#)CZA.;4B&J_ YVH'5#X%*V6G5JN>W9CIM_DG6G?X>_S+_=5M2+W^!;Q
M<1%"#.G%QI_1#I_ H3PA\AB6T+;U5:BX^K%%"X;+@E\$%_>NS1Y:7J>DQ-G7 MN!;MSB=_Z>DH"6OJ+8NNC)"
(44W!PEF)(HJ!E-\$F,(%+R#R/ONX0EZEMUE: ? M59Z\IP;H@>VT2QARC01^I_O-0F"*_I%:3,6(X#P\$1&^D&MHZ/L-
&14Z93V MIF# +28/087GU": #.;P<"16VYR17>01^F=')>%T11)#CL+=+ #1FF7I34T3 M15#"I794\$"%5:F*Q^Y:\$E\$2M;
(0+ "Z!< ?0N>A 3: ^N>:P'&I=@ W' MX\$2.Z/0"i8<"5"L.%0TK=-'VL@#V\8O6\PP#"=DH65E1I&59\$H&R3@0./&R
MQ*HZ'X"B+@G!D.CX9#F==G"A>,<)IUH7&MVQ:K=TX6>1G=VJB8>10_0YP)0XU(C6A& APPA1Z7A\1KY=HH0
MH5I3P>_K4HTSLVF7H\>0BOBL1@CTT\$5N@26I_8J_i26'T9;GUB/KF;39 M7Z?NL'I'R3GY6?GKVI-O@P!7NH?
YVP>5;5W_X^Y;2&25H_Y<.,^>_J?ZSOEDV ME@&8\$8REC?40M303Y;0I@69AG
MM^UC%8U@V\$B"@>@6\FA/T"CJ6MCXHU;*(RX:O>6IQZNW+V*E@#=>18^%>:
MMD!12ZR#U'+2ZB\@;.#E6",G2DT. MDA7&^B\O;E>K9CI*_!0D1'AH8H C(H#QA.#>@DXMCI%D_C%CN:8B!4.Y)
MK H\^BUGIT+A<4HE7"12E#RJ"4J/UT* @G'"&@I%IMSJG0NJTF7K#GLI=NI!0>#& MZ>)V:E-.S"S562I;BX_1W?
F:E*OPA #B43Q?A73 (P!B38:1@%Z@E6+DVK' M%4R1Q\0F_P4K5?3/-S."HR@=I@#23&+QI_Q0#N?
RM4"8YA)E/^!FGUK*AL5 MK>9@ZX=1!3RWV94\ V<29_@V^OXH\HNBTQA\$M")2(18"V.BY>18X-(8J*V&
M1.=VNJN"H56T^>6.1^0A %7#>-EMAT:MB=AX>_>Z*!0^YE0'P2.IT9R& M-"F2I
RBQ%0H%8>YTI@I+^VO<#>H0X%4MRW&OFF?^!G\I+V=\$VOX/NF0TZOIX;..8^01= _8* @O3G6UG.5F,<6#&="7 M'-
M1'E@>_XQ^3!^UZ&:216 SCOLL\ FH14Z?O5C3 ME9OF@VEMR")CIVUWW^5+4257_/POKP;<.G21Z.5>P.VF36\$
I_4T8UW M'YMI:L7WEQX?+&Z\QBV2/M@)NA94J4'P9N^BF>POF_OE+MX@R"=I>19O@Z.H M+X+MJ%0MG@/IV
HJ62EZE8#V;>)/&T8N169+8=)#@%H;JJO3MIOFS3X"E!E M\2AA7;-5!_@@(=HT8#&\$MM"!4>
"NY_E_?2IQ: 'KU8'XR=EEGN944I21* M!6 IO&>4,"_F.WH\ "HT6^_GKIYE#;SL*)NOCKR;LQ+R8#
I+ \$HC&9S:9U_/OGP=A"WVSUZ(I-&I!6PR.;W);MX0=ACFVS ME\$TG.2)+["%S;T88YXG-
S^;3D4V/WR7_7.RFL^>?/US\$18/5?1ROI(D.K MDI?ABL4K\$0'VVR-
CN/^FRCMMC\WD;\$8M6UA^#&PX@7FA<.,OWM;H4OJ2)RWQSF;CGI=/SPJ='8S/QRWC.V<@9@>=1V MD:0&R#IIG-
J!>#1DD^*H5J14T\$;RI/UX#(O^@Q_>^OY_ZC'DV7SZP<#&V; M.5MA5\$FRG9R%:KJ63_ ^N?P4KO?
LVN;ZPAZF\4.W@JYL.DLIXM2:N/EA MNH@P#Y2T^7ST+ F;Q>=(5GSB\>I9=.O\ _ILKF?T(OO6TUP@,BN1KV;YO!P
MHL8!BT6BNN#S6%AWD:6PDDV;-3IR0%*9\#18=U_XQ7#;R?>FU9\$>-4!IT&L
MDI:@O(7:WT+MG;#YW\$P^>R8'*\$J*!>_LHO6S9Z-5W2N^#CDS6BRH%G2KID. MF&<#%U_J?2V#-F0JK?
*NK^>K31UUV_1TJ&(E WW1VDR*POC<+6BBQHFFHUF> M;_BM@O8K'SC0IMY*GL+H?
9W_>V)JSZ>7L^F'V7QTHY?)"GJHEI-4*RVH" ^J M78L'N3 BW(6%L AU;L8+I^' VIN +O4!6+ZZW?ISQ#8 M\YRL7.
1P>TH6>#%;!W_)1;1Z%D5VM_E+_ _U/2'C-#TZ6Z#5AN5!13G9H M2J>Z6"*JL;&>K\;Z>9I;I-V"6SQUFL=WZS5@N-R
34W2C;#T>6\$X3;>P MY1(G;CAA=IZ&Q:8V8J>185B?>=VG4451@<_/HE_XQ?_G=C2JURMIE* M:5J!7-
Z55W<:UIH%=%/CJ R@IR-GR?I9L=@.F3\7'M=2LT=%)KD32H;?X!< M1^(\$?GH.Q_H_>BFKANI\3AW9/&(YF-I
MW;3ABE9\$?)?EHW M.S9>/LDG+NES%CC6QRK7/;.C%N()>K>_R3YBT_12T_L1LV\OI=-@M_%#Q
M>#I2L32J7=*Q<_E_1B/IY>51S36ARMWK&1D=I_FIZ5!N;Z>+ZJ6)K\7SH* MH?;FYOE0=5L/KDTXX_1.SIV(S_GN; K/-
L)2VU;8@U&QIS7&+LZ\ MI+O9/I.Z&PN)W\KM;#>#1+6_1 YTF6>?IBX&CZG= M17J?2.6)?TTG:>^O?
DS=W\42W>3ZL_)^W/R8S9W&1B@IZ1UB'XW?)MQ"L M*FI^C19K7H\>OI(B<.&WLM0&KVYY6!R%V:70^(&K\I-)
IW\$2I M1SW;9V"3IK.5.PKSL\$=OIM:C1A&I M=IKSW<*7ZYVXY^?F40%I+O%WMXU\$S=I/XW?Y.*<3\$1H5EB:AX_R
E&8JH_ M<W&V/CV?YM^B^N<7;CSR>JH7L_3I_>9?0ECFI9U.IG J6GH*Q5(IYBQ6W MYN&GC!
4J98_Q\$YY<0>_Y^A^4^S0V17(W+1TA>1JH7ER95^EJY;(O#TBJK M*SMYUWSU8YIZA*IXZ."SDTCEHO_H-K)UU*Y?
%L_C\7*SS\$8VCOMODD?6 MHH>3@7VP\UO4KK3_C_G_YHVM\ S6:W&I'-6XQVI>O'MU/HI\15MJX_N
M%YH+Q5WC%K.X^VK7_30J+HO-93/7XQSE>^MC%>N2TEOF-M*B(\$)G=GZKQ^? M%WKD,@&U:2OE:F'O)4A-
YB98!T1\$X0_XU=KKU(1BOW\$*L&57J_U.P* M=>O(YI#*)7IQ&j>)H/I6C^*SUMLB1E=&JN%HIVO1^%N!@?
=YL+W8Y3E>L3 MTA/N?JOL3:NJ9F_9HM#9\$ "W+=F*G\99\+D^PV5;D6(IWOIOJOLCKI/_OY
MIXEM;C+=H;>:H%RGD6Q8:R;=0@_NV0>"ND=\$I5"O*HHOYD+(S!O63=KZZ
M_H#>MLY6N%>T^U31^5)^3G\I^_K\IYZC%=0U75QU)YHJ=F=JRG0XJF
MXRA\NVCMH%SINNLO00J#>1SS7+H3*W8!6!%5TP74+K*4E";##JTHTR_1JO%5XU71CM(\$H-M5_Q97C5I/%
K@&JZY=E\$AN)&2_PJN3=&*WPI.D.9FWS=;1Y'PQ'UWQ57_.U
M285JLWD7I%P62WLO9_9Z6@1ALF4H\ ^%8@UGO!TIYDQ<I E-TKKTF,*18^' MW>4*/^_O16R-=V%M"98Z6-M_IOI-
@GS5\$*4+?IXRYBM:@)JNA790YSB&00/ MU5_Y4@4VCID*NJN0?80H;7!SY-9J-(S.NI7KPL9VFO.GTJL+.#<"!3Q'L
MF";+NP1MMYAD8)G4SUGBYI?K<.>|@-I/UPOZ67;_Y_GF#C@_4IX>I#XLF=
MPYBE(X4W" MX%K2M.&*8;.3VAMIJ:BZJ&PWI\+K3+W3YP!5CMZ)RIER!O MG==+R=I%;W+NS=;K3FT_&EGJ
L.SL/EU\$7^RF/_OBVF_OULQ'V\$Z:XI9!6 ME>/EQJ_>QK*!/@F?;F.6*W+OAM(?5A8^&+%;+WE\5/B=(79HP\$V#;1RU6
MOGZ0'JP.MCN'87HS6CX*GTD3KHJ8K6*JCS;<0HJL/KP\ MHEA.JM0+U:7W M06HS:_H_ZOWM1JPUBE0!2Q?
Q;V=CN8C/SNIOCHH4?C@L; M=HQ:KDJ^Y I;7;X>+1+9CRR<0.7T18.&Y<_LT X>#MYI@>#GXIU3;>R1_7
MWCS^04&3Q?#N!=?Y2_ JHU<2.MZ)V\-(2TMZ?0^<.&5KGVV;6FJ>^ _IVLU1R M_7I@SCOHIQ&7-TA?
3%ZY0_W_C_4\$L#!!0 (\$&975E@8!R*@<_E M-6_8VUG+3(P.C0P.3.P>&5X.S\$Q+FAI>U;5.C-Q+^?KJ"!W4;J+*_ M;4P
FZ5JLTNN^'#99+5^7BEF>FQ56A&\$TECX_OUHO?T?@&K;E>@D.=51AF MU&IUJQ\IW9)_?&%OKZ:D,RN_W;UIW9;?
#H75#H16D>L1\$150Y%KIDY.Y\$ MNIU(O3?25W*KQQ(M^MS\00QA\HZ8RMGOE-5TO!%R=Q.>KDS#(56^R^?55IJ9"
M96V/5'9QWNWVNJ=GE)_SCI/D?F?MZ56XW(8K\$5\$K;N!;TYP;.>SPL!M^
M1MS2SF6A\X\$S6=5D\ T\$Q\H4LOVDY6;JV(ZOR*.C4?P@C80#P.(O6P)F1
M5B4MK(LFW=Q/5**..UU>EJE'6A/O:F&O=...3 Z: MR2D'3O%";Y I^GSI?>WHH0OWXPTX.#C^/IS:P59K;UOBY\1X+
IXSTLI" MK%LB)>M5A=^ (OY;PI+T>YNC"1995B14TYQKA8>VCH47L5)EAC@_VRST M0MFW.@O'_OS1^U4-
X+@5DSDE(2EJ:(9:_I/E!_UM("T'J.IY6Q7IA2?&IL M(7K=ID "Y.+114&I";^1?U@0/D-E"DD.(I2CP
M9)74(I2J1)09,*NHM@! B*/9KK6K,@>=2*^@1Y6I MKC/H!' +60M@"ZA134(7_V89RUJO0-G@P3T:&KC/%"MNL42M(0
D&L E#>" M/ET\$Y%K,W,+F%H.*^>MQ\$'27T.i865K#6UN8AP_DL!_N\$)6^S*66IQP4UF\W;MPYDL(N&A&
MBKG4UI8*P\$13Y0+K08K*H(2+Z15?KG.N)2T#TIDN@)+J^%C;E3@3MCBC%99 MV\I.G\$J4I
(J=D#%E!^R0.F;L=I."Q.%W)VX\$CC" 9A-QPZ5:@L55IKR=0. MMX(1JW2.'K\$X6*JA%I"+

~~CV17_*OH9MlPO(R1X!^72P">2=*6L#S\N3W+2U7@_MH>#X'2/\$!RI^&8J=1WXBL-~~
~~+>8XJ44T1&+>EVE06\$SOP;WS<7@_&P*(CN-/ % M,C,QM7_:@ETRA%Q*\$I?0^9?W/2)95.=A#5*<@"=@3\,8#0~~
~~K,97N\$N88U8S@W_M8<';[Z9X"RU;L?<,KN24;M*TMAS\M?RY16MAG,=[/IR\$+I="47.P(XZ>Z)(#_MQ6"Q1]*-~~
~~X=@T43@YX\$.%LE!:=1RMFDBW+#+:8_P+J*0N)(88_MX9%\ZZNGZ&N1OE>~~
~~!L; /7LAL+AXS98I&T5CS%M+D.U!5E,=2>47YL5+)+VR2J_M66\;4U@FO(#*HE#>\$_U&4D@,,:@INSQ3L"TL~~
~~&=PL&..QU^NJ1=KD'ZM%~~