

0001653558-24-00011410-Q Priority Technology Holdings, Inc. 2024110720241107081245081246081246 0 0001653558-24-000144 10-Q 91 20240930 20241107 20241107 Priority Technology Holdings, Inc. 0001653558 7389 74257046 DE 1231 10-Q 34 001-37872 241433316 2001 WESTSIDE PARKWAY SUITE 155 ALPHARETTA GA 30004 800-935-5961 2001 WESTSIDE PARKWAY SUITE 155 ALPHARETTA GA 30004 M1 Acquisitions, Inc. 20150918 10-Q 1 prth-202409300001653558falseQ32024December 31xbrli:sharesiso4217:USDiso4217:USDxbrli:sharesxbrli:pureprth:hourprth:segment00016535582024-01-012024-09-3000016535582024-11-0100016535582024-09-3000016535582023-12-3100016535582024-07-012024-09-3000016535582023-07-012023-09-3000016535582023-01-012023-09-300001653558us-gaap:CommonStockMember2023-12-310001653558us-gaap:TreasuryStockCommonMember2023-12-310001653558us-gaap:AdditionalPaidInCapitalMember2023-12-310001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-12-310001653558us-gaap:RetainedEarningsMember2023-12-310001653558us-gaap:ParentMember2023-12-310001653558us-gaap:NoncontrollingInterestMember2023-12-310001653558us-gaap:AdditionalPaidInCapitalMember2024-01-012024-03-310001653558us-gaap:ParentMember2024-01-012024-03-3100016535582024-01-012024-03-310001653558us-gaap:CommonStockMember2024-01-012024-03-310001653558us-gaap:TreasuryStockCommonMember2024-01-012024-03-310001653558us-gaap:NoncontrollingInterestMember2024-01-012024-03-310001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-01-012024-03-310001653558us-gaap:RetainedEarningsMember2024-01-012024-03-310001653558us-gaap:CommonStockMember2024-03-310001653558us-gaap:TreasuryStockCommonMember2024-03-310001653558us-gaap:AdditionalPaidInCapitalMember2024-03-310001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-03-310001653558us-gaap:RetainedEarningsMember2024-03-310001653558us-gaap:ParentMember2024-03-310001653558us-gaap:NoncontrollingInterestMember2024-03-3100016535582024-03-310001653558us-gaap:AdditionalPaidInCapitalMember2024-04-012024-06-3000016535582024-03-310001653558us-gaap:CommonStockMember2024-04-012024-06-300001653558us-gaap:TreasuryStockCommonMember2024-04-012024-06-300001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-04-012024-06-300001653558us-gaap:RetainedEarningsMember2024-04-012024-06-300001653558us-gaap:ParentMember2024-04-012024-06-300001653558us-gaap:NoncontrollingInterestMember2024-04-012024-06-300001653558us-gaap:AdditionalPaidInCapitalMember2024-04-012024-06-300001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-04-012024-06-300001653558us-gaap:RetainedEarningsMember2024-04-012024-06-300001653558us-gaap:CommonStockMember2024-04-012024-06-300001653558us-gaap:TreasuryStockCommonMember2024-04-012024-06-300001653558us-gaap:NoncontrollingInterestMember2024-04-012024-06-300001653558us-gaap:AdditionalPaidInCapitalMember2024-07-012024-09-300001653558us-gaap:ParentMember2024-07-012024-09-300001653558us-gaap:TreasuryStockCommonMember2024-07-012024-09-300001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-07-012024-09-300001653558us-gaap:RetainedEarningsMember2024-07-012024-09-300001653558us-gaap:CommonStockMember2024-07-012024-09-300001653558us-gaap:TreasuryStockCommonMember2024-07-012024-09-300001653558us-gaap:AdditionalPaidInCapitalMember2024-07-012024-09-300001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-07-012024-09-300001653558us-gaap:RetainedEarningsMember2024-07-012024-09-300001653558us-gaap:ParentMember2024-07-012024-09-300001653558us-gaap:NoncontrollingInterestMember2024-07-012024-09-300001653558us-gaap:AdditionalPaidInCapitalMember2022-12-310001653558us-gaap:ParentMember2022-12-310001653558us-gaap:TreasuryStockCommonMember2022-12-310001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2022-12-310001653558us-gaap:RetainedEarningsMember2022-12-310001653558us-gaap:CommonStockMember2022-12-310001653558us-gaap:TreasuryStockCommonMember2022-12-310001653558us-gaap:AdditionalPaidInCapitalMember2022-12-310001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2022-12-310001653558us-gaap:RetainedEarningsMember2022-12-310001653558us-gaap:CommonStockMember2023-01-012023-03-310001653558us-gaap:ParentMember2023-01-012023-03-310001653558us-gaap:TreasuryStockCommonMember2023-01-012023-03-310001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-01-012023-03-310001653558us-gaap:RetainedEarningsMember2023-01-012023-03-310001653558us-gaap:CommonStockMember2023-01-012023-03-310001653558us-gaap:TreasuryStockCommonMember2023-01-012023-03-310001653558us-gaap:AdditionalPaidInCapitalMember2023-01-012023-03-310001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-01-012023-03-310001653558us-gaap:RetainedEarningsMember2023-01-012023-03-310001653558us-gaap:CommonStockMember2023-03-310001653558us-gaap:TreasuryStockCommonMember2023-03-310001653558us-gaap:AdditionalPaidInCapitalMember2023-03-310001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-03-310001653558us-gaap:RetainedEarningsMember2023-03-310001653558us-gaap:ParentMember2023-03-310001653558us-gaap:NoncontrollingInterestMember2023-03-310001653558us-gaap:AdditionalPaidInCapitalMember2023-04-012023-06-300001653558us-gaap:ParentMember2023-04-012023-06-300001653558us-gaap:TreasuryStockCommonMember2023-04-012023-06-300001653558us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-04-012023-06-300001653558us-gaap:RetainedEarningsMember2023-04-012023-06-300001653558us-gaap:CommonStockMember2023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[illegible]

consideration is in the nature of deferred or contingent consideration and certain equity interest in the acquiring entity. The cash consideration for the purchase was funded by borrowings from the Company's revolving credit facility. The acquisition was accounted for as a business combination using the acquisition method of accounting, under which the acquired assets and assumed liabilities were recognized at their fair values as of July 31, 2023, with the excess of the fair value of consideration transferred over the fair value of the net assets acquired recognized as goodwill. The fair values of the acquired assets and assumed liabilities as of July 31, 2023 were estimated by management using the discounted cash flow method and other factors specific to certain assets and liabilities. The final purchase price allocation is set forth in the table below.

(9) (in thousands) Consideration: Cash \$28,500

Contingent consideration payments (1), 419.4

Common equity of acquiring entity 330.4

Less: cash and restricted cash acquired (278)

Total purchase consideration, net of cash and restricted cash acquired \$36,971.4

Recognized amounts of assets acquired and liabilities assumed: Accounts receivable \$831.4

Prepaid expenses 490.4

Settlement assets 8,277.4

Equipment, net 47.4

Goodwill (3) 7,240.4

Intangible assets (2) 30,460.4

Accounts payable and accrued expenses (1,881)

Customer deposits (214)

Settlement obligations (8,279)

Total purchase consideration \$36,971.4

(1) The fair value of the contingent consideration payments issued was determined utilizing a Monte Carlo simulation. The contingent consideration payments were calculated based on the path for the simulated metrics and the contractual terms of the contingent consideration payments and were discounted to present value at a rate reflecting the risk associated with the payoffs. The fair value was estimated to be the average present value of the contingent consideration payments over all iterations of the simulation.

(2) The intangible assets acquired consist of \$13.0 million for customer relationships, \$7.0 million for referral partner relationships, \$6.5 million for technology and \$3.9 million for trade name.

(3) During the first and second quarters of 2024, the Company recorded immaterial measurement period adjustments due to a pre-acquisition tax accrual and security deposit which resulted in an adjustment to goodwill, accounts payable and accrued expenses, and prepaid expenses.

103.4

Revenues

Disaggregation of Revenues

The following table presents a disaggregation of our consolidated revenues by type:

Three Months Ended September 30, Nine Months Ended September 30, (in thousands)

2024 2023 2024 2023

Revenue Type: Merchant card fees \$171,814.4

\$146,974.4

\$499,007.4

\$441,142.4

Money transmission services 33,868.4

25,831.4

94,352.4

70,955.4

Outsourced services and other services (2) 18,063.4

13,181.4

49,984.4

34,768.4

Equipment 3,304.4

3,029.4

9,292.4

9,468.4

Total revenues (1) \$227,049.4

\$189,015.4

\$652,635.4

\$556,333.4

(1) Includes contracts with an original duration of one year or less and variable consideration under a stand-ready series of distinct days of service. The aggregate fixed consideration portion of customer contracts with an initial contract duration greater than one year is not material.

(2) Approximately \$13.8 million and \$38.8 million of interest income on customer funds for the three and nine months ended September 30, 2024, respectively, and \$9.7 million and \$21.9 million for the three and nine months ended September 30, 2023, respectively, is included in outsourced services and other services revenue in the table above.

Approximately \$0.6 million and \$1.8 million of interest income on corporate funds for the three and nine months ended September 30, 2024, respectively, and \$0.5 million and \$1.1 million three and nine months ended September 30, 2023, respectively, is included in other income, net on the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss) and not reflected in the table above. The following table presents a disaggregation of our consolidated revenues by segment:

Three Months Ended September 30, 2024 (in thousands)

Merchant Card Fees

Money Transmission Services

Outsourced and Other Services

Equipment

Total

Segment

SMB Payments

\$153,061.4

\$46" \$2,405.4

\$3,304.4

\$158,770.4

B2B Payments

\$18,924.4

\$6" \$3,219.4

\$6" \$2,143.4

Enterprise Payments

\$21.4

\$33,868.4

\$18,063.4

\$3,304.4

\$227,049.4

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Nine Months Ended September 30, 2024 (in thousands)

Merchant Card Fees

Money Transmission Services

Outsourced and Other Services

Equipment

Total

Segment

SMB Payments

\$443,557.4

\$46" \$5,026.4

\$9,292.4

\$457,875.4

B2B Payments

\$55,895.4

\$6" \$9,473.4

\$6" \$65,368.4

Enterprise Payments

\$1,325.4

\$94,352.4

\$36,081.4

\$6" \$131,758.4

Eliminations (1,770.4

\$6" \$596.4

\$6" (2,366.4)

Total revenues

\$499,007.4

\$94,352.4

\$49,984.4

\$9,292.4

\$652,635.4

Three Months Ended September 30, 2023 (in thousands)

Merchant Card Fees

Money Transmission Services

Outsourced and Other Services

Equipment

Total

Segment

SMB Payments

\$136,292.4

\$46" \$920.4

\$3,029.4

\$140,241.4

B2B Payments

\$10,838.4

\$6" \$3,147.4

\$6" \$13,985.4

Enterprise Payments

\$124.4

\$25,831.4

\$9,219.4

\$6" \$35,174.4

Eliminations (280.4

\$6" (105.4

\$6" (385.4)

Total revenues

\$146,974.4

\$25,831.4

\$13,181.4

\$3,029.4

\$189,015.4

Nine Months Ended September 30, 2023 (in thousands)

Merchant Card Fees

Money Transmission Services

Outsourced and Other Services

Equipment

Total

Segment

SMB Payments

\$428,524.4

\$46" \$5,130.4

\$9,468.4

\$443,122.4

B2B Payments

\$12.4

\$7,026.4

\$6" \$9,744.4

Enterprise Payments

\$179.4

\$70,955.4

\$22,785.4

\$6" \$93,919.4

Eliminations (279.4

\$6" (173.4

\$6" (452.4)

Total revenues

\$441,142.4

\$70,955.4

\$34,768.4

\$9,468.4

\$556,333.4

Deferred revenues were not material for the three and nine months ended September 30, 2024 and 2023.

Contract Assets and Contract Liabilities

Material contract assets and liabilities are presented net at the individual contract level in the Unaudited Consolidated Balance Sheets and are classified as current or noncurrent based on the nature of the underlying contractual rights and obligations. Contract liabilities were \$0.5 million and \$0.6 million as of September 30, 2024 and December 31, 2023, respectively. Substantially all of these balances are recognized as revenue within 12 months.

Net contract assets were not material for any period presented.

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Impairment losses recognized on contract assets arising from the Company's contracts with customers were not material for the three and nine months ended September 30, 2024 and 2023. Impairment losses recognized on receivables arising from the Company's contracts with customers were \$1.1

A

million and \$1.5

A

million for the three and nine months ended September 30, 2024, respectively, and were immaterial for the three and nine months ended September 30, 2023.

4

A

\$1.4

A

Settlement Assets and Customer/Subscriber Account Balances and Related Obligations

SMB Payments Segment

In the Company's SMB Payments reportable segment, funds settlement refers to the process of transferring funds for sales and credits between card issuers and merchants. The standards of the card networks require possession of funds during the settlement process by a member bank which controls the clearing transactions. Since settlement funds are required to be in the possession of a member bank until the merchant is funded, these funds are not assets of the Company and the associated obligations are not liabilities of the Company. Therefore, neither is recognized in the Company's Unaudited Consolidated Balance Sheets. Member banks held merchant funds of \$10.8

A

million and \$98.0

A

million at September 30, 2024 and December 31, 2023, respectively. Exception items that become the liability of the Company are recorded as merchant losses, a component of cost of revenue in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss). Exception items that the Company is still attempting to collect from the merchants through the funds settlement process or merchant reserves are recognized as settlement assets and customer/subscriber account balances in the Company's Unaudited Consolidated Balance Sheets, with an offsetting reserve for those amounts the Company estimates it will not be able to recover. Expenses for merchant losses for the three and nine months ended September 30, 2024 were \$2.5

A

million and \$8.9

A

million, respectively. Expenses for merchant losses for the three and nine months ended September 30, 2023 were \$1.6

A

million and \$3.7

A

million, respectively. B2B Payments Segment

In the Company's B2B Payments segment, the Company earns revenues by processing transactions for FIs and other business customers. Customers transfer funds to the Company, which are held in either company-owned bank accounts controlled by the Company or bank-owned FBO accounts controlled by the banks, until such time that the transactions are settled with the customer payees. Amounts due to customer payees that are held by the Company in company-owned bank accounts are included in restricted cash in the Company's Unaudited Consolidated Balance Sheets. Amounts due to customer payees that are held in bank-owned FBO accounts are not assets of the Company, and the associated obligations are not liabilities of the Company. Therefore, neither is recognized in the Company's Unaudited Consolidated Balance Sheets. Bank-owned FBO accounts held funds of \$109.8

A

million and \$69.0

A

million at September 30, 2024 and December 31, 2023, respectively. Company-owned bank accounts held \$1.4

A

million and \$1.2

A

million at September 30, 2024 and December 31, 2023, respectively, which are included in restricted cash and settlement and customer/subscriber account obligations in the Company's Unaudited Consolidated Balance Sheets. Exception items that the Company is still attempting to collect from the customers through the funds settlement process are recognized as settlement assets and customer/subscriber account balances in the Company's Unaudited Consolidated Balance Sheets, with an offsetting reserve for those amounts the Company estimates it will not be able to recover. Expenses for merchant losses for the three and nine months ended September 30, 2024 were \$0.0

A

million and \$0.4

A

million, respectively. Expenses for merchant losses for the three and nine months ended September 30, 2023 were not material. In certain states, the Company accepts deposits under agency arrangement with member banks wherein accepted deposits remain under the control of the member banks. Therefore, the Company does not record assets for the deposits accepted and liabilities for the associated obligation. Agency owned accounts held \$36.8

A

million and \$19.6

A

million at September 30, 2024 and December 31, 2023, respectively. The Company's consolidated settlement assets and customer/subscriber account balances and settlement and customer/subscriber account obligations were as follows: (in thousands)

September 30, 2024

December 31, 2023

Settlement Assets, net of estimated losses (1): Card settlements due from merchants 4,694.4

\$2,705.4

Card settlements due from networks 10,150.4

8,185.4

Other settlement assets 930.4

889.4

Customer/subscriber account balances Cash and cash equivalents 863,587.4

744,696.4

Total settlement assets and customer/subscriber account balances \$879,361.4

\$756,475.4

Settlement and Customer/Subscriber Account Obligations: Customer account obligations \$847,168.4

\$710,775.4

Subscriber account obligations 16,419.4

33,921.4

Total customer/subscriber account obligations 863,587.4

744,696.4

Due to customers' payees (2) 12,228.4

11,058.4

Total settlement and customer/subscriber account obligations \$875,815.4

\$755,754.4

(1) Allowance for estimated losses was \$8.2

A

million and \$6.6

A

million as of September 30, 2024 and December 31, 2023, respectively. (2) Includes \$10.2

A

million and \$8.2

A

million as of September 30, 2024 and December 31, 2023, respectively, of card settlements due from networks and the remainder is included in restricted cash on our Unaudited Consolidated Balance Sheets.

14

5

A

\$4.0

A

Notes Receivable

The Company had notes receivable of \$6.3

A

million and \$5.2

A

million as of September 30, 2024 and December 31, 2023, respectively, which are reported as current portion of notes receivable and notes receivable less current portion on the Company's Unaudited Consolidated Balance Sheets. The notes receivable carried weighted-average interest rates of 18.6% as of September 30, 2024 and December 31, 2023. The notes receivable are comprised of notes receivable from ISOs, and under the terms of the agreements the Company preserves the right to hold back residual payments due to the ISOs and to apply such residuals against future payments due to the Company. As of September 30, 2024 and December 31, 2023, the Company had no allowance for doubtful notes receivable. As of September 30, 2024, the principal payments for the Company's notes receivable are due as follows: (in thousands)

Twelve months ending September 30, 2025

\$2,567.4

2026

\$1,270.4

2027

\$1,304.4

2028

\$1,153.4

After 2028

\$6,294.4

6

A

\$4.0

A

Property, Equipment and Software

A summary of property, equipment and software, net was as follows: (in thousands)

September 30, 2024

December 31, 2023

Computer software

\$100,399.4

\$78,492.4

Equipment

\$1,474.4

\$10,377.4

Leasehold improvements

\$2,742.4

\$1,535.4

Furniture and fixtures

\$1,367.4

\$1,442.4

Property, equipment and software

\$115,982.4

\$131,846.4

Less: Accumulated depreciation (66,500.4)

(56,442.4)

Capital work in progress

\$2,121.4

\$9,276.4

Property, equipment and software, net

\$51,503.4

\$44,680.4

Three Months Ended September 30, Nine Months Ended September 30, (in thousands)

2024 2023 2024 2023

Depreciation expense \$3,523.4

\$2,763.4

\$10,122.4

\$8,335.4

Computer software represents purchased software and internally developed software that is used to provide the Company's services to its customers. Fully depreciated assets are retained in property, equipment and software, net, until removed from service. During the nine months ended September 30, 2024, certain fully depreciated assets were removed from service.

157.4

A

\$4.0

A

Goodwill and Other Intangible Assets

Goodwill

The Company's goodwill relates to the following reporting units: (in thousands)

September 30, 2024

December 31, 2023

SMB Payments

\$124,139.4

\$124,139.4

Enterprise Payments

\$244,712.4

\$244,712.4

Plastiq (B2B Payments)

\$7,240.4

\$7,252.4

Total

\$376,091.4

\$376,103.4

The following table summarizes the changes in the carrying value of goodwill: (in thousands)

Amount

Balance at December 31, 2023

\$376,103.4

Plastiq adjustment (1)

Balance at September 30, 2024

\$376,091.4

As of September 30, 2024, the Company is not aware of any triggering events for impairment that have occurred since the last annual impairment test. Other Intangible Assets

Other intangible assets consisted of the following:

September 30, 2024

Weighted-average Useful Life (in thousands, except weighted-average data)

Gross Carrying Value

Accumulated Amortization

Net Carrying Value

Other intangible assets: ISO and referral partner relationships

\$182,339.4

(46,280.4)

\$136,059.4

14.6

Residual buyouts

143,564.4

(101,536.4)

42,028.4

6.2

Customer relationships

109,017.4

(94,724.1)

14,293.4

8.4

Merchant portfolios

83,350.4

(64,410.1)

18,940.4

6.5

Technology

57,639.4

(26,312.3)

31,327.4

8.7

Trade names

7,104.4

(3,032.4)

4,072.4

10.6

Non-compete agreements

3,390.4

(3,390.4)

\$0.0

Money transmission licenses (1)

2,000.4

\$6" \$2,000.4

\$588,503.4

(339,684.4)

\$248,819.4

9.5

(1) These assets have an indefinite useful life.

16

December 31, 2023

Weighted-average Useful Life (in thousands, except weighted-average data)

Gross Carrying Value

Accumulated Amortization

Net Carrying Value

Other intangible assets: ISO and referral partner relationships

\$182,339.4

(36,506.4)

\$145,833.4

14.7

Residual buyouts

135,164.4

(92,699.4)

42,465.4

6.3

Customer relationships

109,017.4

(92,781.1)

16,236.4

8.4

Merchant portfolios

83,350.4

(56,139.2)

27,211.4

6.5

Technology

57,639.4

(22,712.3)

34,927.4

9.0

Trade names

7,104.4

(2,526.4)

4,578.4

11.7

Non-compete agreements

3,390.4

(3,390.4)

\$0.0

Money transmission licenses (1)

2,000.4

\$6" \$2,000.4

\$580,103.4

(306,753.4)

\$273,350.4

9.7

(1) These assets have an indefinite useful life.

Three Months Ended September 30, Nine Months Ended September 30, (in thousands)

2024 2023 2024 2023

Amortization expense (1)

\$10,210.4

\$14,512.4

\$34,108.4

\$44,968.4

(1) Included in amortization expense is \$0.4

A

million and \$1.2

A

million for the three and nine months ended September 30, 2024, respectively, and \$0.1

A

million and \$0.3

A

million for the three and nine months ended September 30, 2023, respectively, related to the amortization of certain contract acquisition costs. As of September 30, 2024, there were no impairment indicators present.

8

A

\$4.0

A

Debt Obligations

Outstanding debt obligations consisted of the following:

September 30, 2024

December 31, 2023

2024

Credit Agreement

Term facility - matures May 16, 2031, interest rate of 9.81% at September 30, 2024

\$832,913.4

\$46" \$A

Revolving credit facility - \$70.0

A

million line matures May 16, 2029, interest rate of 9.31% at September 30, 2024

\$6" \$A

2021

Credit Agreement - refinanced on May 16, 2024

Term facility - original maturity April 27, 2027, interest rate of 11.21% at December 31, 2023

\$6" \$A

654,373.4

Revolving credit facility - \$65.0

A

million line, original Maturity April 27, 2026, interest rate of 10.20% at December 31, 2023

\$6" \$A

Total debt obligations

\$832,913.4

\$631,654.4

373.4

Less: current portion of long-term debt (8,350.4)

(6,712.4)

Less: unamortized debt discounts and deferred financing costs (16,482.4)

(15,696.4)

Long-term debt, net

\$808,081.4

\$631,965.4

17024

Credit Agreement

On May 16, 2024, the Company entered into a Credit Agreement ("2024 Credit Agreement") which provides 1) a \$835.0

A

million senior secured first lien term loan facility ; and 2) a \$70.0

A

million senior secured revolving facility ("Credit facilities"). Proceeds from these Credit facilities were used to repay the outstanding balances under the 2021 Credit Agreement and redeem a portion of the Company's redeemable senior preferred stock (see Note 9. Redeemable Securities). In accordance with ASC 470, the Company determined on a creditor-by-creditor basis that the 2024 Credit Agreement was both a debt modification and extinguishment of the 2021 Credit Agreement. The Company expensed \$3.9

A

million of previously unamortized fees and \$4.8

A

million of debt issuance costs related to the refinancing which is reported in debt extinguishment and modification in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss). Outstanding borrowings under the Credit agreement accrue interest using a base rate or the SOFR rate plus an applicable margin per year, subject to a SOFR rate floor of 0.50% per year. The revolving credit facility incurs an unused commitment fee on any undrawn amount in an amount equal to 0.50% per year of the unused portion. The future applicable interest rate margins may vary based on the Company's Total Net Leverage Ratio in addition to future

changes in the underlying market rates for SOFR and the rate used for base-rate borrowings. The 2024 Credit Agreement contains representations and warranties, financial and collateral requirements, mandatory payment events, events of default and affirmative and negative covenants, including without limitation, covenants that restrict among other things, the ability to create liens, pay dividends or distribute assets from the loan parties to the Company, merge or consolidate, dispose of assets, incur additional indebtedness, make certain investments or acquisitions, enter into certain transactions (including with affiliates) and to enter into certain leases.If the aggregate principal amount of outstanding revolving loans and letters of credit under the 2024 Credit Agreement exceeds 35% of the total revolving credit facility thereunder, the loan parties are required to comply with certain restrictions on its Total Net Leverage Ratio. If applicable, the maximum permitted Total Net Leverage Ratio is: 1) 6.90:1.00 at each fiscal quarter ended September 30, 2024 through December 31, 2025; 2) 6.40:1.00 at each fiscal quarter ended March 31, 2026 and each fiscal quarter thereafter. As of September 30, 2024, the Company was in compliance with the covenants in the 2024 Credit Agreement.2021 Credit Agreement On April 27, 2021, the Company entered into the 2021 Credit Agreement with Trustist which provides for: 1) a \$300.0A million Initial Term Loan; 2) a \$290.0A million Delayed Draw Term Loan (together, the "Term Facility"); and 3) a \$40.0A million senior secured revolving credit facility. The First Amendment to the Credit Agreement on May 20, 2021, clarified and provided further detail on the Credit Agreement's terms. The Second Amendment to the Credit Agreement on September 17, 2021, increased the amount of the Delayed Draw Term Loan facility by \$30.0A million to \$320.0A million. The additional Delayed Draw Term Loan is part of the same class of term loans made pursuant to the original commitments under the Credit Agreement. The third amendment amended the reference rate from LIBOR to SOFR and increased the revolving facility from \$40.0 million to \$65.0 million effecting June 30, 2023. The fourth amendment increased the principal balance by \$50.0A million and increased the quarterly principal amortization payment from 1.6A million to 1.7A million. Outstanding borrowings from the 2021 Credit Agreement were repaid on May 16, 2024 as part of the refinancing and the Company was released from any related commitments, guarantees and security interests. Outstanding borrowings under the Credit Agreement accrued interest using either a base rate or a SOFR rate plus an applicable margin per year, subject to a SOFR rate floor of 1.00% per year. Accrued interest is payable on each interest payment date (as defined in the Credit Agreement). The revolving credit facility incurs an unused commitment fee on any undrawn amount in an amount equal to 0.50% per year of the unused portion. The future applicable interest rate margins may vary based on the Company's Total Net Leverage Ratio in addition to future changes in the underlying market rates for SOFR and the rate used for base-rate borrowings.Proceeds from the Initial Term Loan were used to partially fund the refinancing of the Company's existing credit facilities as of April 27, 2021. Proceeds from the Delayed Draw Term Loan were used to fund the Company's acquisition of Finxera. Proceeds from the Fourth Amendment were used to repay the balance of the revolving credit facility (used to acquire the PlastiQ business) and added additional cash for general corporate purposes.18Interest Expense and Amortization of Deferred Loan Costs and DiscountsDeferred financing costs and debt discounts are amortized using the effective interest method over the remaining term of the respective debt and are recorded as a component of interest expense. Unamortized deferred financing costs and debt discounts are included in long-term debt on the Company's Unaudited Consolidated Balance Sheets.Interest expense for outstanding debt, including fees for undrawn amounts and amortization of deferred financing costs and debt discounts was as follows:Three Months Ended September 30,Nine Months Ended September 30,(in thousands)2024202320242023Interest expense(1),(2)\$23,246A \$19,997A \$65,836A \$55,461A (1)Included in interest expense is \$1.1A million and \$3.3A million related to the accretion of contingent consideration from acquisitions for the three and nine months ended September 30, 2024, respectively, 0.6A million and \$0.8A million for the three and nine months ended September 30, 2023, respectively.(2)Interest expense included amortization of deferred financing costs and debt discounts of \$0.4 million and \$2.3 million for the three and nine months ended September 30, 2024, respectively, and \$1.0 million and \$2.8 million for the three and nine months ended September 30, 2023, respectively. 9A A A Redeemable Senior Preferred Stock and WarrantsThe redeemable senior preferred stock ranks senior to the Company's Common Stock, equal with any other class of the Company's stock designated as being ranked on a parity basis with the redeemable senior preferred stock and junior to any other class of the Company's stock, including preferred stock, that is designated as being ranked senior to the redeemable senior preferred stock, with respect to the payment and distribution of dividends, the purchase or redemption of the Company's stock and the liquidation, winding up of and distribution of assets of the Company.The following table provides the redemption value of the redeemable senior preferred stock for the periods presented: (in thousands)September 30, 2024December 31, 2023Redeemable senior preferred stock \$88,064A \$225,000A Accumulated unpaid dividend22,639A 43,498A Dividend payableA 7,027A Redemption value110,703A 275,525A Less: unamortized discounts and issuance costs(5,605)(16,920)Redeemable senior preferred stock, net of discounts and issuance costs:\$105,098A \$258,605A 19The following table provides a reconciliation of the beginning and ending carrying amounts of the redeemable senior preferred stock for the periods presented: (in thousands)SharesAmountDecember 31, 2023225A \$258,605A Unpaid dividend on redeemable senior preferred stock A 4,699A Accretion of discounts and issuance costsA 841A Cash portion of dividend outstanding at March 31, 2024A 7,122A Payment of cash portion of dividend outstanding at December 31, 2023A 7,027)March 31, 2024225A 264,240A Redemption of senior preferred stock(1)(137) (166,268)Unpaid dividend on redeemable senior preferred stockA 1,871A Accretion of discounts and issuance costsA 10,139A Cash portion of dividend outstanding at June 30, 2024A 2,824A Payment of cash portion of dividend outstanding at March 31, 2024A 2,712)June 30, 202488A \$105,684A Unpaid dividend on redeemable senior preferred stockA 1,903A Accretion of discounts and issuance costsA 335A Payment of cash portion of dividend outstanding at June 30, 2024A 2,824)September 30, 202488A \$105,098A (1)On May 16, 2024, the Company used proceeds totaling \$170.0 million from the refinancing (see Note 8. Debt Obligations) to redeem a portion of the redeemable senior preferred stock. The redemption consisted of \$136.9 million of redeemable senior preferred stock, \$29.4 million for accumulated unpaid dividend, and \$2.2 million of cash dividend and \$1.5 million of accumulated unpaid dividend for the quarter ending June 30, 2024. The dividend rate as of September 30, 2024 and December 31, 2023, was 17.6% and 17.7% respectively.The following table provides a summary of the dividends for the periods presented:Three Months Ended September 30,Nine Months Ended September 30,(in thousands)2024202320242023Dividends paid in cash(1)\$2,883A \$6,810A \$15,073A \$19,377A Accumulated dividends accrued as part of the carrying value of redeemable senior preferred stock1,903A 4,538A 9,960A 13,382A Dividends declared\$4,786A \$11,348A \$25,033A \$32,759A (1)Dividend payable for the three months ended September 30, 2023 was paid on October 2, 2023.The dividend rate (capped at 22.50%) is equal to the three-month term SOFR (minimum of 1.00%), plus the three-month term SOFR spread adjustment of 0.26% plus the applicable margin of 12.00%. The dividend rate is subject to future increases if the Company doesn't comply with the minimum cash payment requirements outlined in the agreement, which includes required payments of dividends, required payments related to redemption or required prepayments. The dividend rate may also increase if the Company fails to obtain the required stockholder approval for a forced sale transaction triggered by investors or if an event of default as outlined in the agreement occurs.20In 2021, the Company issued warrants to purchase up to 1,803,841 shares of the Common Stock, at an exercise price of \$0.001. As of September 30, 2024, none of the warrants have been exercised. The warrants are considered to be equity contracts indexed in the Company's own shares and therefore were recorded at their inception date relative fair value and are included in additional paid-in capital on the Company's Unaudited Consolidated Balance Sheets. 10A A A Income Taxes The Company's consolidated effective income tax rate for the three and nine months ended September 30, 2024, was 31.6% and 37.3%, respectively, compared to a consolidated effective income tax rate of 102.1% and 122.5% for the three and nine months ended September 30, 2023, respectively. The effective rates differed from the statutory rate of 21.0% primarily due to an increase in the valuation allowance against certain business interest carryover deferred tax assets, and certain forecasted nondeductible expenses. Valuation Allowance for Deferred Income Tax AssetsThe Company considers all available positive and negative evidence to determine whether
sufficient taxable income will be generated in the future to permit realization of the existing deferred tax assets. In accordance with the provisions of ASC 740, Income Taxes, the Company is required to provide a valuation allowance against deferred income tax assets when it is "more likely than not" that some portion or all of the deferred tax assets will not be realized.Based on management's assessment, as of September 30, 2024, the Company continues to record a full valuation allowance against non-deductible interest expense. The Company will continue to evaluate the realizability of the net deferred tax asset on a quarterly basis and, as a result, the valuation allowance may change in future periods.11A A A Stockholders' DeficitThe Company is authorized to issue 100,000,000 shares of preferred stock with such designations, voting and other rights and preferences as may be determined from time to time by the Board of Directors. As of September 30, 2024 and December 31, 2023, the Company has not issued any shares of preferred stock. Share Repurchase ProgramIn 2022, Priority's Board of Directors authorized a general share repurchase program under which the Company may purchase up to 2,000,000 shares of its outstanding Common Stock for a total of up to \$10.0A million. Under the terms of this plan, the Company may purchase shares through open market purchases, unsolicited or solicited privately negotiated transactions, or in another manner so long as it complies with applicable rules and regulations. There have been no shares repurchased under this plan since December 2022. As of September 30, 2024, the Company has purchased 1,309,374 shares for \$5.7 million under this plan. 2112A A A Stock-based CompensationStock-based compensation expense was as follows:Three Months Ended September 30,Nine Months Ended September 30,(in thousands)2024202320242023Stock-based compensation expense1,345A \$1,491A \$4,603A \$5,147A Incentive units compensation expense58A A 236A A ESPP compensation expense13A 10A 39A 36Total\$1,416A \$1,501A \$4,878A \$5,183A Income tax benefit for stock-based compensation was immaterial for the three and nine months ended September 30, 2024 and 2023. No stock-based compensation has been capitalized. 2018 PlanThe Company's 2018 Plan initially provided for the issuance of up to 6,685,696 shares of the Company's Common Stock. On March 17, 2022, the Company's Board of Directors unanimously approved an amendment to the 2018 Plan, which was subsequently approved by our shareholders, to increase the number of shares authorized for issuance under the plan by 2,500,000 shares, resulting in 9,185,696 shares of the Company's Common Stock authorized for issuance under the plan. As of September 30, 2024, the Company had 3,121,189 shares available for issuance under the 2018 Plan. 2021 Stock Purchase PlanThe 2021 Stock Purchase Plan provides for up to 200,000 shares to be purchased under the plan. Shares issued under the plan may be authorized but unissued or reacquired shares of Common Stock. All employees of the Company who work more than 20 hours per week and have been employed by the Company for at least 30 days may participate in the 2021 Stock Purchase Plan. Under the 2021 Stock Purchase Plan, participants are offered, on the first day of the offering period, the option to purchase shares of Common Stock at a discount on the last day of the offering period. The offering period shall be for a period of three months and the first offering period began on January 10, 2022. The 2021 Stock Purchase Plan provides eligible employees the opportunity to purchase shares of the Company's Common stock at 95% of the lesser of the fair value on the first and last trading day of each offering period. As of September 30, 2024, the Company had 57,254 shares available for issuance under the 2021 Stock Purchase Plan. Non-voting Incentive Units The Company issued non-voting incentive units to certain employees and partners in six subsidiaries. These non-voting incentive units were determined to be equity and are accounted for under ASC 718 Stock Compensation. The non-voting incentive units are either fully vested when granted, or vest according to the service period and/or performance measure noted in the grant agreement. As the non-voting incentive units are vested, they are recognized as NCI to the Company, who is the majority owner of the subsidiaries. 22 13A A A Related Party Transactions In February 2019, PHOT, a subsidiary of the Company, received a contribution of substantially all of the operating assets of eTab and Cumulus under asset contribution agreements. PHOT is a part of the Company's SMB reportable segment. These contributed assets were primarily composed of technology-related assets. Prior to these transactions, eTab was 80.0% owned by the Company's Chairman and Chief Executive Officer ("CEO"). No cash consideration was paid to the contributors of the eTab or Cumulus assets on the date of the transactions. As consideration for these contributed assets, the contributors were issued redeemable non-controlling preferred equity interests ("redeemable NCIs") in PHOT. Under these redeemable NCIs, the contributors were eligible to receive up to \$4.5A million of profits earned by PHOT, plus a preferred yield (6.0% per year) on any undistributed preferred equity interest ("Total Preferred Equity Interest"). Once the total preferred equity interest is distributed to the holders, the redeemable NCIs cease to exist. The Company's CEO initially owned 83.3% of the redeemable NCIs, which ownership interest was subsequently reduced to 35.3% through the CEO's disposition of interests to others.In November 2020, the Company agreed with the contributors to an exchange of shares of common stock of the Company, or cash, for the remaining undistributed Total Preferred Equity Interests of \$4.8A million. An exchange valuation for the Company's common stock was established as of November 12, 2020 at the prior 20-day volume weighted average price of \$2.78 per share. The exchange was contingent upon receiving approval of the Company's lenders; therefore, the binding exchange agreements were not entered into until after lender approval was received in April 2021 in connection with the debt refinancing.In May 2021, the Company entered into exchange agreements and completed the exchange of 1,428,358 shares of common stock and \$0.8A million of cash for the Total Preferred Equity Interests. The CEO received 605,623 shares of common stock of the Company in exchange for his 35.3% interest, and the Company's Chief Operating Officer (A 605,623 shares of common stock of the Company in exchange for her 24.1% interest. On October 31, 2023, a lawsuit was filed alleging that the Board breached its fiduciary duties by approving the above mentioned exchange transaction. The Company denied any wrongdoing. The lawsuit was settled on January 30, 2024, wherein the Company agreed to unwind the exchange transaction and received previously issued shares of common stock of the Company and promissory notes for the amount of cash paid from the CEO, COO and others in exchange of the reissuance of PHOT redeemable preferred units. The returned shares of common stock of the Company are recorded as treasury stock at their closing market price as of the settlement date of January 30, 2024. The reissued PHOT redeemable preferred units are recorded as redeemable NCI at their estimated fair value as of the settlement date on the Company's Unaudited Consolidated Balance Sheets. As of May 30, 2024, the Company approved redemption of PHOT redeemable preferred units for cash, common stock of the Company or a combination of both, at the sole discretion of the Company. The redeemable preferred units were accreted to their redemption value of \$5.9A million as of May 30, 2024, through net loss available to common stockholders in the Company's Unaudited Statements of Operations and Comprehensive Income (Loss). The exchange value of the Company's common stock was established based on the 30-day volume weighted average close price adjusted for market illiquidity. During the quarter ended June 30, 2024, the PHOT redeemable preferred units held by the CEO were redeemed in cash for \$2.1A million and the promissory notes were satisfied. During the quarter ending September 30, 2024, the PHOT redeemable preferred units held by the COO were redeemed for 408,013 shares of the Company's common stock and PHOT redeemable preferred units held by other holders were redeemed for 404,628 shares of the Company's common stock. 14A A A Commitments and ContingenciesMinimum Annual Commitments with Third-party ProcessorsThe Company has multi-year agreements with third parties to provide certain payment processing services to the Company. The Company pays processing fees under these agreements. Based on existing contracts in place, the Company is committed to pay minimum processing fees under these agreements ofA approximately \$21.6 million in 2024 and \$25.6 million in 2025.23Annual Commitment with VendorEffective January 1, 2022, the Company entered into a three year business cooperation agreement with a vendor to resell its services. Under the agreement, the Company purchased vendor services worth \$1.5A million for the year ended December 31, 2023, and is committed to purchase vendor services worth \$2.3A million in 2024. Capital CommitmentsThe Company committed to capital contributions to fund the operations of certain subsidiaries totaling \$26.0A million as of September 30, 2024 and December 31, 2023. The Company is obligated to make the contributions within 10 business days of receiving notice for such contribution from the subsidiary. As of September 30, 2024 and December 31, 2023, the Company has contributed \$16.3 million and \$11.8A million, respectively. Contingent ConsiderationThe following table provides a reconciliation of the beginning and ending balance of the Company's
contingent consideration liabilities related to completed acquisitions: (in thousands)Contingent Consideration LiabilitiesDecember 31, 2023\$13,438A Accretion of contingent consideration\$72A Payment of contingent consideration(3,071)March 31, 202411,339A Accretion of discount on contingent consideration1,240A Payment of contingent consideration(1,085)June 30, 202411,494A Accretion of discount on contingent consideration1,066A Payment of contingent consideration(840)September 30, 2024\$11,720A Legal ProceedingsThe Company is involved in certain legal proceedings and claims which arise in the ordinary course of business. In the opinion of the Company and based on consultations with internal and external counsel, the results of any of these matters, individually and in the aggregate, are not expected to have a material effect on the Company's results of operations, financial condition or cash flows. 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Priority Act (the "Act") seeks to certify a class of affected businesses and award \$5,000 per violation of the Act.

24Concentration of RisksWhile providing SMB Acquiring, B2B Payables, and Enterprise Payments processing services, Priority manages funds that are held on behalf of its customers. Because Priority is not a member bank, these customer funds are held in bank accounts maintained with member banks pursuant to sponsorship agreements which require, among other things, that the Company abide by the by-laws and regulations of the card associations and MTL regulators.As of September 30, 2024, the Company's customer account balances of \$847.2 million are maintained in accounts with certain FIs which are eligible to pass-through insurance subject to FDIC rules and regulations (refer to Note 4. Settlement Assets and Customer/Subscriber Account Balances and Related Obligations).A majority of the Company's cash, restricted cash and off-balance sheet settlement funds are held in certain FIs, substantially all of which is in excess of FDIC limits. The Company does not believe it is exposed to any significant credit risk from these transactions.

15.A.A.A.Fair ValueFair Value MeasurementsThe Company's contingent consideration liabilities derived from business combinations and are classified within Level 3 of the fair value hierarchy due to the uncertainty of the fair value measurement created by the absence of quoted market prices, the inherent lack of liquidity and unobservable inputs used to measure fair value which require judgement. The Company uses valuation techniques including discounted cash flow analysis based on cash flow projections and Monte Carlo simulations to estimate fair value based on projection period and assumed growth rates. A change in inputs in the valuation techniques used might result in a significantly higher or lower fair value measurement than what is reported. The current portion of contingent consideration is included in accounts payable and accrued expenses on the Company's Unaudited Consolidated Balance Sheets and the noncurrent portion of contingent consideration is included in other noncurrent liabilities on the Company's Unaudited Consolidated Balance Sheets. Liabilities measured at fair value on a recurring basis consisted of the following:(in thousands)Fair Value HierarchySeptember 30, 2024December 31, 2023Contingent consideration, current portionLevel 3\$5,521A \$5,951A Contingent consideration, noncurrent portionLevel 36,199A 7,487A Total contingent consideration\$11,720A \$13,438A During the three and nine months ended September 30, 2024, there were no transfers into, out of, or between levels of the fair value hierarchy.Fair Value DisclosuresNotes ReceivableNotes receivable are carried at amortized cost. Substantially all of the Company's notes receivable are secured, and the Company provides for allowances when it believes that certain notes receivable may not be collectible. The carrying value of the Company's notes receivable, net approximates fair value and was approximately \$6.3 million and \$5.2 million at September 30, 2024 and December 31, 2023, respectively. On the fair value hierarchy, Level 3 inputs are used to estimate the fair value of these notes receivable.Debt ObligationsOutstanding debt obligations (see Note 8. Debt Obligations) are reflected in the Company's Unaudited Consolidated Balance Sheets at carrying value since the Company did not elect to remeasure debt obligations to fair value at the end of each reporting period.25The fair value of the term facility was estimated to be \$832.9 million and \$651.9 million at September 30, 2024 and December 31, 2023, respectively, and was estimated using binding and non-binding quoted prices in an active secondary market, which considersA the credit risk and market related conditions, and is within Level 2 of the fair value hierarchy. The carrying values of the other long-term debt obligations approximate fair value due to mechanisms in the credit agreements that adjust the applicable interest rates and the lack of a market for these debt obligations.16.A.A.A.Segment InformationThe Company has three reportable segments:â€¢SMB Payments â€¢ Provides full-service acquiring and payment-enabled solutions for B2C transactions, leveraging Priority's proprietary software platform, distributed through ISO, direct sales and vertically focused ISV channels.â€¢B2B Payments â€¢A provides market-leading AP automation solutions to corporations, software partners and industry leading FIs (including Citibank and Mastercard) in addition to improving cash flow by providing instant access to working capital.â€¢Enterprise Payments â€¢ Provides embedded finance and treasury solutions to enterprise customers to modernize legacy platforms and accelerate software partners' strategies to monetize payments.The Company does not have dedicated assets assigned to any particular reportable segment and such information is not available and continues to be aggregated. Corporate includes costs of corporate functions and shared services not allocated to our reportable segments.Due to the recent acquisitions, growth, implementation of a shared services model and management of a single unified commerce engine across our payments infrastructure, the costs of operating overhead and shared services becomes less identifiable at the segment level. Therefore, the process of review of the CODM was updated during the quarter ended June 30, 2024. The CODM's review of segment performance and allocation of resources are based on adjusted earnings before interest, income tax and depreciation and amortization expenses ("EBITDA"). Adjusted EBITDA at each segment level includes revenues of the segment, less costs of revenue (excluding depreciation and amortization) and operating expenses that are directly related to those revenues. Operating overhead and shared costs are managed centrally and included in the corporate segment. All comparative periods have been adjusted to reflect this update.Information on reportable segments and reconciliations to income (loss) before income taxes are as follows:Three Months Ended September 30, 2024(in thousands)SMB PaymentsB2BPaymentsEnterprise PaymentsCorporateEliminationsTotal ConsolidatedRevenues\$158,770A \$22,143A \$47,099A \$â€¢A \$(963)\$227,049A Adjusted EBITDAS\$28,644A 1,933A \$40,940A \$(16,876)\$â€¢A \$54,641A Three Months Ended September 30, 2023(in thousands)SMB PaymentsB2BPaymentsEnterprise PaymentsCorporateEliminationsTotal ConsolidatedRevenues\$140,241A \$13,985A \$35,174A \$â€¢A \$(385)\$189,015A Adjusted EBITDAS\$27,613A 1,359A \$29,757A \$(13,767)\$â€¢A \$44,962A 26Nine Months Ended September 30, 2024(in thousands)SMB PaymentsB2BPaymentsEnterprise PaymentsCorporateEliminationsTotal ConsolidatedRevenues\$457,875A \$65,368A \$131,758A \$â€¢A \$(2,366)\$652,635A Adjusted EBITDAS\$82,265A \$5,209A \$112,911A \$(47,853)\$â€¢A \$152,532A .A .A .A .A .A .A .A .A .A Nine Months Ended September 30, 2023(in thousands)SMB PaymentsB2BPaymentsEnterprise PaymentsCorporateEliminationsTotal ConsolidatedRevenues\$443,122A \$19,744A \$93,919A \$â€¢A \$(452)\$556,333A Adjusted EBITDAS\$84,449A 1,877A \$77,853A \$(40,484)\$â€¢A \$123,695A Three Months Ended September 30, 2023Nine Months Ended September 30, 2023Segment measure of profit or loss to income (loss) before income taxesTotal consolidated Adjusted EBITDAS\$54,641A \$44,962A \$152,532A \$123,695A Interest expense(23,246)(19,997)(65,836)(55,461)Depreciation and amortization(13,733)(17,275)(44,230)(53,303)Debt modification and extinguishment expenses(43)(â€¢A (8,666)(â€¢A Selling, general and administrative (non-recurring) (696)(2,114)(2,131)(4,410)Non-cash stock based compensation(1,416)(1,501)(4,878)(5,183)Other non-recurring gain, net â€¢A 166A â€¢A 7A Income before income taxes\$15,507A \$4,241A \$26,791A \$5,345A 2717A .A .A .A Earnings (Loss) per Common ShareThe following tables set forth the computation of the Company's basic and diluted earnings (loss) per common share:Three Months Ended September 30,Nine Months Ended September 30,(in thousands except per share amounts)2024202320242023Numerator:Net income (loss)\$10,608A (\$87)\$16,795A \$(1,205)Less: Dividends and accretion attributable to redeemable senior preferred stockholders(5,121)(12,192)(36,348)(35,252)Less: Return on redeemable NCI in consolidated subsidiaryâ€¢A â€¢A (639)â€¢A Net loss attributable to common stockholders\$5,487A \$(12,279)\$(20,192)\$(36,457)Weighted average shares outstanding77,973A 78,381A 77,910A 78,270A Effect of dilutive potential common shares2,122A â€¢A â€¢A â€¢A â€¢A Adjusted Weighted average shares outstanding80,095A 78,381A 77,910A 78,270A Basic Earnings (loss) per common share\$0.07A \$(0.16)\$(0.26)\$(0.47)Diluted Earnings (loss) per share\$0.07A \$(0.16)\$(0.26)\$(0.47)(1)The weighted-average common shares outstanding includes 1,803,841 warrants (refer to Note 9. Redeemable Senior Preferred Stock and Warrants).For the three months ended September 30, 2024, the Company had 2.1A million dilutive securities that were included in the Company's diluted earnings per share. For the nine months ended September 30, 2024 and three and nine months ended September 30, 2023, all potentially dilutive securities were anti-dilutive, so diluted net loss per share was equivalent to basic net loss per share. Potentially anti-dilutive securities that were excluded from the Company's earnings (loss) per common share are as follows: Three Months Ended September 30,Nine Months Ended September 30,(in thousands)2024202320242023Outstanding warrants on Common Stock(1)â€¢A â€¢A â€¢A â€¢A Outstanding options and warrants issued to adviser(2)â€¢A â€¢A â€¢A â€¢A Restricted stock awards(3)42A 1,109A 788A 1,297A Outstanding stock option awards(3)855A 918A 865A 909A Total897A 2,027A 1,653A 2,206A (1)The warrants were issued in 2018 and were exercisable at \$11.50 per share. These warrants expired on August 24, 2023. (2)The warrants were issued in 2018 and were exercisable at \$12.00 per share. These warrants expired on August 24, 2023. (3)Granted under the 2018 Plan.Item 2. Management's Discussion and Analysis of Financial Condition and Results of OperationsThe following discussion and analysis of our financial condition and results of operations should be read in conjunction with our Audited Consolidated Financial Statements and related Notes and the section entitled "Management's Discussion and 28Analysis of Financial Condition and Results of Operations," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. Certain amounts in this section may not add mathematically due to rounding.Cautious Note Regarding Forward-looking StatementsSome of the statements made in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the federal securities laws. Such forward-looking statements include, but are not limited to, statements regarding our management's expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, such as statements about our future financial performance, including any underlying assumptions, are forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "future," "goal," "intend," "likely," "may," "might," "plan," "possible," "potential," "predict," "project," "seek," "should," "would," "will," "approximately," "shall" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:A â€¢negative economic and political conditions that adversely affect the general economy, consumer confidence and consumer and commercial spending habits, which may, among other things, negatively impact our business, financial condition and results of operations;â€¢competition in the payment processing industry;â€¢the use of distribution partners;â€¢any unauthorized disclosures of merchant or cardholder data, whether through breach of our computer systems, computer viruses or otherwise;â€¢any breakdowns in our processing systems;â€¢government regulation, including regulation of consumer information;â€¢the use of third-party vendors;â€¢any changes in card association and debit network fees or products;â€¢any failure to comply with the rules established by payment networks or standards established by third-party processors;â€¢any proposed acquisitions or dispositions or any risks associated with completed acquisitions or dispositions; andâ€¢other risks and uncertainties set forth in the "Item 1A - Risk Factors" section of this Quarterly Report on Form 10-Q or our Annual Report on Form 10-K.We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q.A The forward-looking statements contained in this Quarterly Report on Form 10-Q are based on our current expectations and beliefs concerning future developments and their potential effects on us. You should not place undue reliance on these forward-looking statements in deciding whether to invest in our securities. We cannot assure you that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions, including the risk factors set forth in the "Item 1A - Risk Factors" section of this Quarterly Report on Form 10-Q or our Annual Report on Form 10-K, that may cause our actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.A 29In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely upon these statements.A You should read this Quarterly Report on Form 10-Q with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.A Forward-looking statements speak only as of the date they were made. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.Terms Used in This Quarterly Report on Form 10-QAs used in this Quarterly Report on Form 10-Q, unless the context otherwise requires, references to the terms "Company," "Priority," "we," "us" and "our" refer to Priority Technology Holdings, Inc. and its consolidated subsidiaries.Results of OperationsThis section includes certain components of our results of operations for the three and nine months ended September 30, 2024, compared to the three and nine months ended September 30, 2023. We have derived this data, except the key indicators, from our Unaudited Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q and our Audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2023.RevenuesFor the three months ended September 30, 2024, our consolidated revenue of

employee benefitsSalary and employee benefit expense of \$21.7 million for the three months ended September 30, 2024 increased by \$1.6 million, or 8.0%, from \$20.1 million for the three months ended September 30, 2023, primarily due to merit increases and increased headcount from the acquisition of the Plastiq business on July 31, 2023. Salary and employee benefits expense of \$66.0 million for the nine months ended September 30, 2024 increased by \$7.7 million, or 13.3%, from \$58.3 million for the nine months ended September 30, 2023, primarily due to merit increases, certain performance based non-recurring bonuses and increased headcount from the acquisition of the Plastiq business on July 31, 2023. Depreciation and amortization expenseDepreciation and amortization expense of \$13.7 million for the three months ended September 30, 2024 decreased by \$3.5 million, or 20.5%, from \$17.3 million for the three months ended September 30, 2023, primarily due to full amortization of certain intangible assets.Depreciation and amortization expense of \$44.2 million for the nine months ended September 30, 2024 decreased by \$9.1 million, or 17.0%, from \$53.3 million for the nine months ended September 30, 2023, primarily due to full amortization of certain intangible assets.Selling, general and administrativeSelling, general and administrative expenses of \$12.4 million for the three months ended September 30, 2024 increased by \$1.0 million, or 8.7%, from \$11.4 million for the three months ended September 30, 2023, primarily due to increase in professional charges related to SOX compliance, increased marketing and software expenses to support overall growth of the Company, offset by decrease in certain non-recurring professional charges related to business combination. Selling, general and administrative expenses of \$34.6 million for the nine months ended September 30, 2024 increased by \$3.3 million, or 10.5%, from \$31.3 million for the nine months ended September 30, 2023, primarily due to increase in professional charges related to SOX compliance, increased marketing and software expenses to support overall growth of the Company, offset by decrease in certain non-recurring professional charges related to business combination and legal expenses.32Other Expense, netOther expense, net were as follows:(in thousands)Three Months Ended September 30,Nine Months Ended September 30,20242023Change20242023ChangeOther (expense) incometerExpense\$(23,246)\$(19,997)\$(3,249)\$(65,836)\$(55,461)\$(10,375)Debt extinguishment and modification costs(43)\$€“(43)(8,666)\$€“(8,666)Other income, net\$11,732(21)2,011,319692Total other expense, net\$(22,578)\$(19,265)\$(3,313)\$(72,491)\$(54,142)\$(18,349)Interest expenseInterest expense of \$23.2 million for the three months ended September 30, 2024 increased by \$3.2 million, or 16.2%, from \$20.0 million for the three months ended September 30, 2023, due to increased outstanding balance of the term loan facility used for the acquisition of the Plastiq business and redemption of redeemable senior preferred stock, offset by a decrease in the revolving credit facility.Interest expense of \$65.8 million for the nine months ended September 30, 2024 increased by \$10.4 million, or 18.7%, from \$55.5 million for the nine months ended September 30, 2023, due to increased interest rates and increased outstanding balance of the term loan facility used for the acquisition of the Plastiq business and redemption of redeemable senior preferred stock, offset by a decrease in the revolving credit facility. Debt extinguishment and modification costsDebt extinguishment and modification costs of \$0.04 million for the three months ended September 30, 2024 and \$8.7 million for the nine months ended September 30, 2024, relates to the refinancing of the Company's credit facilities on May 16, 2024. Income tax (benefit) expense Income tax expense was as follows:(in thousands)Three Months Ended September 30,Nine Months Ended September 30,20242023Change20242023ChangeIncome before income taxes\$15,507A \$4,241A \$1,266A \$26,791A \$5,345A \$21,446A Income tax expense\$4,899A \$4,328A \$571A \$9,996A \$6,550A \$3,446A Effective tax rate31.6%102.1%102.5%122.5%W% compute our interim period income tax expense or benefit by using a forecasted EAETR and adjust for any discrete items arising during the interim period and any changes in our projected full-year business interest expense and taxable income. The EAETR for 2024 is 36.0% and includes the income tax provision on pre-tax income and a tax provision related to establishment of a valuation allowance for deferred income tax on the future portion of the Section 163(j) limitation created by additional 2024 interest expense. The effective tax rate for 2024 changed primarily due to an increase in the valuation allowance against certain business interest carryover deferred tax assets. Our consolidated effective income tax rates differ from the statutory rate due to timing and permanent differences between amounts calculated under GAAP and the U.S. tax code. The consolidated effective income tax rate for 2024 may not be indicative of our effective tax rate for future periods.33Segment ResultsThe CODM's review of segment performance and allocation of resources are based on the Adjusted EBITDA (a non-GAAP financial measure). Adjusted EBITDA at each segment level includes revenues of the segment, less costs of revenue (excluding depreciation and amortization) and operating expenses that are directly related those revenues. Operating overhead and shared costs are managed centrally and included in corporate segment.This non-GAAP financial measure helps to illustrate the underlying financial and business trends relating to results of operations of the Company and therefore used as a measure of segment profit or loss for the purposes of evaluation of segment performance and allocation of resources. SMB Payments(in thousands)Three Months Ended September 30,Nine Months Ended September 30,20242023Change20242023ChangeRevenues\$158,770A \$140,241A \$18,529\$457,875A \$443,122A \$14,753Adjusted EBITDAS\$28,644A \$27,613A \$1,031\$82,265A \$84,449A \$(2,184)Key Indicators:Merchant bankcard processing dollar value\$15,517,\$131A,\$150,995\$1,366,\$136A,\$96,861\$44,483,\$91\$1,613,370Merchant bankcard transaction count195,786178,72117,065\$64,855\$22,47042,385RevenuesRevenue from our SMB Payments segment was \$158.8 million for the three months ended September 30, 2024, compared to \$140.2 million for the three months ended September 30, 2023. The increase of \$18.5 million, or 13.2%, was primarily driven by increased transaction count and processed merchant bankcard dollar value. The Company's merchant card fee revenue from the SMB Payments segment (\$153.1 million for 2024 and \$136.3 million for 2023) as a percentage of merchant bankcard processing dollar value during 2024 increased to 0.99% from 0.96% during 2023. Revenue from our SMB Payments segment was \$457.9 million for the nine months ended September 30, 2024, compared to \$443.1 million for the nine months ended September 30, 2023. The increase of \$14.8 million, or 3.3%, was primarily driven by a decrease in certain incentives, decrease in rates as the Company's merchant card fee revenue from the SMB Payments segment (\$443.6 million for 2024 and \$428.5 million for 2023) as a percentage of merchant bankcard processing dollar value during 2024 remained consistent at 0.96% as compared to 2023. Adjusted EBITDAAadjusted EBITDA from our SMB Payments segment was \$28.6 million for the three months ended September 30, 2024, compared to \$27.6 million for the three months ended September 30, 2023. The increase of \$1 million or 3.7% was primarily driven by the contribution margin from increased revenue offset by increased selling, general and administrative expenses and mix related margin compression. Adjusted EBITDA from our SMB Payments segment was \$82.3 million for the nine months ended September 30, 2024, compared to \$84.4 million for the nine months ended September 30, 2023. The decrease of \$2.2 million or 2.6% was primarily driven by a decrease in certain incentive revenues, mix related margin compression and higher level of chargeback losses and other operating expenses.34B2B Payments(in thousands)Three Months Ended September 30,Nine Months Ended September 30,20242023Change20242023ChangeRevenues\$22,143A \$13,985A \$8,158\$65,368A \$19,744A \$45,624Adjusted EBITDAS\$1,933A \$1,359A \$574\$5,209A \$1,877A \$3,332Key Indicators:B2B issuing dollar volume\$255,323A \$221,456A \$33,867\$732,589A \$636,361A \$96,228B2B issuing transaction count256A 267A \$(11)738A 829A \$(91)RevenuesRevenue from our B2B Payments segment was \$22.1 million for the three months ended September 30, 2024, compared to \$14.0 million for the three months ended September 30, 2023. The increase of \$8.2 million was primarily driven by revenue from the Plastiq business and growth in CPX business. Revenue from our B2B Payments segment was \$65.4 million for the nine months ended September 30, 2024, compared to \$19.7 million for the nine months ended September 30, 2023. The increase of \$45.6 million was primarily driven by revenue from the Plastiq business and growth in CPX business. Adjusted EBITDAAadjusted EBITDA from our B2B Payments segment of \$1.9 million for the three months ended September 30, 2024, compared to \$1.4 million for the three months ended September 30, 2023. The increase in Adjusted EBITDA of \$0.6 million was primarily driven by \$1.3 million in the Plastiq business, offset by decrease of \$0.7 million in the CPX business due to certain bad debt write-offs. The Plastiq business was acquired on July 31, 2023.Adjusted EBITDA from our B2B Payments segment of \$5.2 million for the nine months ended September 30, 2024, compared to \$1.9 million for the nine months ended September 30, 2023.The increase in Adjusted EBITDA of \$3.3 million was contributed by \$0.9 million in the CPX business and \$2.4 million in the Plastiq business. The Plastiq business was acquired on July 31, 2023.Enterprise Payments(in thousands)Three Months Ended September 30,Nine Months Ended September 30,20242023Change20242023ChangeRevenues\$47,099A \$35,174A \$11,925\$131,758A \$93,919A \$37,839Adjusted EBITDAS\$40,940A \$29,757A \$11,183\$112,911A \$77,853A \$35,058Key Indicators:Average billed clients\$32,351590,578241,773766,370525,274241,096Average new enrollments\$62,87556,2696,60657,28151,86455,417RevenuesRevenue from our Enterprise Payments segment was \$47.1 million for the three months ended September 30, 2024, compared to \$35.2 million for the three months ended September 30, 2023. The increase of \$11.9 million or 33.9%, was primarily driven by an increase in billed clients and new customer enrollments, and growth in interest income due to higher balances of permissible investments. 35Revenue from our Enterprise Payments segment was \$131.8 million for the nine months ended September 30, 2024, compared to \$93.9 million for the nine months ended September 30, 2023. The increase of \$37.8 million or 40.3%, was primarily driven by an increase in billed clients and new customer enrollments, and growth in interest income due to higher balances of permissible investments. Adjusted EBITDAAadjusted EBITDA from our Enterprise Payments segment was \$40.9 million for the three months ended September 30, 2024, compared to \$29.8 million for the three months ended September 30, 2023. The increase of \$11.2 million or 37.6%, was primarily driven by increases in revenues.Adjusted EBITDA from our Enterprise Payments segment was \$112.9 million for the nine months ended September 30, 2024, compared to \$77.9 million for the nine months ended September 30, 2023. The increase of \$35.1 million or 45.0%, was primarily driven by increases in revenues.Three Months Ended September 30, 2024(in thousands)SMB PaymentsB2BPaymentsEnterprise PaymentsCorporateTotal ConsolidatedReconciliation of Adjusted EBITDA to GAAP MeasureAdjusted EBITDAS\$28,644A \$1,933A \$40,940A \$(16,876)\$54,641A Interest expense\$€“(1,066)\$€“(22,180)(23,246)Depreciation and amortization(6,939)(1,261)(4,304)(1,229)(3,733)Debt modification and extinguishment expenses\$€“(A) \$€“(A) \$€“(43)(43)Selling, general and administrative (non-recurring)\$€“(A) \$€“(A) \$€“(A) (696)(696)Non-cash stock based compensation(4)(73)(33)(1,306)(1,416)Income (loss) before taxes\$21,701A \$(467)\$36,603A \$(42,330)\$15,507A Three Months Ended September 30, 2023(in thousands)SMB PaymentsB2BPaymentsEnterprise PaymentsCorporateTotal ConsolidatedReconciliation of Adjusted EBITDA to GAAP MeasureAdjusted EBITDAS\$27,613A \$1,359A \$29,757A \$(13,767)\$44,962A Interest expense\$€“(A) (498)(62)(19,437)(19,997)Depreciation and amortization(9,136)(719)(5,947)(1,473)(17,275)Selling, general and administrative (non-recurring)\$€“(A) \$€“(A) \$€“(A) (2,114)(2,114)Non-cash stock based compensation(114)(36)(66)(1,285)(1,501)Other non-recurring gain, net\$€“(A) \$€“(A) \$€

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link:calculationLink link:definitionLink 9954473 - Disclosure - Revenues (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Settlement Assets and Customer/Subscriber Account Balances and Related Obligations (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Notes Receivable (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Property, Equipment and Software (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Goodwill and Other Intangible Assets - (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Debt Obligations (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Stock-based Compensation - (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Commitments and Contingencies (Tables) 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Customer/Subscriber Account Balances and Related Obligations - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Settlement Assets and Customer/Subscriber Account Balances and Related Obligations - Schedule of Settlement Assets and Obligations (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Notes Receivable - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Notes Receivable - Schedule of Principal Payments to be Received (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Property, Equipment and Software (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Goodwill and Other Intangible Assets - Goodwill Allocation (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Goodwill and Other Intangible Assets - Schedule of Goodwill (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Goodwill and Other Intangible Assets - Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Goodwill and Other Intangible Assets - Amortization Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Debt Obligations - Schedule of Long-Term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Debt Obligations - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - Debt Obligations - Interest Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - Redeemable Senior Preferred Stock and Warrants - Redemption Value (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - Redeemable Senior Preferred Stock and Warrants - Reconciliation of Temporary Equity (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - Redeemable Senior Preferred Stock and Warrants - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - Redeemable Senior Preferred Stock and Warrants - Schedule of Dividends (Details) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - Income Taxes - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - Stockholders' Deficit - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - Stock-based Compensation - Schedule of Equity-Based Compensation (Details) link:presentationLink link:calculationLink link:definitionLink 9954508 - Disclosure - Stock-based Compensation - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954509 - Disclosure - Related Party Transactions - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954510 - Disclosure - Commitments and Contingencies - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954511 - Disclosure - Commitments and Contingencies - Contingent Consideration Rollforward (Details) link:presentationLink link:calculationLink link:definitionLink 9954512 - Disclosure - Fair Value - Contingent Consideration Current and Non-Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954513 - Disclosure - Fair Value - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954514 - Disclosure - Segment Information - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954515 - Disclosure - Segment Information - Schedule of Segment Reporting Information by Segment (Details) link:presentationLink link:calculationLink link:definitionLink 9954516 - Disclosure - Segment Information - Reconciliation of Total Operating Income (Details) link:presentationLink link:calculationLink link:definitionLink 9954517 - Disclosure - Earnings (Loss) per Common Share - Schedule of Earnings (Loss) Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954518 - Disclosure - Earnings (Loss) per Common Share - Schedule of Antidilutive Securities (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 7 prth-20240930 cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 8 prth-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 9 prth-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Purchase commitment, maximum contractual term Purchase commitment, Maximum Contractual Term Purchase commitment, Maximum Contractual Term Redemption of PHOT redeemable NCI Payments for Repurchase of Redeemable Noncontrolling Interest Adjustments to reconcile net income (loss) to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Debt and Equity Securities, FV-NI [Line Items] Debt and Equity Securities, FV-NI [Line Items] Statistical Measurement [Domain] Statistical Measurement [Domain] Related Party Transactions Related Party Transactions Disclosure [Text Block] Repayments of long-term debt Repayments of Long-Term Debt Other nonoperating income Other Nonoperating Income Cover [Abstract] Cover [Abstract] Net increase in cash and cash equivalents, and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Schedule of Indefinite-Lived Intangible Assets [Table] Intangible Asset, Indefinite-Lived [Table] Debt extinguishment and modification costs Debt modification and extinguishment expenses Gain (Loss) On Restructuring And Modification Of Debt Gain (Loss) On Restructuring And Modification Of Debt Trading Symbol Trading Symbol Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] Notes receivable, average interest rate Notes Receivable, Average Interest Rate Notes Receivable, Average Interest Rate Redemption of senior preferred stock Temporary Equity, Redemption Of Senior Preferred Stock Temporary Equity, Redemption Of Senior Preferred Stock Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest 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 Earnings (Loss) Per Common Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Other Commitments [Line Items] Other Commitments [Line Items] Accounts receivable allowance for credit loss Accounts Receivable, Allowance for Credit Loss, Current Plastiq adjustment Goodwill, Measurement Period Adjustment Customer account obligations Customer Account Obligations [Member] Customer Account Obligations Schedule of Equity-Based Compensation Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Adjustment to NCI Noncontrolling Interest, Decrease from Distributions to Noncontrolling Interest Holders Exchange for PHOT redeemable NCI (in shares) Stock Issued During Period, Shares, Conversion of Convertible Securities Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Accounts receivable Increase (Decrease) in Accounts Receivable Adjustment to value of profit interest units Adjustment To Value Of Profit Interest Units Adjustment To Value Of Profit Interest Units Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Fair Value Fair Value Disclosures [Text Block] Interest rate during period Line of Credit Facility, Interest Rate at Period End Award Timing Disclosures [Line Items] Other assets and liabilities, net Increase (Decrease) in Other Operating Assets and Liabilities, Net Other Performance Measure, Amount Other Performance Measure, Amount Goodwill [Line Items] Goodwill [Line Items] Common stock, shares outstanding (in shares) Beginning balance, common stock (in shares) Ending balance, common stock (in shares) Common Stock, Shares, Outstanding Class of Warrant or Right [Axis] Class of Warrant or Right [Axis] Purchase commitment, term Purchase Commitment, Term Purchase Commitment, Term Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Exercise price (in dollars per share) Sale of Stock, Price Per Share Plan Name [Domain] Plan Name [Domain] Effect of dilutive potential common shares (in shares) Weighted Average Number of Shares Outstanding, Diluted, Adjustment Other noncurrent assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Temporary equity, shares issued (in shares) Temporary Equity, Shares Issued Gross Carrying Value Finite-Lived Intangible Assets, Gross Schedule of Finite-Lived Intangible Assets [Table] Intangible Asset, Finite-Lived [Table] Schedule of Long-Term Debt Schedule of Long-Term Debt Instruments [Table Text Block] Number of shares repurchased (in shares) Treasury Stock, Shares, Acquired Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Notes Receivable Loans, Notes, Trade and Other Receivables Disclosure [Text Block] Equipment, net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Equipment Operating Segments Operating Segments [Member] Receivable Type [Axis] Receivable Type [Axis] Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Purchase price Sale of Stock, Consideration Received on Transaction Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Treasury Stock Treasury Stock, Common [Member] Secured Debt Secured Debt [Member] Eliminations Intersegment Eliminations [Member] Plan Name [Axis] Plan Name [Axis] Due To ACH Payees Due To ACH Payees [Member] Due To ACH Payees [Member] Equity Components [Axis] Equity Components [Axis] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Percentage ownership prior to transaction Percentage Of Ownership Before Transaction Percentage Of Ownership Before Transaction Trade names Trade Names [Member] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Payments for purchase obligation Payments For Purchase Obligation Payments For Purchase Obligation Equity-based compensation expense capitalized Share-Based Payment Arrangement, Amount Capitalized Use of Estimates Use of Estimates, Policy [Policy Text Block] Total operating expenses Costs and Expenses Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Receivable [Domain] Receivable [Domain] Adjustment to Compensation, Amount Adjustment to Compensation Amount Vendor Services Vendor Services [Member] Vendor Services Common equity of acquiring entity Business Combination, Consideration Transferred, Equity Interests Issued and Issuable Compensation Amount Outstanding Recovery Compensation Amount 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 Technology Developed Technology Rights [Member] Company Selected Measure Amount Company Selected Measure Amount Tabular List, Table Tabular List [Table Text Block] 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] Consideration: Business Combination, Consideration Transferred [Abstract] Total customer/subscriber account obligations Customer And Subscriber Account Obligations [Member] Customer And Subscriber Account Obligations Finite-lived intangible assets acquired Finite-Lived Intangible Assets Acquired 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] Contingent consideration, current portion Business Combination, Contingent Consideration, Liability, Current Warrants and rights, number of shares allowed to purchase (in shares) Class of Warrant or Right, Number of Securities Called by Warrants or Rights Antidilutive securities that were excluded from loss per common share (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Variable rate (as a percent) Temporary Equity, Dividend Payment Rate, Variable Temporary Equity, Dividend Payment Rate, Variable 2028 Financing Receivable, after Allowance for Credit Loss, Maturity, Year Four Financing Receivable, after Allowance for Credit Loss, Maturity, Year Four Credit Facility [Domain] Credit Facility [Domain] Cash and cash equivalents and restricted cash at beginning of period Cash and cash equivalents and restricted cash at end of period Cash paid for income taxes, net of refunds Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Schedule of Accounts, Notes, Loans and Financing Receivable [Table] Accounts and Financing Receivables [Table] Redeemable non-controlling interest preferred yield percent Redeemable Noncontrolling Interest, Equity, Preferred, Annual Preferred Yield Percent Redeemable Noncontrolling Interest, Equity, Preferred, Annual Preferred Yield Percent Temporary equity, adjustment rate Temporary Equity, Adjustment Rate Temporary Equity, Adjustment Rate Current assets: Assets, Current [Abstract] Goodwill Goodwill, beginning balance Goodwill, ending balance Goodwill Consolidation Items [Axis] Consolidation Items [Axis] Indefinite-lived Intangible Assets, Major Class Name [Domain] Indefinite-Lived Intangible Assets, Major Class Name [Domain] Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax [Abstract] Authorized amount to be repurchased Share Repurchase Program, Authorized, Amount Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table] Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table] Treasury stock (in shares) Beginning balance, treasury stock (in shares) Ending balance, treasury stock (in shares) Treasury Stock, Common, Shares Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Customer deposits and advance payments Contract With Customer, Liability, Current And Other Contract With Customer, Liability, Current And Other Product and Service [Domain] Product and Service [Domain] Stock-based compensation expense Outstanding stock option awards Share-Based Payment Arrangement, Option [Member] Provision for merchant losses Provision for Other Credit Losses Goodwill [Roll Forward] Goodwill [Roll Forward] Depreciation expense Depreciation Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Merchant card fees Merchant Card Fees [Member] Merchant Card Fees Money transmission licenses License [Member] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Preferred stock, shares outstanding (in shares) Preferred Stock, Shares Outstanding Repayments of borrowings under revolving credit facility Repayments of Lines of Credit Outstanding warrants on Common Stock Warrant [Member] Security Exchange Name Security Exchange Name Award Type [Axis] Award Type [Axis] Numerator: Earnings Per Share, Basic [Abstract] Capital Commitments Capital Commitments [Member] Capital Commitments Other settlement assets Other Settlement Assets [Member] Other Settlement Assets Outstanding options and warrants issued to adviser Options And Warrants [Member] Options And Warrants Write off of deferred debt Issuance cost Deferred Debt Issuance Cost, Writeoff Property, equipment and software, net Property, equipment and software, net Property, Plant and Equipment, Net Total liabilities Liabilities Non-controlling interests in consolidated subsidiaries Equity, Attributable to Noncontrolling Interest Salary and employee benefits Labor and Related Expense Common shares, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Other commitment Other Commitment Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Foreign Currency Foreign Currency Transactions and Translations Policy [Policy Text Block] Revolving Credit Facility Revolving Credit Facility [Member] Settlement obligations Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Settlement Obligations Business

Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Settlement Obligations Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Redemption of senior preferred stock Payments for Repurchase of Redeemable Preferred Stock Total Shareholder Return Amount Total Shareholder Return Amount Common stock issued (in shares) Common Stock, Shares, Issued Entity [Domain] Entity [Domain] Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Equipment Equipment [Member] Repurchases of shares withheld for taxes Payments For Repurchase Of Common Stock And Shares Withheld For Taxes Payments For Repurchase Of Common Stock And Shares Withheld For Taxes Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Less: Accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Redemption of accumulated unpaid dividend Temporary Equity, Redemption Of Accretion Of Dividends Temporary Equity, Redemption Of Accretion Of Dividends Property, equipment and software Property, Plant and Equipment, Gross Debt Instrument [Line Items] Debt Instrument [Line Items] Schedule of Fair Value, Net Derivative Asset (Liability), Unobservable Input Reconciliation Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Notes receivable, allowance for credit loss Financing Receivable, Allowance for Credit Loss, Current Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Common shares authorized (in shares) Common Stock, Shares Authorized Acquisition of business, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Notes receivable Total Financing Receivable, after Allowance for Credit Loss Diluted (in shares) Diluted weighted-average common shares outstanding (in shares) Weighted Average Number of Shares Outstanding, Diluted Maximum hours per week Share-based Compensation Arrangement by Share-based Payment Award, Award Requisite Service, Hours Per Week Share-based Compensation Arrangement by Share-based Payment Award, Award Requisite Service, Hours Per Week MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Deposits, agency-owned accounts Deposits, Agency-Owned Accounts Deposits, Agency-Owned Accounts Purchase obligation next year Purchase Obligation, to be Paid, Year One Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Debt issuance and modification costs paid Payments (Refunds) Of Debt Issuance And Modification Costs Payments (Refunds) Of Debt Issuance And Modification Costs Total stockholders' deficit attributable to stockholders of Priority Equity, Attributable to Parent Prepaid expenses Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Prepaid Expense and Other Assets Subscriber account obligations Subscriber Account Obligations [Member] Subscriber Account Obligations Weighted-average common shares outstanding: Weighted Average Number Of Shares Outstanding, Basic and Diluted [Abstract] Weighted Average Number Of Shares Outstanding, Basic and Diluted Interest expense Interest expense, Nonoperating Schedule of Goodwill Schedule of Goodwill [Table Text Block] Property, Equipment and Software Property, Plant and Equipment Disclosure [Text Block] Payment of contingent consideration related to business combination Payment for Contingent Consideration Liability, Financing Activities Selling, general and administrative Selling, General and Administrative Expense Accounts receivable, net of allowances of \$7,887 and \$5,289, respectively Accounts Receivable, after Allowance for Credit Loss, Current Equipment Product [Member] Money transmission services Money Transmissions Services [Member] Money Transmissions Services Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Share Items] Sale of Stock [Domain] Sale of Stock [Domain] Maximum number of shares available for purchase (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Settlement and customer/subscriber accounts obligations, net Payments For (Proceeds From) Settlement And Customer Accounts Obligations, Net Payments For (Proceeds From) Settlement And Customer Accounts Obligations, Net Long-term debt, net Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Chief Operating Officer Chief Operating Officer [Member] B2B Payments PlastiQ (B2B Payments) B2B Payments Segment [Member] B2B Payments [Member] Settlement Assets and Customer/Subscriber Account Balances and Related Obligations Settlement Assets And Obligations [Text Block] Settlement Assets And Obligations [Text Block] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets Assets [Abstract] Restricted cash Restricted Cash, Current Document Type Document Type Bank Bank [Member] Bank Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total purchase consideration, net of cash and restricted cash acquired Business Combination, Consideration Transferred, Net Of Cash And Restricted Cash Acquired Business Combination, Consideration Transferred, Net Of Cash And Restricted Cash Acquired Schedule of Segment Reporting Information by Segment Schedule of Segment Reporting Information, by Segment [Table Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Computer software Computer Software, Intangible Asset [Member] Incentive units compensation expense Equity Incentive Units [Member] Equity Incentive Units Settlement Assets, net of estimated losses Settlement Assets [Abstract] Settlement Assets [Abstract] Contingent consideration, noncurrent portion Business Combination, Contingent Consideration, Liability, Noncurrent Deficit Attributable to Stockholders Parent [Member] Settlement assets Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Current Assets, Settlement Assets Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Current Assets, Settlement Assets Money transmission licenses Indefinite-Lived Intangible Assets (Excluding Goodwill) Maximum Maximum [Member] Contract with customer, liabilities Contract with Customer, Liability Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Net Carrying Value Finite-Lived Intangible Assets, Net Furniture and fixtures Furniture and Fixtures [Member] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Temporary Equity [Abstract] Accounting Policies [Abstract] Accounting Policies [Abstract] Redemption of PHOT redeemable NCI Adjustments To Additional Paid In Capital, Redemption Of Redeemable Noncontrolling Interest Adjustments To Additional Paid In Capital, Redemption Of Redeemable Noncontrolling Interest Accumulated dividends accrued as part of the carrying value of redeemable senior preferred stock Temporary Equity, Accumulated Dividends On Redeemable Preferred Stock Temporary Equity, Accumulated Dividends On Redeemable Preferred Stock Less: unamortized debt discounts and deferred financing costs Debt Instrument, Unamortized Discount Less: Dividends and accretion attributable to redeemable senior preferred stockholders Less: Dividends and accretion attributable to redeemable senior preferred stockholders Preferred Stock Dividends, Income Statement Impact Leasehold improvements Leasehold Improvements [Member] Schedule of Settlement Obligations Offsetting Liabilities [Table Text Block] Less: Return on redeemable NCI in consolidated subsidiary Net Income (Loss) Attributable to Redeemable Noncontrolling Interest Acquisition Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Award Type [Domain] Award Type [Domain] Settlement and Customer/Subscriber Account Obligations: Settlement Liabilities [Abstract] Settlement Liabilities [Abstract] Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Schedule of Antidilutive Securities Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Temporary equity, shares authorized (in shares) Temporary Equity, Shares Authorized Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Total purchase consideration Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Deferred income taxes, net Deferred Income Tax Assets, Net Non-PEO NEO Non-PEO NEO [Member] Weighted-average Useful Life Finite-Lived Intangible Asset, Useful Life Temporary equity par value (in dollars per share) Temporary Equity, Par or Stated Value Per Share APIC Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Volume of days Sale of Stock, Threshold Period Sale of Stock, Threshold Period Customer relationships Customer Relationships [Member] Recently Issued Accounting Standards Pending Adoption New Accounting Pronouncements, Policy [Policy Text Block] Diluted (in dollars per share) Diluted Earnings (loss) per common share (in dollars per share) Earnings Per Share, Diluted Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Customer deposits and advance payments Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Other non-recurring gain, net Other Nonrecurring (Income) Expense Preferred stock shares 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, ESPP and incentive units compensation Non-cash stock based compensation Share-Based Payment Arrangement, Noncash Expense Redeemable senior preferred stock Temporary Equity, Par Value Contingent Consideration Type [Domain] Contingent Consideration Type [Domain] Net income (loss) Net income (loss) Net income (loss) Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Income tax expense Income Tax Expense (Benefit) Notes receivable, net Payments for (Proceeds from) Loans Receivable Corporate Segment Reporting, Reconciling Item, Corporate Nonsegment [Member] Property, equipment and software Depreciable Property, Plant And Equipment [Member] Depreciable Property, Plant And Equipment Supplemental cash flow information: Supplemental Cash Flow Information [Abstract] Revenues Revenues Revenue from Contract with Customer, Excluding Assessed Tax Acquisitions of assets and other investing activities Payments to Acquire Intangible Assets Total other expense, net Nonoperating Income (Expense) Debt extinguishment and modification costs Debt Extinguishment And Modification Costs, Noncash Debt Extinguishment And Modification Costs, Noncash Measurement period adjustment to purchase price Measurement Period Adjustment To Purchase Price Measurement Period Adjustment To Purchase Price Cash and cash equivalents Cash Equivalents, at Carrying Value Effective income tax rate Effective Income Tax Rate Reconciliation, Percent Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Operating income Operating Income (Loss) Additional number of shares available for purchase (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Variable Rate [Domain] Variable Rate [Domain] Business Acquisition [Line Items] Business Acquisition [Line Items] Number of reportable segments Number of Reportable Segments Total liabilities, redeemable senior preferred stock, redeemable NCI and stockholders' deficit Liabilities and Equity Redeemable senior preferred stock, net of discounts and issuance costs: Temporary Equity, Carrying Amount, Including Portion Attributable to Noncontrolling Interests [Abstract] 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] Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital SOFR rate floor Debt Instrument, Interest Rate, SOFR Floor Debt Instrument, Interest Rate, SOFR Floor Adjusted EBITDA Total consolidated Adjusted EBITDA Adjusted EBITDA Adjusted EBITDA Amortization expense Amortization of Deferred Charges Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Legal Entity [Axis] Legal Entity [Axis] Dividends paid to redeemable senior preferred stockholders Payments of Dividends Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Basis of Presentation and Significant Accounting Policies Organization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block] Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Shares withheld for taxes Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation AOCI AOCI Attributable to Parent [Member] Remaining performance obligations, which are expected to be recognized as revenue, period (in months) Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period Contingent consideration payments Business Combination, Consideration Transferred, Liabilities Incurred Notes receivable, fair value Notes Receivable, Fair Value Disclosure Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Operating expenses Operating Expenses [Abstract] Schedule of Property, Equipment and Software Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Accounts, Notes, Loans and Financing Receivable [Line Items] Accounts, Notes, Loans and Financing Receivable [Line Items] Consideration transferred Business Combination, Consideration Transferred Liabilities, Redeemable Senior Preferred Stock, Redeemable NCI, and Stockholders' Deficit Liabilities and Equity [Abstract] Beginning balance Ending balance Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Restatement Determination Date Restatement Determination Date Warrants Issued To Advisor Warrants Issued To Advisor [Member] Warrants Issued To Advisor Quarterly principal payment Debt Instrument, Periodic Payment Notes receivable allowance for credit loss Financing Receivable, Allowance for Credit Loss Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Related Party Transactions [Abstract] Related Party Transactions [Abstract] Income taxes (receivable) payable Increase (Decrease) in Income Taxes Receivable Outsourced services and other services Outsourced Services And Other Services [Member] Outsourced Services And Other Services [Member] 2026 Financing Receivable, after Allowance for Credit Loss, Maturity, Year Two Financing Receivable, after Allowance for Credit Loss, Maturity, Year Two Residual buyouts Residual Buyouts [Member] Residual Buyouts [Member] Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Equity-classified stock-based compensation APIC, Share-Based Payment Arrangement, Other, Increase for Cost Recognition Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Segments [Axis] Segments [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Current portion of notes receivable, net of allowance of \$0 and \$0, respectively Financing Receivable, after Allowance for Credit Loss, Current Property, Plant and Equipment [Abstract] Property, Plant and Equipment [Abstract] Total debt obligations Long-Term Debt, Gross Exercise Price Award Exercise Price 2024 Credit Agreement 2024 Credit Agreement [Member] 2024 Credit Agreement 2025 Financing Receivable, after Allowance For Credit Loss, Maturity, Year One Financing Receivable, after Allowance For Credit Loss, Maturity, Year One Earnings (Loss) per Common Share Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration SMB Payments SMB Payments Segment [Member] SMB Payments [Member] Goodwill and Other Intangible Assets Goodwill and Intangible Assets Disclosure [Text Block] Stockholders' deficit: Equity, Attributable to Parent [Abstract] Subsidiaries Subsidiaries [Member] Earnings Per Share, Basic Earnings Per Share, Basic, Other Disclosure [Abstract] Redemption of senior preferred stock (in shares) Temporary Equity, Shares, Redemption Of Senior Preferred Stock Temporary Equity, Shares, Redemption Of Senior Preferred Stock Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Segments [Domain] Segments [Domain] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] All Individuals All Individuals [Member] Write off of unamortized fees Debt Extinguishment And Modification, Unamortized Fees Writeoff Debt Extinguishment And Modification, Unamortized Fees Writeoff Borrowings under revolving credit facility Proceeds from Lines of Credit Merchant portfolios Service Agreements [Member] PEO PEO [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Unpaid dividend on redeemable senior preferred stock Temporary Equity, Accretion of Dividends Name Trading Arrangement, Individual Name Other income, net Other Nonoperating Income (Expense) Acquisition of intangible asset Noncash or Part Noncash Acquisition, Intangible Assets Acquired, Net Noncash or Part Noncash Acquisition, Intangible Assets Acquired, Net Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Intangible assets, net Net Carrying Value Intangible Assets, Net (Excluding Goodwill) Receivables [Abstract] Receivables [Abstract] Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] 2018 Plan 2018 Equity Incentive Plan [Member] 2018 Equity Incentive Plan [Member] Share Exchange Share Exchange [Member] Share Exchange Card settlements due from networks Card Settlements Due From Networks [Member] Card Settlements Due From Networks Treasury stock at cost, 4,348,101 and 2,632,166 shares at September 30, 2024 and December 31, 2023, respectively Treasury Stock, Common, Value Unused commitment fee percentage Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Customer deposits Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Current Liabilities, Customer Deposits Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Current Liabilities, Customer Deposits Dividend rate (as a percent) Temporary Equity, Dividend Rate, Percentage Temporary Equity, Dividend Rate, Percentage Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Other Commitments [Domain] Other Commitments [Domain] Dividend payable Dividends Payable Other (expense) income Other Nonoperating Income (Expense) [Abstract] Issuance of NCI Stock Issued 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] Related Party [Domain] Related and Nonrelated Parties [Domain] Accrued residual commissions Accrued Sales Commission, Current Redemption of accumulated unpaid dividend on redeemable senior preferred stock Payments For Redemption Of Accumulated Unpaid Dividend Payments For Redemption Of Accumulated Unpaid Dividend

Accounts payable and accrued expenses Accounts Payable and Accrued Liabilities, Current Impairment losses on receivables from contracts with customers Capitalized Contract Cost, Impairment Loss Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Authorized amount to be repurchased (in shares) Share Repurchase Program, Authorized, Number of Shares Gross Carrying Value Intangible Assets, Gross (Excluding Goodwill) Liability Class [Axis] Liability Class [Axis] Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Payments to acquire interest in subsidiaries and affiliates Payments to Acquire Interest in Subsidiaries and Affiliates Schedule of Reconciliation of Revenue from Segments to Consolidated Reconciliation of Revenue from Segments to Consolidated [Table Text Block] Allowance for settlement assets Settlement Assets, Allowance Settlement Assets, Allowance Minimum number of days employed to be eligible for plan Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period Change in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Secured Overnight Financing Rate (SOFR) Secured Overnight Financing Rate (SOFR) [Member] Increase in borrowing capacity Line of Credit Facility, Increase (Decrease), Net PEO Total Compensation Amount PEO Total Compensation Amount Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Purchase price (as a percent) Share-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, Percent Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Chief Executive Officer And Chairman Chief Executive Officer And Chairman [Member] Chief Executive Officer And Chairman Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock Common Stock [Member] Measure: Measure [Axis] Accretion of discounts and issuance costs Temporary Equity, Accretion Of Discount And Issuance Cost Temporary Equity, Accretion Of Discount And Issuance Cost Non-compete agreements Noncompete Agreements [Member] 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 Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] PHOT share issuance (in shares) Stock Issued During Period, Shares, New Issues Line of Credit Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Indefinite-lived Intangible Assets [Axis] Indefinite-Lived Intangible Assets [Axis] 2021 Credit Agreement 2021 Credit Agreement [Member] 2021 Credit Agreement Segment Reporting [Abstract] Segment Reporting [Abstract] Shares withheld for taxes (in shares) Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation Entity Central Index Key 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 Selling, general and administrative (non-recurring) Other Selling, General and Administrative Expense Percentage of preferred stock owned Preferred Stock, Percentage Owned Preferred Stock, Percentage Owned Percentage of ownership after transaction Percentage Of Ownership After Transaction Percentage Of Ownership After Transaction Stockholders' Deficit Equity [Text Block] Accounts payable and other accrued liabilities Increase (Decrease) in Accounts Payable and Accrued Liabilities Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Preferred stock par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share Temporary equity, shares outstanding (in shares) Beginning balance (in shares) Ending balance (in shares) Temporary Equity, Shares Outstanding Segment Information Segment Reporting Disclosure [Text Block] Current portion of long-term debt Less: current portion of long-term debt Long-Term Debt, Current Maturities Reconciliation of cash and cash equivalents, and restricted cash: Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Prior Acquisitions Prior Acquisitions [Member] Prior Acquisitions Change in contingent consideration Business Combination, Contingent Consideration Arrangements, Change in Amount of Contingent Consideration, Liability Restricted stock awards Restricted Stock [Member] Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Return on PHOT redeemable NCI Adjustments To Additional Paid In Capital, Decrease From Return On Redeemable Noncontrolling Interest Adjustments To Additional Paid In Capital, Decrease From Return On Redeemable Noncontrolling Interest Title Trading Arrangement, Individual Title Schedule of Financing Receivable, before Allowance for Credit Loss, Maturity Financing Receivable, before Allowance for Credit Loss, Maturity [Table Text Block] Statement [Table] Statement [Table] Interest expense for outstanding debt Interest Expense, Debt Consolidation Items [Domain] Consolidation Items [Domain] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Other Holders Other Holders [Member] Other Holders Total contingent consideration Business Combination, Contingent Consideration, Liability Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Foreign currency translation adjustments Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Total current assets Assets, Current Schedule of Interest Expense for Outstanding Debt Interest Income and Interest Expense Disclosure [Table Text Block] Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Dividends declared Dividends, Temporary Equity, Declared Dividends, Temporary Equity, Declared Amortization of debt issuance costs, quarterly payment Amortization Of Debt Issuance Costs, Quarterly Payment Amortization Of Debt Issuance Costs, Quarterly Payment, Increase (Decrease) Non-cash investing and financing activities: Noncash Investing and Financing Items [Abstract] Dividends on redeemable senior preferred stock Adjustments to Additional Paid in Capital, Dividends in Excess of Retained Earnings Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Long-term debt, net of current portion, discounts and debt issuance costs Long-Term Debt, Excluding Current Maturities Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill Redeemable Senior Preferred Stock and Warrants Temporary Equity And Warrant Disclosure [Text Block] Temporary Equity And Warrant Disclosure Other Commitments [Axis] Other Commitments [Axis] Capital work in-progress Capital Work-In-Progress [Member] Capital Work-In-Progress Income Taxes Income Tax Disclosure [Text Block] Earnings (loss) per common share: Earnings Per Share [Abstract] Equity [Abstract] Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Merchant reserves held by sponsor banks Merchant Reserves Held By Sponsor Banks Merchant Reserves Held By Sponsor Banks Related Party Transaction [Line Items] Related Party Transaction [Line Items] Damages sought per violation Loss Contingencies, Damages Sought, Amount Per Violation Loss Contingencies, Damages Sought, Amount Per Violation Deferred income tax Deferred Income Taxes and Tax Credits Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Credit Facility [Axis] Credit Facility [Axis] Amendment Flag Amendment Flag Redemption value Redeemable Noncontrolling Interest, Equity, Preferred, Redemption Value Long-term debt, fair value Long-Term Debt, Fair Value Entity Registrant Name Entity Registrant Name Cash paid to acquire business Cash Payments to Acquire Businesses, Gross Accounts receivable Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables 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 of assets Depreciation, Depletion and Amortization Increase (Decrease) in Temporary Equity [Roll Forward] Increase (Decrease) in Temporary Equity [Roll Forward] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Accumulated unpaid dividend Temporary Equity, Accumulated Unpaid Dividends Temporary Equity, Accumulated Unpaid Dividends Debt Securities, Trading, and Equity Securities, FV-NI [Table] Debt Securities, Trading, and Equity Securities, FV-NI [Table] Foreign currency translation adjustment Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Fair Value as of Grant Date Award Grant Date Fair Value Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract] Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract] Due to customer payees Due To Customer Payees [Member] Due To Customer Payees Number of shares issued in transaction (in shares) Sale of Stock, Number of Shares Issued in Transaction Debt Obligations Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Cash and cash equivalents included in settlement assets and customer/subscriber account balances (see Note 4) Restricted Cash Equivalents, Current Plastic Plastic [Member] Plastic Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Face amount of debt Debt Instrument, Face Amount Schedule of Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] PHOT share issuance Stock Issued During Period, Value, New Issues Technology Technology-Based Intangible Assets [Member] Payment of contingent consideration Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Settlements Entity Address, Postal Zip Code Entity Address, Postal Zip Code Consolidation Consolidation, Policy [Policy Text Block] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Common Stock, \$0.001 par value; 1,000,000,000 shares authorized; 81,440,659 and 79,589,055 shares issued at September 30, 2024 and December 31, 2023, respectively; and 77,092,558 and 76,956,889 shares outstanding at September 30, 2024 and December 31, 2023, respectively Common Stock, Value, Issued Amortization of debt discount (premium) and debt issuance costs Amortization Of Debt Discount (Premium) And Debt Issuance Costs Amortization Of Debt Discount (Premium) And Debt Issuance Costs Dividend rate, floor (as a percent) Temporary Equity, Dividend Payment Rate, Floor Temporary Equity, Dividend Payment Rate, Floor Share-based Payment Arrangement [Abstract] Share-Based Payment Arrangement [Abstract] Amortization of acquisition costs Amortization of Acquisition Costs Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Accretion of contingent consideration Fair Value, Liability, Recurring Basis, Still Held, Unrealized Gain (Loss) Income before income taxes Income (Loss) Attributable to Parent, before Tax Third-Party Processing Fees Third-Party Processing Fees [Member] Third-Party Processing Fees Net leverage ratio, period one Debt Instrument, Covenant, Maximum Net Leverage Ratio, Period One 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] Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Settlement and customer/subscriber account obligations Settlement Liabilities, Current Indefinite-lived Intangible Assets [Line Items] Indefinite-Lived Intangible Assets [Line Items] Fair Value by Liability Class [Domain] Fair Value by Liability Class [Domain] Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Business Acquisition, Contingent Consideration [Line Items] Business Acquisition, Contingent Consideration [Line Items] Preferred stock, \$0.001; 100,000,000 shares authorized; 0 issued or outstanding at September 30, 2024 and December 31, 2023 Preferred Stock, Value, Issued Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] ESPP compensation expense 2021 Stock Purchase Plan Employee Stock [Member] Depreciation and amortization Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Basic (in dollars per share) Basic Earnings (loss) per common share (in dollars per share) Earnings Per Share, Basic Cash and cash equivalents Cash and Cash Equivalents [Member] Less: cash and restricted cash acquired Cash Acquired from Acquisition Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Schedule of Goodwill [Table] Goodwill [Table] Net income (loss) attributable to common stockholders Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Cash portion of dividend payable for redeemable senior preferred stock Cash Portion Of Dividend Payable For Redeemable Senior Preferred Stock Cash Portion Of Dividend Payable For Redeemable Senior Preferred Stock 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] Redeemable senior preferred stock, \$0.001 par value; 250,000 shares authorized; 225,000 shares issued at September 30, 2024 and December 31, 2023; 88,064 and 225,000 shares outstanding at September 30, 2024 and December 31, 2023, respectively Redeemable senior preferred stock, net of discounts and issuance costs: Beginning balance Ending balance Temporary Equity, Carrying Amount, Attributable to Parent Less: unamortized discounts and issuance costs Temporary Equity, Unamortized Discounts And Issuance Costs Temporary Equity, Unamortized Discounts And Issuance Costs Total assets Assets Net leverage ratio, period two Debt Instrument, Covenant, Maximum Net Leverage Ratio, Period Two Debt Instrument, Covenant, Maximum Net Leverage Ratio, Period Two Cash portion of dividend outstanding Temporary Equity, Cash Portion Of Dividend And Ticking Fee Outstanding Temporary Equity, Cash Portion Of Dividend And Ticking Fee Outstanding Enterprise Payments Enterprise Payments Segment [Member] Enterprise Payments [Member] Issuance of profit interests/common equity in subsidiaries Noncontrolling Interest, Increase from Subsidiary Equity Issuance Schedule of Fair Value, Assets Measured on Recurring Basis Fair Value, Assets Measured on Recurring Basis [Table Text Block] Additions to property, equipment and software Payments to Acquire Property, Plant, and Equipment Other noncurrent liabilities Other Liabilities, Noncurrent Cost of revenue (excludes depreciation and amortization) Cost of Goods and Service, Excluding Depreciation, Depletion, and Amortization Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Commitments and contingencies (Note 14) Commitments and Contingencies Termination Date Trading Arrangement Termination Date Class of Warrant or Right [Domain] Class of Warrant or Right [Domain] Schedule of Related Party Transactions, by Related Party [Table] Related Party Transaction [Table] Warrants, exercise price (in dollars per share) Class of Warrant or Right, Exercise Price of Warrants or Rights Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Stock-based Compensation Share-Based Payment Arrangement [Text Block] Recognized amounts of assets acquired and liabilities assumed: Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets [Abstract] 2027 Financing Receivable, after Allowance for Credit Loss, Maturity, Year Three Financing Receivable, after Allowance for Credit Loss, Maturity, Year Three Entity Address, City or Town Entity Address, City or Town Proceeds from issuance of long-term debt, net of issue discount Proceeds from debt issuance Proceeds from Issuance of Long-Term Debt Schedule of Recognized Identified Assets Acquired and Liabilities Assumed Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Debt Instrument [Axis] Debt Instrument [Axis] Schedule of Temporary Equity Temporary Equity [Table Text Block] Reconciliation of Segment measure of profit or loss to income (loss) before income taxes Segment Reporting Information, Income (Loss) before Income Taxes [Abstract] Net Income (Loss) Net Income (Loss) Attributable to Parent Stock-based compensation expense Share-Based Payment Arrangement, Expense Trading Arrangement: Trading Arrangement [Axis] Exchange for PHOT redeemable NCI Stock Issued During Period, Value, Conversion of Convertible Securities Settlement assets and customer/subscriber account balances Settlement Assets, Current Other Commitments [Table] Other Commitments [Table] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Schedule of Settlement Assets Offsetting Assets [Table Text Block] Business Acquisition [Axis] Business Acquisition [Axis] Schedule of Other Intangible Assets Schedule of Finite-Lived Intangible Assets [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Referral Partner Relationships Referral Partner Relationships [Member] Referral Partner Relationships 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] Maximum percentage of credit outstanding (as a percent) Debt Instrument, Covenant, Threshold Amount Outstanding Debt Instrument, Covenant, Threshold Amount Outstanding Entity File Number Entity File Number Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Revenues Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus NCI Noncontrolling Interest [Member] Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Value of shares repurchased Treasury Stock, Value, Acquired, Cost Method Entity Address, Address Line Two Entity Address, Address Line Two Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Name Forgone Recovery, Individual Name Document Period End Date Document Period End Date Sale of Stock [Axis] Sale of Stock [Axis] Contingent Consideration by Type [Axis] Contingent Consideration by Type [Axis] Other non-cash items, net Other Noncash Income (Expense) Notes receivable, less current portion Financing Receivable, after Allowance for Credit Loss, Noncurrent Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Base Rate Base Rate [Member] Insider Trading Arrangements [Line Items] ESPP compensation and vesting of stock-based compensation APIC, Share-Based Payment Arrangement, ESPP, Increase for Cost Recognition Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Notes receivable Increase (Decrease) in Notes Receivables PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Accounts payable and accrued expenses Business Combination, Recognized Identifiable Assets

[illegible]

[illegible]

Other noncurrent assets	25,058	13,649
Total assets	1,759,669	1,615,337
Current liabilities:		
Accounts payable and accrued expenses	67,009	52,643
Accrued residual commissions	35,818	33,025
Customer deposits and advance payments	4,205	3,934
Current portion of long-term debt	8,350	6,712
Settlement and customer/subscriber account obligations	875,815	755,754
Total current liabilities	991,197	852,068
Long-term debt, net of current portion, discounts and debt issuance costs	808,081	631,965
Other noncurrent liabilities	19,241	18,763
Total liabilities	1,818,519	1,502,796
Commitments and contingencies (Note 14)		
Redeemable senior preferred stock, net of discounts and issuance costs:		
Redeemable senior preferred stock, \$0.001 par value; 250,000 shares authorized; 225,000 shares issued at September 30, 2024 and December 31, 2023; 88,064 and 225,000 shares outstanding at September 30, 2024 and December 31, 2023, respectively	105,098	258,605
Stockholders' deficit:		
Preferred stock, \$0.001; 100,000,000 shares authorized; 0 issued or outstanding at September 30, 2024 and December 31, 2023	0	0
Common Stock, \$0.001 par value; 1,000,000,000 shares authorized; 81,440,659 and 79,589,055 shares issued at September 30, 2024 and December 31, 2023, respectively; and 77,092,558 and 76,956,889 shares outstanding at September 30, 2024 and December 31, 2023, respectively	77	77
Treasury stock at cost, 4,348,101 and 2,632,166 shares at September 30, 2024 and December 31, 2023, respectively	(19,278)	(12,815)
Additional paid-in capital	0	0
Accumulated other comprehensive loss	(66)	(29)
Accumulated deficit	(146,571)	(134,951)
Total stockholders' deficit attributable to stockholders of Priority	(165,838)	(147,718)
Non-controlling interests in consolidated subsidiaries	1,890	1,654
Total stockholders' deficit	(163,948)	(146,064)
Total liabilities, redeemable senior preferred stock, redeemable NCI and stockholders' deficit	\$	\$
	1,759,669	1,615,337

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Unaudited Consolidated Balance Sheets		
(Parenthetical) - USD		
Sep. 30, 2024 Dec. 31, 2023		
(\$)		
\$ in Thousands		
Statement of Financial Position [Abstract]		
Accounts receivable allowance for credit loss	\$ 7,887	\$ 5,289
Notes receivable, allowance for credit loss	\$ 0	\$ 0
Temporary equity par value (in dollars per share)	\$ 0.001	\$ 0.001
Temporary equity, shares authorized (in shares)	250,000	250,000
Temporary equity, shares issued (in shares)	225,000	225,000
Temporary equity, shares outstanding (in shares)	88,064	225,000
Preferred stock par value (in dollars per share)	\$ 0.001	\$ 0.001
Preferred stock authorized (in shares)	100,000,000	100,000,000
Preferred stock shares issued (in shares)	0	0
Preferred stock, shares outstanding (in shares)	0	0
Common shares, par value (in dollars per share)	\$ 0.001	\$ 0.001
Common shares authorized (in shares)	1,000,000,000	1,000,000,000
Common stock issued (in shares)	81,440,659	79,589,055
Common stock, shares outstanding (in shares)	77,092,558	76,956,889
Treasury stock (in shares)	4,348,101	2,632,166

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Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss) - USD				
(\$)				
shares in Thousands, \$ in Thousands				
Income Statement [Abstract]				
Revenues				
	\$ 227,049	\$ 189,015	\$ 652,635	\$ 556,333
Operating expenses				
Cost of revenue (excludes depreciation and amortization)	141,070	116,682	408,486	353,929
Salary and employee benefits	21,748	20,129	66,017	58,286
Depreciation and amortization	13,733	17,275	44,230	53,303
Selling, general and administrative	12,413	11,423	34,620	31,328
Total operating expenses	188,964	165,509	553,353	496,846
Operating income	38,085	23,506	99,282	59,487
Other (expense) income				
Interest expense	(23,246)	(19,997)	(65,836)	(55,461)
Debt extinguishment and modification costs	(43)	0	(8,666)	0
Other income, net	711	732	2,011	1,319
Total other expense, net	(22,578)	(19,265)	(72,491)	(54,142)
Income before income taxes	15,507	4,241	26,791	5,345
Income tax expense	4,899	4,328	9,996	6,550
Net income (loss)	10,608	(87)	16,795	(1,205)
Less: Dividends and accretion attributable to redeemable senior preferred stockholders	(5,121)	(12,192)	(36,348)	(35,252)
Less: Return on redeemable NCI in consolidated subsidiary	0	0	(639)	0
Net income (loss) attributable to common stockholders	5,487	(12,279)	(20,192)	(36,457)
Other comprehensive income (loss)				
Foreign currency translation adjustments	(28)	(65)	(37)	(34)
Comprehensive income (loss)	\$ 5,459	\$ (12,344)	\$ (20,229)	\$ (36,491)
Earnings (loss) per common share:				
Basic (in dollars per share)	\$ 0.07	\$ (0.16)	\$ (0.26)	\$ (0.47)
Diluted (in dollars per share)	\$ 0.07	\$ (0.16)	\$ (0.26)	\$ (0.47)
Weighted-average common shares outstanding:				
Basic (in shares)	77,973	78,381	77,910	78,270
Diluted (in shares)	80,095	78,381	77,910	78,270

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Unaudited Consolidated Statements of Changes in Stockholders' Deficit and Non-Controlling Interest - USD (\$)								
(\$ in Thousands)								
Total	Deficit Attributable to Stockholders	Common Stock	Treasury Stock	APIC	AOCI	Accumulated Deficit	NCIs	
Beginning balance, common stock (in shares) at Dec. 31, 2022		76,044,000						
Beginning balance, treasury stock (in shares) at Dec. 31, 2022			2,341,000					

Beginning balance at Dec. 31, 2022	\$ (102,786)	\$ (104,041)	\$ 76	\$ (11,559)	\$ 9,650	\$ 0	\$ (102,208)	\$ 1,255
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Equity-classified stock-based compensation	1,936	1,936			1,936			
ESPP compensation and vesting of stock-based compensation (in shares)			517,000					
ESPP compensation and vesting of stock-based compensation	37	37			37			
Shares withheld for taxes (in shares)			(157,000)	157,000				
Shares withheld for taxes	(777)	(777)		\$ (777)				
Dividends on redeemable senior preferred stock	(10,477)	(10,477)			(10,477)			
Accretion of redeemable senior preferred stock	(818)	(818)			(818)			
Adjustment to NCI	(403)							(403)
Foreign currency translation adjustment	24	24				24		
Net income (loss)	(506)	(506)					(506)	
Ending balance, common stock (in shares) at Mar. 31, 2023			76,404,000					
Ending balance, treasury stock (in shares) at Mar. 31, 2023				2,498,000				
Ending balance at Mar. 31, 2023	(113,770)	(114,622)	\$ 76	\$ (12,336)	328	24	(102,714)	852
Beginning balance, common stock (in shares) at Dec. 31, 2022			76,044,000					
Beginning balance, treasury stock (in shares) at Dec. 31, 2022				2,341,000				
Beginning balance at Dec. 31, 2022	(102,786)	(104,041)	\$ 76	\$ (11,559)	9,650	0	(102,208)	1,255
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	(1,205)							
Ending balance, common stock (in shares) at Sep. 30, 2023			76,634,000					
Ending balance, treasury stock (in shares) at Sep. 30, 2023				2,564,000				
Ending balance at Sep. 30, 2023	(134,882)	(136,248)	\$ 77	\$ (12,577)	0	(34)	(123,714)	1,366
Beginning balance, common stock (in shares) at Mar. 31, 2023			76,404,000					
Beginning balance, treasury stock (in shares) at Mar. 31, 2023				2,498,000				
Beginning balance at Mar. 31, 2023	(113,770)	(114,622)	\$ 76	\$ (12,336)	328	24	(102,714)	852
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Equity-classified stock-based compensation	1,746	1,746			1,746			
ESPP compensation and vesting of stock-based compensation (in shares)			192,000					
ESPP compensation and vesting of stock-based compensation	43	43			43			
Shares withheld for taxes (in shares)			(65,000)	65,000				
Shares withheld for taxes	(241)	(241)		\$ (241)				
Dividends on redeemable senior preferred stock	(10,934)	(10,934)			(10,934)			
Accretion of redeemable senior preferred stock	(831)	(831)			(831)			
Foreign currency translation adjustment	7	7				7		
Reclassification of negative additional paid-in capital	0				9,648		(9,648)	
Net income (loss)	(612)	(612)					(612)	
Ending balance, common stock (in shares) at Jun. 30, 2023			76,531,000					
Ending balance, treasury stock (in shares) at Jun. 30, 2023				2,563,000				
Ending balance at Jun. 30, 2023	(124,592)	(125,444)	\$ 76	\$ (12,577)	0	31	(112,974)	852
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Equity-classified stock-based compensation	1,501	1,501			1,501			
ESPP compensation and vesting of stock-based compensation (in shares)			103,000					
ESPP compensation and vesting of stock-based compensation	39	39	\$ 1		38			
Shares withheld for taxes (in shares)				1,000				
Dividends on redeemable senior preferred stock	(11,348)	(11,348)			(11,348)			
Accretion of redeemable senior preferred stock	(844)	(844)			(844)			
Issuance of profit interests/common equity in subsidiaries	514							514
Foreign currency translation adjustment	(65)	(65)				(65)		
Reclassification of negative additional paid-in capital	0				10,653		(10,653)	
Net income (loss)	(87)	(87)					(87)	
Ending balance, common stock (in shares) at Sep. 30, 2023			76,634,000					
Ending balance, treasury stock (in shares) at Sep. 30, 2023				2,564,000				
Ending balance at Sep. 30, 2023	\$ (134,882)	(136,248)	\$ 77	\$ (12,577)	0	(34)	(123,714)	1,366
Beginning balance, common stock (in shares) at Dec. 31, 2023	76,956,889		76,957,000					
Beginning balance, treasury stock (in shares) at Dec. 31, 2023	2,632,166			2,632,000				
Beginning balance at Dec. 31, 2023	\$ (146,064)	(147,718)	\$ 77	\$ (12,815)	0	(29)	(134,951)	1,654
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Equity-classified stock-based compensation	1,540	1,540			1,540			
ESPP compensation and vesting of stock-based compensation (in shares)			429,000					
ESPP compensation and vesting of stock-based compensation	49	49			49			
Shares withheld for taxes (in shares)			(123,000)	123,000				
Shares withheld for taxes	(421)	(421)		\$ (421)				
Exchange for PHOT redeemable NCI (in shares)			(1,428,000)	1,428,000				
Exchange for PHOT redeemable NCI	(5,837)	(5,837)	\$ (1)	\$ (5,255)	(581)			
Dividends on redeemable senior preferred stock	(11,821)	(11,821)			(11,821)			
Accretion of redeemable senior preferred stock	(841)	(841)			(841)			
Issuance of profit interests/common equity in subsidiaries	93							93
Foreign currency translation adjustment	(13)	(13)				(13)		
Reclassification of negative additional paid-in capital	0				11,654		(11,654)	
Net income (loss)	5,193	5,193					5,193	
Ending balance, common stock (in shares) at Mar. 31, 2024			75,835,000					
Ending balance, treasury stock (in shares) at Mar. 31, 2024				4,183,000				
Ending balance at Mar. 31, 2024	\$ (158,122)	(159,869)	\$ 76	\$ (18,491)	0	(42)	(141,412)	1,747
Beginning balance, common stock (in shares) at Dec. 31, 2023	76,956,889		76,957,000					
Beginning balance, treasury stock (in shares) at Dec. 31, 2023	2,632,166			2,632,000				
Beginning balance at Dec. 31, 2023	\$ (146,064)	(147,718)	\$ 77	\$ (12,815)	0	(29)	(134,951)	1,654
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	\$ 16,795							
Ending balance, common stock (in shares) at Sep. 30, 2024	77,092,558		77,092,000					
Ending balance, treasury stock (in shares) at Sep. 30, 2024	4,348,101			4,348,000				
Ending balance at Sep. 30, 2024	\$ (163,948)	(165,838)	\$ 77	\$ (19,278)	0	(66)	(146,571)	1,890
Beginning balance, common stock (in shares) at Mar. 31, 2024			75,835,000					
Beginning balance, treasury stock (in shares) at Mar. 31, 2024				4,183,000				
Beginning balance at Mar. 31, 2024	(158,122)	(159,869)	\$ 76	\$ (18,491)	0	(42)	(141,412)	1,747
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Equity-classified stock-based compensation	1,744	1,744			1,744			
ESPP compensation and vesting of stock-based compensation (in shares)			190,000					
ESPP compensation and vesting of stock-based compensation	60	60			60			

Shares withheld for taxes (in shares)			(57,000)	57,000				
Shares withheld for taxes	(182)	(182)		\$ (182)				
Redemption of PHOT redeemable NCI	3,765	3,765			3,765			
Return on PHOT redeemable NCI	(58)	(58)			(58)			
Dividends on redeemable senior preferred stock	(8,426)	(8,426)			(8,426)			
Accretion of redeemable senior preferred stock	(10,139)	(10,139)			(10,139)			
Issuance of profit interests/common equity in subsidiaries	85							85
Foreign currency translation adjustment	4	4			4			
Reclassification of negative additional paid-in capital	0				13,054	(13,054)		
Net income (loss)	994	994				994		
Ending balance, common stock (in shares) at Jun. 30, 2024			75,968,000					
Ending balance, treasury stock (in shares) at Jun. 30, 2024				4,240,000				
Ending balance at Jun. 30, 2024	(170,275)	(172,107)	\$ 76	\$ (18,673)	0	(38)	(153,472)	1,832
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Equity-classified stock-based compensation	1,358	1,358			1,358			
ESPP compensation and vesting of stock-based compensation (in shares)			419,000					
ESPP compensation and vesting of stock-based compensation	56	56			56			
Shares withheld for taxes (in shares)			(108,000)	108,000				
Shares withheld for taxes	(605)	(605)		\$ (605)				
PHOT share issuance (in shares)			813,000					
PHOT share issuance	1	1	\$ 1					
Dividends on redeemable senior preferred stock	(4,786)	(4,786)			(4,786)			
Accretion of redeemable senior preferred stock	(335)	(335)			(335)			
Issuance of profit interests/common equity in subsidiaries	58							58
Foreign currency translation adjustment	(28)	(28)				(28)		
Reclassification of negative additional paid-in capital	0				3,707	(3,707)		
Net income (loss)	\$ 10,608	10,608				10,608		
Ending balance, common stock (in shares) at Sep. 30, 2024	77,092,558		77,092,000					
Ending balance, treasury stock (in shares) at Sep. 30, 2024	4,348,101			4,348,000				
Ending balance at Sep. 30, 2024	\$ (163,948)	\$ (165,838)	\$ 77	\$ (19,278)	\$ 0	\$ (66)	\$ (146,571)	\$ 1,890

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Unaudited Consolidated Statements of Cash Flows - USD (\$) \$ in Thousands	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Cash flows from operating activities:		
Net income (loss)	\$ 16,795	\$ (1,205)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization of assets	44,230	53,303
Stock-based, ESPP and incentive units compensation	4,878	5,183
Amortization of debt issuance costs and discounts	2,250	2,812
Debt extinguishment and modification costs	8,666	0
Deferred income tax	(2,944)	(2,432)
Change in contingent consideration	3,280	906
Other non-cash items, net	(37)	(169)
Change in operating assets and liabilities:		
Accounts receivable	(15,712)	17,931
Prepaid expenses and other current assets	(2,808)	(2,630)
Income taxes (receivable) payable	(3,000)	498
Notes receivable	(883)	(668)
Accounts payable and other accrued liabilities	12,864	302
Customer deposits and advance payments	271	3,802
Other assets and liabilities, net	(5,998)	(4,953)
Net cash provided by operating activities	61,852	72,680
Cash flows from investing activities:		
Acquisition of business, net of cash acquired	0	(28,182)
Additions to property, equipment and software	(17,044)	(15,268)
Notes receivable, net	(216)	151
Acquisitions of assets and other investing activities	(7,474)	(7,925)
Net cash used in investing activities	(24,734)	(51,224)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt, net of issue discount	830,200	0
Debt issuance and modification costs paid	(6,901)	(807)
Repayments of long-term debt	(656,460)	(4,650)
Borrowings under revolving credit facility	0	44,000
Repayments of borrowings under revolving credit facility	0	(23,500)
Redemption of PHOT redeemable NCI	(2,130)	0
Repurchases of shares withheld for taxes	(1,208)	(1,018)
Redemption of senior preferred stock	(136,936)	0
Redemption of accumulated unpaid dividend on redeemable senior preferred stock	(30,819)	0
Dividends paid to redeemable senior preferred stockholders	(22,099)	(17,908)
Settlement and customer/subscriber accounts obligations, net	116,065	165,610
Payment of contingent consideration related to business combination	(4,996)	(4,698)
Net cash provided by financing activities	84,716	157,029
Net increase in cash and cash equivalents, and restricted cash	121,834	178,485
Cash and cash equivalents and restricted cash at beginning of period	796,223	560,610
Cash and cash equivalents and restricted cash at end of period	918,057	739,095
Reconciliation of cash and cash equivalents, and restricted cash:		
Cash and cash equivalents	41,072	24,595
Restricted cash	13,398	13,890
Cash and cash equivalents included in settlement assets and customer/subscriber account balances (see Note 4)	863,587	700,610
Cash paid for income taxes, net of refunds	918,057	739,095
Supplemental cash flow information:		
Cash paid for interest	53,406	54,670
Non-cash investing and financing activities:		
Adjustment to value of profit interest units	0	596
Acquisition of intangible asset	(5,751)	193
Measurement period adjustment to purchase price	12	110
Cash portion of dividend payable for redeemable senior preferred stock	[1] 0	6,810
Issuance of NCI	\$ 236	\$ 184

[1] Paid on October 2, 2023

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Basis of Presentation and Significant Accounting Policies	9 Months Ended
Accounting Policies	Sep. 30, 2024

Basis of Presentation and Significant Accounting Policies

Business, Consolidation and Presentation

Priority Technology Holdings, Inc. is a holding company with no material operations of its own. Priority Technology Holdings, Inc. and its consolidated subsidiaries are referred to herein collectively as "Priority," the "Company," "we," "our" or "us," unless the context requires otherwise. Priority is the payments and banking fintech that streamlines collecting, storing, lending and sending money through its innovative commerce engine to unlock revenue and generate operational success for businesses.

The Company operates on a calendar year ending each December 31 and on four calendar quarters ending on March 31, June 30, September 30 and December 31 of each year. Results of operations reported for interim periods are not necessarily indicative of results for the entire year.

The accompanying Unaudited Consolidated Financial Statements include the accounts of the Company and its majority-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation. These Unaudited Consolidated Financial Statements have been prepared in accordance with GAAP for interim financial information pursuant to the rules and regulations of the SEC. The Consolidated Balance Sheet as of December 31, 2023 was derived from the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 but does not include all disclosures required by GAAP for annual financial statements.

NCI represents the equity interest in certain consolidated entities in which the Company owns less than 100% of the profit interests. Changes in the Company's ownership interest while the Company retains its controlling interest are accounted for as equity transactions. As of September 30, 2024, there was no income attributable to NCI in accordance with the applicable operating agreements.

In the opinion of the Company's management, all known adjustments necessary for a fair presentation of the Unaudited Consolidated Financial Statements for interim periods have been made. These adjustments consist of normal recurring accruals and estimates that affect the carrying amounts of assets and liabilities. These Unaudited Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Use of Estimates

The preparation of Unaudited Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Unaudited Consolidated Financial Statements and the reported amounts of revenues and expenses during the reported period. Actual results could materially differ from those estimates.

Foreign Currency

The Company's reporting currency is the U.S. dollar. The functional currency of the Indian subsidiary of the Company is the Indian Rupee (i.e. local currency of Republic of India). The functional currency of the Canadian subsidiaries of the Company is the Canadian Dollar. Accordingly, assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the current exchange rate on the last day of the reporting period. Revenues and expenses are translated using the average exchange rate in effect during the reporting period. Translation adjustments are reported as a component of accumulated other comprehensive income (loss).

Recently Issued Accounting Standards Pending Adoption

Segment Reporting ASU 2023-07

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company will adopt this guidance for the year ended December 31, 2024. This guidance is expected to only impact the disclosures with no impact on the results of operations, financial position or cash flows.

Income Taxes ASU 2023-09

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvement to Income Tax Disclosures*, to enhance the transparency and decision usefulness of income tax disclosures. The guidance includes improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is in the process of evaluating the potential effects this guidance will have on its disclosures.

Profit Interest ASU 2024-01

In March 2024, the FASB issued ASU 2024-01, *Profit Interest and Similar Awards* ("ASU 2024-01"), to improve GAAP by adding an illustrative example to demonstrate how an entity should apply the scope in paragraph 718-10-15-3 to determine whether profit interest and similar awards should be accounted for in accordance with Topic 718, Compensation—Stock Compensation. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is in the process of evaluating the potential effects this guidance will have.

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Acquisition

Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]
Acquisition

**9 Months Ended
Sep. 30, 2024**

Acquisition

Plastic Acquisition

On May 23, 2023, Priority's subsidiary, Plastiq, Powered by Priority, LLC (the "acquiring entity"), entered into a stalking horse equity and asset purchase agreement (the "Purchase Agreement") with Plastiq, Inc. and certain of its affiliates ("Plastiq") to acquire substantially all of the assets of Plastiq, including the equity interest in Plastiq Canada, Inc. Plastiq is a buyer funded B2B payments platform offering bill pay and instant access to working capital to its customers and complements the Company's existing supplier-funded B2B payments business. On May 24, 2023, Plastiq filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

The purchase was completed on July 31, 2023 for a total purchase consideration of approximately \$37.0 million. The total purchase consideration included \$28.5 million in cash and the remaining consideration is in the nature of deferred or contingent consideration and certain equity interest in the acquiring entity. The cash consideration for the purchase was funded by borrowings from the Company's revolving credit facility.

The acquisition was accounted for as a business combination using the acquisition method of accounting, under which the acquired assets and assumed liabilities were recognized at their fair values as of July 31, 2023, with the excess of the fair value of consideration transferred over the fair value of the net assets acquired recognized as goodwill. The fair values of the acquired assets and assumed liabilities as of July 31, 2023 were estimated by management using the discounted cash flow method and other factors specific to certain assets and liabilities. The final purchase price allocation is set forth in the table below.

(in thousands)

Consideration:		
Cash	\$	28,500
Contingent consideration payments ⁽¹⁾		8,419
Common equity of acquiring entity		330
Less: cash and restricted cash acquired		(278)
Total purchase consideration, net of cash and restricted cash acquired	\$	36,971
Recognized amounts of assets acquired and liabilities assumed:		
Accounts receivable	\$	831
Prepaid expenses		490
Settlement assets		8,277
Equipment, net		47
Goodwill ⁽²⁾		7,240
Intangible assets ⁽²⁾		30,460
Accounts payable and accrued expenses		(1,881)
Customer deposits		(214)
Settlement obligations		(8,279)
Total purchase consideration	\$	36,971

- (1) The fair value of the contingent consideration payments issued was determined utilizing a Monte Carlo simulation. The contingent consideration payments were calculated based on the path for the simulated metrics and the contractual terms of the contingent consideration payments and were discounted to present value at a rate reflecting the risk associated with the payoffs. The fair value was estimated to be the average present value of the contingent consideration payments over all iterations of the simulation.
- (2) The intangible assets acquired consist of \$13.0 million for customer relationships, \$7.0 million for referral partner relationships, \$6.5 million for technology and \$3.9 million for trade name.
- (3) During the first and second quarters of 2024, the Company recorded immaterial measurement period adjustments due to a pre-acquisition tax accrual and security deposit which resulted in an adjustment to goodwill, accounts payable and accrued expenses, and prepaid expenses.

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Revenues

Revenue from Contract with Customer [Abstract]
Revenues

Revenues

Revenues

Disaggregation of Revenues

The following table presents a disaggregation of our consolidated revenues by type:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue Type:				
Merchant card fees	\$ 171,814	\$ 146,974	\$ 499,007	\$ 441,142
Money transmission services	33,868	25,831	94,352	70,955
Outsourced services and other services ⁽²⁾	18,063	13,181	49,984	34,768
Equipment	3,304	3,029	9,292	9,468
Total revenues⁽¹⁾	\$ 227,049	\$ 189,015	\$ 652,633	\$ 556,333

- (1) Includes contracts with an original duration of one year or less and variable consideration under a stand-ready series of distinct days of service. The aggregate fixed consideration portion of customer contracts with an initial contract duration greater than one year is not material.
- (2) Approximately \$13.8 million and \$38.8 million of interest income on customer funds for the three and nine months ended September 30, 2024, respectively, and \$9.7 million and \$21.9 million for the three and nine months ended September 30, 2023, respectively, is included in outsourced services and other services revenue in the table above. Approximately \$0.6 million and \$1.8 million of interest

income on corporate funds for the three and nine months ended September 30, 2024, respectively, and \$0.5 million and \$1.1 million three and nine months ended September 30, 2023, respectively, is included in other income, net on the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss) and not reflected in the table above.

The following table presents a disaggregation of our consolidated revenues by segment:

Three Months Ended September 30, 2024						
(in thousands)	Merchant Card Fees	Money Transmission Services	Outsourced and Other Services	Equipment	Total	
Segment						
SMB Payments	\$ 153,061	\$ —	\$ 2,405	\$ 3,304	\$	158,770
B2B Payments	18,924	—	3,219	—	\$	22,143
Enterprise Payments	521	33,868	12,710	—		47,099
Eliminations	(692)	—	(271)	—		(963)
Total revenues	\$ 171,814	\$ 33,868	\$ 18,063	\$ 3,304	\$	227,049

Nine Months Ended September 30, 2024						
(in thousands)	Merchant Card Fees	Money Transmission Services	Outsourced and Other Services	Equipment	Total	
Segment						
SMB Payments	\$ 443,557	\$ —	\$ 5,026	\$ 9,292	\$	457,875
B2B Payments	55,895	—	9,473	—		65,368
Enterprise Payments	1,325	94,352	36,081	—		131,758
Eliminations	(1,770)	—	(596)	—		(2,366)
Total revenues	\$ 499,007	\$ 94,352	\$ 49,984	\$ 9,292	\$	652,635

Three Months Ended September 30, 2023						
(in thousands)	Merchant Card Fees	Money Transmission Services	Outsourced and Other Services	Equipment	Total	
Segment						
SMB Payments	\$ 136,292	\$ —	\$ 920	\$ 3,029	\$	140,241
B2B Payments	10,838	—	3,147	—		13,985
Enterprise Payments	124	25,831	9,219	—		35,174
Eliminations	(280)	—	(105)	—		(385)
Total revenues	\$ 146,974	\$ 25,831	\$ 13,181	\$ 3,029	\$	189,015

Nine Months Ended September 30, 2023						
(in thousands)	Merchant Card Fees	Money Transmission Services	Outsourced and Other Services	Equipment	Total	
Segment						
SMB Payments	\$ 428,524	\$ —	\$ 5,130	\$ 9,468	\$	443,122
B2B Payments	12,718	—	7,026	—		19,744
Enterprise Payments	179	70,955	22,785	—		93,919
Eliminations	(279)	—	(173)	—		(452)
Total revenues	\$ 441,142	\$ 70,955	\$ 34,768	\$ 9,468	\$	556,333

Deferred revenues were not material for the three and nine months ended September 30, 2024 and 2023.

Contract Assets and Contract Liabilities

Material contract assets and liabilities are presented net at the individual contract level in the Unaudited Consolidated Balance Sheets and are classified as current or noncurrent based on the nature of the underlying contractual rights and obligations.

Contract liabilities were \$0.5 million and \$0.6 million as of September 30, 2024 and December 31, 2023, respectively. Substantially all of these balances are recognized as revenue within 12 months.

Net contract assets were not material for any period presented.

Impairment losses recognized on contract assets arising from the Company's contracts with customers were not material for the three and nine months ended September 30, 2024 and 2023.

Impairment losses recognized on receivables arising from the Company's contracts with customers were \$1.1 million and \$1.5 million for the three and nine months ended September 30, 2024, respectively, and were immaterial for the three and nine months ended September 30, 2023.

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Settlement Assets and Customer/Subscriber Account Balances and Related Obligations

[Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure \[Abstract\]](#)
[Settlement Assets and Customer/Subscriber Account Balances and Related Obligations](#)

9 Months Ended

Sep. 30, 2024

Settlement Assets and Customer/Subscriber Account Balances and Related Obligations

SMB Payments Segment

In the Company's SMB Payments reportable segment, funds settlement refers to the process of transferring funds for sales and credits between card issuers and merchants. The standards of the card networks require possession of funds during the settlement process by a member bank which controls the clearing transactions. Since settlement funds are required to be in the possession of a member bank until the merchant is funded, these funds are not assets of the Company and the associated obligations are not liabilities of the Company. Therefore, neither is recognized in the Company's Unaudited Consolidated Balance Sheets. Member banks held merchant funds of \$10.8 million and \$98.0 million at September 30, 2024 and December 31, 2023, respectively.

Exception items that become the liability of the Company are recorded as merchant losses, a component of cost of revenue in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss). Exception items that the Company is still attempting to collect from the merchants through the funds settlement process or merchant reserves are recognized as settlement assets and customer/subscriber account balances in the Company's Unaudited Consolidated Balance Sheets, with an offsetting reserve for those amounts the Company estimates it will not be able to recover. Expenses for merchant losses for the three and nine months ended September 30, 2024 were \$2.5 million and \$8.9 million, respectively. Expenses for merchant losses for the three and nine months ended September 30, 2023 were \$1.6 million and \$3.7 million, respectively.

B2B Payments Segment

In the Company's B2B Payments segment, the Company earns revenues by processing transactions for FIs and other business customers. Customers transfer funds to the Company, which are held in either company-owned bank accounts controlled by the Company or bank-owned FBO accounts controlled by the banks, until such time that the transactions are settled with the customer payees. Amounts due to customer payees that are held by the Company in company-owned bank accounts are included in restricted cash in the Company's Unaudited Consolidated Balance Sheets. Amounts due to customer payees that are held in bank-owned FBO accounts are not assets of the Company, and the associated obligations are not liabilities of the Company. Therefore, neither is recognized in the Company's Unaudited Consolidated Balance Sheets. Bank-owned FBO accounts held funds of \$109.8 million and \$69.0 million at September 30, 2024 and December 31, 2023, respectively. Company-owned bank accounts held \$1.4 million and \$1.2 million at September 30, 2024 and December 31, 2023, respectively, which are included in restricted cash and settlement and customer/subscriber account obligations in the Company's Unaudited Consolidated Balance Sheets.

Exception items that the Company is still attempting to collect from the customers through the funds settlement process are recognized as settlement assets and customer/subscriber account balances in the Company's Unaudited Consolidated Balance Sheets, with an offsetting reserve for those amounts the Company estimates it will not be able to recover. Expenses for these merchant losses for the three and nine months ended September 30, 2024 were \$0.0 million and \$0.3 million, respectively. Expenses for merchant losses for the three and nine months ended September 30, 2023 were not material.

The Company also accepts card payments from its B2B Payments segment customers and processes disbursements to their vendors within the Plastiq business. The time lag between authorization and settlement of card transactions creates certain receivables (from card networks) and payables (to the vendors of customers). These receivables and payables arise from the settlement activities that the Company performs on the behalf of its customers and therefore, are presented as settlement assets and related obligations.

Enterprise Payments Segment

In the Company's Enterprise Payments segment revenue is derived primarily from enrollment fees, monthly subscription fees and transaction-based fees from licensed money transmission services. As part of its licensed money transmission services, the Company accepts deposits from consumers and subscribers which are held in bank accounts maintained by the Company on behalf of consumers and subscribers. After accepting deposits, the Company is allowed to invest available balances in these accounts in certain permitted investments, and the return on such investments contributes to the Company's net cash inflows. These balances are payable on demand. As such, the Company recorded these balances and related obligations as current assets and current liabilities. The nature of these balances are cash and cash equivalents, but they are not available for day-to-day operations of the Company. Therefore, the Company has classified these balances as settlement assets and customer/subscriber account balances and the related obligations as settlement and customer/subscriber account obligations in the Company's Unaudited Consolidated Balance Sheets.

Exception items that become the liability of the Company are recorded as merchant losses, a component of cost of revenue in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss). Exception items that the Company is still attempting to collect from the merchants through the funds settlement process or merchant reserves are recognized as settlement assets and customer/subscriber account balances in the Company's Unaudited Consolidated Balance Sheets, with an offsetting reserve for those amounts the Company estimates it will not be able to recover. Expenses for merchant losses for the three and nine months ended September 30, 2024 were \$0.0 million and \$0.4 million, respectively. Expenses for merchant losses for the three and nine months ended September 30, 2023 were not material.

In certain states, the Company accepts deposits under agency arrangement with member banks wherein accepted deposits remain under the control of the member banks. Therefore, the Company does not record assets for the deposits accepted and liabilities for the associated obligation. Agency owned accounts held \$36.8 million and \$19.6 million at September 30, 2024 and December 31, 2023, respectively.

The Company's consolidated settlement assets and customer/subscriber account balances and settlement and customer/subscriber account obligations were as follows:

	December 31, 2023			Weighted-average Useful Life
(in thousands, except weighted-average data)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	
Other intangible assets:				
ISO and referral partner relationships	\$ 182,339	\$ (36,506)	\$ 145,833	14.7
Residual buyouts	135,164	(92,699)	42,465	6.3
Customer relationships	109,017	(92,781)	16,236	8.4
Merchant portfolios	83,350	(56,139)	27,211	6.5
Technology	57,639	(22,712)	34,927	9.0
Trade names	7,104	(2,526)	4,578	11.7
Non-compete agreements	3,390	(3,390)	—	0.0
Money transmission licenses ⁽¹⁾	2,100	—	2,100	
Total	\$ 580,103	\$ (306,753)	\$ 273,350	9.7

⁽¹⁾ These assets have an indefinite useful life.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2024	2023	2024	2023
Amortization expense ⁽¹⁾	\$ 10,210	\$ 14,512	\$ 34,108	\$ 44,968

⁽¹⁾ Included in amortization expense is \$0.4 million and \$1.2 million for the three and nine months ended September 30, 2024, respectively, and \$0.1 million and \$0.3 million for the three and nine months ended September 30, 2023, respectively, related to the amortization of certain contract acquisition costs.

As of September 30, 2024, there were no impairment indicators present.

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Debt Obligations

[Debt Disclosure](#)
[\[Abstract\]](#)
[Debt Obligations](#)

	9 Months Ended Sep. 30, 2024
Debt Obligations	
Outstanding debt obligations consisted of the following:	

	September 30, 2024	December 31, 2023
2024 Credit Agreement		
Term facility - matures May 16, 2031, interest rate of 9.81% at September 30, 2024	\$ 832,913	\$ —
Revolving credit facility - \$70.0 million line matures May 16, 2029, interest rate of 9.31% at September 30, 2024	—	—
2021 Credit Agreement - refinanced on May 16, 2024		
Term facility - original maturity April 27, 2027, interest rate of 11.21% at December 31, 2023	—	654,373
Revolving credit facility - \$65.0 million line, original Maturity April 27, 2026, interest rate of 10.20% at December 31, 2023	—	—
Total debt obligations	832,913	654,373
Less: current portion of long-term debt	(8,350)	(6,712)
Less: unamortized debt discounts and deferred financing costs	(16,482)	(15,696)
Long-term debt, net	\$ 808,081	\$ 631,965

2024 Credit Agreement

On May 16, 2024, the Company entered into a Credit Agreement ("2024 Credit Agreement") which provides 1) a \$835.0 million senior secured first lien term loan facility ; and 2) a \$70.0 million senior secured revolving facility ("Credit facilities"). Proceeds from these Credit facilities were used to repay the outstanding balances under the 2021 Credit Agreement and redeem a portion of the Company's redeemable senior preferred stock (see [Note 9, Redeemable Securities](#)). In accordance with ASC 470, the Company determined on a creditor-by-creditor basis that the 2024 Credit Agreement was both a debt modification and extinguishment of the 2021 Credit Agreement. The Company expensed \$3.9 million of previously unamortized fees and \$4.8 million of debt issuance costs related to the refinancing which is reported in debt extinguishment and modification in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss).

Outstanding borrowings under the Credit agreement accrue interest using a base rate or a SOFR rate plus an applicable margin per year, subject to a SOFR rate floor of 0.50% per year. The revolving credit facility incurs an unused commitment fee on any undrawn amount in an amount equal to 0.50% per year of the unused portion. The future applicable interest rate margins may vary based on the Company's Total Net Leverage Ratio in addition to future changes in the underlying market rates for SOFR and the rate used for base-rate borrowings.

The 2024 Credit Agreement contains representations and warranties, financial and collateral requirements, mandatory payment events, events of default and affirmative and negative covenants, including without limitation, covenants that restrict among other things, the ability to create liens, pay dividends or distribute assets from the loan parties to the Company, merge or consolidate, dispose of assets, incur additional indebtedness, make certain investments or acquisitions, enter into certain transactions (including with affiliates) and to enter into certain leases.

If the aggregate principal amount of outstanding revolving loans and letters of credit under the 2024 Credit Agreement exceeds 35% of the total revolving credit facility thereunder, the loan parties are required to comply with certain restrictions on its Total Net Leverage Ratio. If applicable, the maximum permitted Total Net Leverage Ratio is: 1) 6.90:1.00 at each fiscal quarter ended September 30, 2024 through December 31, 2025; 2) 6.40:1.00 at each fiscal quarter ended March 31, 2026 and each fiscal quarter thereafter. As of September 30, 2024, the Company was in compliance with the covenants in the 2024 Credit Agreement.

2021 Credit Agreement

On April 27, 2021, the Company entered into the 2021 Credit Agreement with Truist which provides for: 1) a \$300.0 million Initial Term Loan; 2) a \$290.0 million Delayed Draw Term Loan (together, the "Term Facility"); and 3) a \$40.0 million senior secured revolving credit facility. The First Amendment to the Credit Agreement on May 20, 2021, clarified and provided further detail on the Credit Agreement's terms. The Second Amendment to the Credit Agreement on September 17, 2021, increased the amount of the Delayed Draw Term Loan facility by \$30.0 million to \$320.0 million. The additional Delayed Draw Term Loan is part of the same class of term loans made pursuant to the original commitments under the Credit Agreement. The third amendment amended the reference rate from LIBOR to SOFR and increased the revolving facility from \$40.0 million to \$65.0 million effecting June 30, 2023. The fourth amendment increased the principal balance by \$50.0 million and increased the quarterly principal amortization payment from \$1.6 million to \$1.7 million. Outstanding borrowings from the 2021 Credit Agreement were repaid on May 16, 2024 as part of the refinancing and the Company was released from any related commitments, guarantees and security interests.

Outstanding borrowings under the Credit Agreement accrued interest using either a base rate or a SOFR rate plus an applicable margin per year, subject to a SOFR rate floor of 1.00% per year. Accrued interest is payable on each interest payment date (as defined in the Credit Agreement). The revolving credit facility incurs an unused commitment fee on any undrawn amount in an amount equal to 0.50% per year of the unused portion. The future applicable interest rate margins may vary based on the Company's Total Net Leverage Ratio in addition to future changes in the underlying market rates for SOFR and the rate used for base-rate borrowings.

Proceeds from the Initial Term Loan were used to partially fund the refinancing of the Company's existing credit facilities as of April 27, 2021. Proceeds from the Delayed Draw Term Loan were used to fund the Company's acquisition of Finxera. Proceeds from the Fourth Amendment were used to repay the balance of the revolving credit facility (used to acquire the PlastiQ business) and added additional cash for general corporate purposes.

Interest Expense and Amortization of Deferred Loan Costs and Discounts

Deferred financing costs and debt discounts are amortized using the effective interest method over the remaining term of the respective debt and are recorded as a component of interest expense. Unamortized deferred financing costs and debt discounts are included in long-term debt on the Company's Unaudited Consolidated Balance Sheets.

Interest expense for outstanding debt, including fees for undrawn amounts and amortization of deferred financing costs and debt discounts was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2024	2023	2024	2023
Interest expense ^{(1),(2)}	\$ 23,246	\$ 19,997	\$ 65,836	\$ 55,461

⁽¹⁾ Included in interest expense is \$1.1 million and \$3.3 million related to the accretion of contingent consideration from acquisitions for the three and nine months ended September 30, 2024, respectively, \$0.6 million and \$0.8 million for the three and nine months ended September 30, 2023, respectively.

⁽²⁾Interest expense included amortization of deferred financing costs and debt discounts of \$0.4 million and \$2.3 million for the three and nine months ended September 30, 2024, respectively, and \$1.0 million and \$2.8 million for the three and nine months ended September 30, 2023, respectively.

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Redeemable Senior Preferred Stock and Warrants

[Temporary Equity](#)
[\[Abstract\]](#)
[Redeemable Senior Preferred Stock and Warrants](#)

	9 Months Ended Sep. 30, 2024
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Redeemable Senior Preferred Stock and Warrants

The redeemable senior preferred stock ranks senior to the Company's Common Stock, equal with any other class of the Company's stock designated as being ranked on a parity basis with the redeemable senior preferred stock and junior to any other class of the Company's stock, including preferred stock, that is designated as being ranked senior to the redeemable senior preferred stock, with respect to the payment and distribution of dividends, the purchase or redemption of the Company's stock and the liquidation, winding up of and distribution of assets of the Company.

The following table provides the redemption value of the redeemable senior preferred stock for the periods presented:

	September 30, 2024	December 31, 2023
(in thousands)		
Redeemable senior preferred stock	\$ 88,064	\$ 225,000
Accumulated unpaid dividend	22,639	43,498
Dividend payable	—	7,027
Redemption value	110,703	275,525
Less: unamortized discounts and issuance costs	(5,605)	(16,920)
Redeemable senior preferred stock, net of discounts and issuance costs:	\$ 105,098	\$ 258,605

The following table provides a reconciliation of the beginning and ending carrying amounts of the redeemable senior preferred stock for the periods presented:

<i>(in thousands)</i>	Shares		Amount	
December 31, 2023	225	\$	258,605	
Unpaid dividend on redeemable senior preferred stock	—		4,699	
Accretion of discounts and issuance costs	—		841	
Cash portion of dividend outstanding at March 31, 2024	—		7,122	
Payment of cash portion of dividend outstanding at December 31, 2023	—		(7,027)	
March 31, 2024	225		264,240	
Redemption of senior preferred stock ⁽¹⁾	(137)		(166,268)	
Unpaid dividend on redeemable senior preferred stock	—		1,871	
Accretion of discounts and issuance costs	—		10,139	
Cash portion of dividend outstanding at June 30, 2024	—		2,824	
Payment of cash portion of dividend outstanding at March 31, 2024	—		(7,122)	
June 30, 2024	88	\$	105,684	
Unpaid dividend on redeemable senior preferred stock	—		1,903	
Accretion of discounts and issuance cost	—		335	
Payment of cash portion of dividend outstanding at June 30, 2024	—		(2,824)	
September 30, 2024	88	\$	105,098	

⁽¹⁾ On May 16, 2024, the Company used proceeds totaling \$170.0 million from the refinancing (see [Note 8. Debt Obligations](#)) to redeem a portion of the redeemable senior preferred stock. The redemption consisted of \$136.9 million of redeemable senior preferred stock, \$29.4 million for accumulated unpaid dividend, and \$2.2 million of cash dividend and \$1.5 million of accumulated unpaid dividend for the quarter ending June 30, 2024.

The dividend rate as of September 30, 2024 and December 31, 2023, was 17.6% and 17.7% respectively.

The following table provides a summary of the dividends for the periods presented:

<i>(in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Dividends paid in cash ⁽¹⁾	\$ 2,883	\$ 6,810	\$ 15,073	\$ 19,377
Accumulated dividends accrued as part of the carrying value of redeemable senior preferred stock	1,903	4,538	9,960	13,382
Dividends declared	\$ 4,786	\$ 11,348	\$ 25,033	\$ 32,759

⁽¹⁾ Dividend payable for the three months ended September 30, 2023 was paid on October 2, 2023.

The dividend rate (capped at 22.50%) is equal to the three-month term SOFR (minimum of 1.00%), plus the three-month term SOFR spread adjustment of 0.26% plus the applicable margin of 12.00%. The dividend rate is subject to future increases if the Company doesn't comply with the minimum cash payment requirements outlined in the agreement, which includes required payments of dividends, required payments related to redemption or required prepayments. The dividend rate may also increase if the Company fails to obtain the required stockholder approval for a forced sale transaction triggered by investors or if an event of default as outlined in the agreement occurs.

In 2021, the Company issued warrants to purchase up to 1,803,841 shares of the Common Stock, at an exercise price of \$0.001. As of September 30, 2024, none of the warrants have been exercised. The warrants are considered to be equity contracts indexed in the Company's own shares and therefore were recorded at their inception date relative fair value and are included in additional paid-in capital on the Company's Unaudited Consolidated Balance Sheets.

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Income Taxes

[Income Tax Disclosure \[Abstract\]](#)

[Income Taxes](#)

9 Months Ended
Sep. 30, 2024

Income Taxes

The Company's consolidated effective income tax rate for the three and nine months ended September 30, 2024, was 31.6% and 37.3%, respectively, compared to a consolidated effective income tax rate of 102.1% and 122.5% for the three and nine months ended September 30, 2023, respectively. The effective rates differed from the statutory rate of 21.0% primarily due to an increase in the valuation allowance against certain business interest carryover deferred tax assets, and certain forecasted nondeductible expenses.

Valuation Allowance for Deferred Income Tax Assets

The Company considers all available positive and negative evidence to determine whether sufficient taxable income will be generated in the future to permit realization of the existing deferred tax assets. In accordance with the provisions of ASC 740, *Income Taxes*, the Company is required to provide a valuation allowance against deferred income tax assets when it is "more likely than not" that some portion or all of the deferred tax assets will not be realized.

Based on management's assessment, as of September 30, 2024, the Company continues to record a full valuation allowance against non-deductible interest expense. The Company will continue to evaluate the realizability of the net deferred tax asset on a quarterly basis and, as a result, the valuation allowance may change in future periods.

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Stockholders' Deficit

[Equity \[Abstract\]](#)

[Stockholders' Deficit](#)

9 Months Ended
Sep. 30, 2024

Stockholders' Deficit

The Company is authorized to issue 100,000,000 shares of preferred stock with such designations, voting and other rights and preferences as may be determined from time to time by the Board of Directors. As of September 30, 2024 and December 31, 2023, the Company has not issued any shares of preferred stock.

Share Repurchase Program

In 2022, Priority's Board of Directors authorized a general share repurchase program under which the Company may purchase up to 2,000,000 shares of its outstanding Common Stock for a total of up to \$10.0 million. Under the terms of this plan, the Company may purchase shares through open market purchases, unsolicited or solicited privately negotiated transactions, or in another manner so long as it complies with applicable rules and regulations. There have been no shares repurchased under this plan since December 2022. As of September 30, 2024, the Company has purchased 1,309,374 shares for \$5.7 million under this plan.

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Stock-based Compensation

[Share-Based Payment Arrangement \[Abstract\]](#)

[Stock-based Compensation](#)

9 Months Ended
Sep. 30, 2024

Stock-based Compensation

Stock-based compensation expense was as follows:

<i>(in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Stock-based compensation expense	\$ 1,345	\$ 1,491	\$ 4,603	\$ 5,147
Incentive units compensation expense	58	—	236	—
ESPP compensation expense	13	10	39	36
Total	\$ 1,416	\$ 1,501	\$ 4,878	\$ 5,183

Income tax benefit for stock-based compensation was immaterial for the three and nine months ended September 30, 2024 and 2023. No stock-based compensation has been capitalized.

2018 Plan

The Company's 2018 Plan initially provided for the issuance of up to 6,685,696 shares of the Company's Common Stock. On March 17, 2022, the Company's Board of Directors unanimously approved an amendment to the 2018 Plan, which was subsequently approved by our shareholders, to increase the number of shares authorized for issuance under the plan by 2,500,000 shares, resulting in 9,185,696 shares of the Company's Common Stock authorized for issuance under the plan.

As of September 30, 2024, the Company had 3,121,189 shares available for issuance under the 2018 Plan.

2021 Stock Purchase Plan

The 2021 Stock Purchase Plan provides for up to 200,000 shares to be purchased under the plan. Shares issued under the plan may be authorized but unissued or reacquired shares of Common Stock. All employees of the Company who work more than 20 hours per week and have been employed by the Company for at least 30 days may participate in the 2021 Stock Purchase Plan.

Under the 2021 Stock Purchase Plan, participants are offered, on the first day of the offering period, the option to purchase shares of Common Stock at a discount on the last day of the offering period. The offering period shall be for a period of three months and the first offering period began on January 10, 2022. The 2021 Stock Purchase Plan provides eligible employees the opportunity to purchase shares of the Company's Common stock at 95% of the lesser of the fair value on the first and last trading day of each offering period.

As of September 30, 2024, the Company had 57,254 shares available for issuance under the 2021 Stock Purchase Plan.

Non-voting Incentive Units

The Company issued non-voting incentive units to certain employees and partners in six subsidiaries. These non-voting incentive units were determined to be equity and are accounted for under ASC 718 Stock Compensation. The non-voting incentive units are either fully vested when granted, or vest according to the service period and/or performance measure noted in the grant agreement. As the non-voting incentive units are vested, they are recognized as NCI to the Company, who is the majority owner of the subsidiaries.

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Related Party Transactions

[Related Party Transactions \[Abstract\]](#)

[Related Party Transactions](#)

9 Months Ended
Sep. 30, 2024

Related Party Transactions

In February 2019, PHOT, a subsidiary of the Company, received a contribution of substantially all of the operating assets of eTab and Cumulus under asset contribution agreements. PHOT is a part of the

Company's SMB reportable segment. These contributed assets were primarily composed of technology-related assets. Prior to these transactions, eTab was 80.0% owned by the Company's Chairman and Chief Executive Officer ("CEO"). No cash consideration was paid to the contributors of the eTab or Cumulus assets on the date of the transactions. As consideration for these contributed assets, the contributors were issued redeemable non-controlling preferred equity interests ("redeemable NCIs") in PHOT. Under these redeemable NCIs, the contributors were eligible to receive up to \$4.5 million of profits earned by PHOT, plus a preferred yield (6.0% per year) on any undistributed preferred equity interest ("Total Preferred Equity Interest"). Once the total preferred equity interest is distributed to the holders, the redeemable NCIs cease to exist. The Company's CEO initially owned 83.3% of the redeemable NCIs, which ownership interest was subsequently reduced to 35.3% through the CEO's disposition of interests to others.

In November 2020, the Company agreed with the contributors to an exchange of shares of common stock of the Company, or cash, for the remaining undistributed Total Preferred Equity Interests of \$4.8 million. An exchange valuation for the Company's common stock was established as of November 12, 2020 at the prior 20-day volume weighted average price of \$2.78 per share. The exchange was contingent upon receiving approval of the Company's lenders; therefore, the binding exchange agreements were not entered into until after lender approval was received in April 2021 in connection with the debt refinancing.

In May 2021, the Company entered into exchange agreements and completed the exchange of 1,428,358 shares of common stock and \$0.8 million of cash for the Total Preferred Equity Interests. The CEO received 605,623 shares of common stock of the Company in exchange for his 35.3% interest, and the Company's Chief Operating Officer ("COO") received 413,081 shares of common stock of the Company in exchange for her 24.1% interest.

On October 31, 2023, a lawsuit was filed alleging that the Board breached its fiduciary duties by approving the above mentioned exchange transaction. The Company denied any wrongdoing. The lawsuit was settled on January 30, 2024, wherein the Company agreed to unwind the exchange transaction and received previously issued shares of common stock of the Company and promissory notes for the amount of cash paid from the CEO, COO and others in exchange of the reissuance of PHOT redeemable preferred units. The returned shares of common stock of the Company are recorded as treasury stock at their closing market price as of the settlement date of January 30, 2024. The reissued PHOT redeemable preferred units are recorded as redeemable NCI at their estimated fair value as of the settlement date on the Company's Unaudited Consolidated Balance Sheets.

As of May 30, 2024, the Company approved redemption of PHOT redeemable preferred units for cash, common stock of the Company or a combination of both, at the sole discretion of the Company. The redeemable preferred units were accreted to their redemption value of \$5.9 million as of May 30, 2024, through net loss available to common stockholders in the Company's Unaudited Statements of Operations and Comprehensive Income (Loss). The exchange value of the Company's common stock was established based on the 30-day volume weighted average close price adjusted for market illiquidity. During the quarter ended June 30, 2024, the PHOT redeemable preferred units held by the CEO were redeemed in cash for \$2.1 million and the promissory notes were satisfied. During the quarter ending September 30, 2024, the PHOT redeemable preferred units held by the COO were redeemed for 408,013 shares of the Company's common stock and PHOT redeemable preferred units held by other holders were redeemed for 404,628 shares of the Company's common stock.

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Commitments and Contingencies	9 Months Ended Sep. 30, 2024
Commitments and Contingencies Disclosure [Abstract]	
Commitments and Contingencies	
Commitments and Contingencies	
Minimum Annual Commitments with Third-party Processors	
The Company has multi-year agreements with third parties to provide certain payment processing services to the Company. The Company pays processing fees under these agreements. Based on existing contracts in place, the Company is committed to pay minimum processing fees under these agreements of approximately \$21.6 million in 2024 and \$25.6 million in 2025.	
Annual Commitment with Vendor	
Effective January 1, 2022, the Company entered into a three year business cooperation agreement with a vendor to resell its services. Under the agreement, the Company purchased vendor services worth \$1.5 million for the year ended December 31, 2023, and is committed to purchase vendor services worth \$2.3 million in 2024.	
Capital Commitments	
The Company committed to capital contributions to fund the operations of certain subsidiaries totaling \$26.0 million as of September 30, 2024 and December 31, 2023. The Company is obligated to make the contributions within 10 business days of receiving notice for such contribution from the subsidiary. As of September 30, 2024 and December 31, 2023, the Company has contributed \$16.3 million and \$11.8 million, respectively.	
Contingent Consideration	
The following table provides a reconciliation of the beginning and ending balance of the Company's contingent consideration liabilities related to completed acquisitions:	
(in thousands)	Contingent Consideration Liabilities
December 31, 2023	\$ 13,438
Accretion of contingent consideration	972
Payment of contingent consideration	(3,071)
March 31, 2024	11,339
Accretion of discount on contingent consideration	1,240
Payment of contingent consideration	(1,085)
June 30, 2024	11,494
Accretion of discount on contingent consideration	1,066
Payment of contingent consideration	(840)
September 30, 2024	\$ 11,720
Legal Proceedings	
The Company is involved in certain legal proceedings and claims which arise in the ordinary course of business. In the opinion of the Company and based on consultations with internal and external counsel, the results of any of these matters, individually and in the aggregate, are not expected to have a material effect on the Company's results of operations, financial condition or cash flows. As more information becomes available, and the Company determines that an unfavorable outcome is probable on a claim and that the amount of probable loss that the Company will incur on that claim is reasonably estimable, the Company will record an accrued expense for the claim in question. If and when the Company records such an accrual, it could be material and could adversely impact the Company's results of operations, financial condition and cash flows.	
The Company is involved in a case that was filed on October 11, 2023 and is currently pending in the United States District Court for the Northern District of California (the "Complaint"). The Complaint is a putative class action against The Credit Wholesale Company, Inc. ("Wholesale"), Priority Technology Holdings, Inc., Priority Payment Systems ("PPS"), LLC and Wells Fargo Bank, N.A. ("Wells Fargo"). The Complaint alleges that Wholesale is an agent of Priority, PPS and Wells Fargo and that it made non-consensual recordation of telephonic communications with California businesses in violation of California Invasion of Privacy Act (the "Act"). The Complaint seeks to certify a class of affected businesses and an award of \$5,000 per violation of the Act.	
Concentration of Risks	
While providing SMB Acquiring, B2B Payables, and Enterprise Payments processing services, Priority manages funds that are held on behalf of its customers. Because Priority is not a member bank, these customer funds are held in bank accounts maintained with member banks pursuant to sponsorship agreements which require, among other things, that the Company abide by the by-laws and regulations of the card associations and MTL regulators.	
As of September 30, 2024, the Company's customer account balances of \$847.2 million are maintained in accounts with certain FIs which are eligible to pass-through insurance subject to FDIC rules and regulations (refer to Note 4. Settlement Assets and Customer/Subscriber Account Balances and Related Obligations) A majority of the Company's cash, restricted cash and off-balance sheet settlement funds are held in certain FIs, substantially all of which is in excess of FDIC limits. The Company does not believe it is exposed to any significant credit risk from these transactions.	

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Fair Value

9 Months Ended
Sep. 30, 2024

[Fair Value Disclosures \[Abstract\]](#)
[Fair Value](#)

Fair Value

Fair Value Measurements

The Company's contingent consideration liabilities derived from business combinations and are classified within Level 3 of the fair value hierarchy due to the uncertainty of the fair value measurement created by the absence of quoted market prices, the inherent lack of liquidity and unobservable inputs used to measure fair value which require judgement. The Company uses valuation techniques including discounted cash flow analysis based on cash flow projections and Monte Carlo simulations to estimate fair value based on projection period and assumed growth rates. A change in inputs in the valuation techniques used might result in a significantly higher or lower fair value measurement than what is reported. The current portion of contingent consideration is included in accounts payable and accrued expenses on the Company's Unaudited Consolidated Balance Sheets and the noncurrent portion of contingent consideration is included in other noncurrent liabilities on the Company's Unaudited Consolidated Balance Sheets.

Liabilities measured at fair value on a recurring basis consisted of the following:

(in thousands)

	Fair Value Hierarchy	September 30, 2024	December 31, 2023
Contingent consideration, current portion	Level 3	\$ 5,521	\$ 5,951
Contingent consideration, noncurrent portion	Level 3	6,199	7,487
Total contingent consideration		\$ 11,720	\$ 13,438

During the three and nine months ended September 30, 2024, there were no transfers into, out of, or between levels of the fair value hierarchy.

Fair Value Disclosures

Notes Receivable

Notes receivable are carried at amortized cost. Substantially all of the Company's notes receivable are secured, and the Company provides for allowances when it believes that certain notes receivable may not be collectible. The carrying value of the Company's notes receivable, net approximates fair value and was approximately \$6.3 million and \$5.2 million at September 30, 2024 and December 31, 2023, respectively. On the fair value hierarchy, Level 3 inputs are used to estimate the fair value of these notes receivable.

Debt Obligations

Outstanding debt obligations (see [Note 8. Debt Obligations](#)) are reflected in the Company's Unaudited Consolidated Balance Sheets at carrying value since the Company did not elect to remeasure debt obligations to fair value at the end of each reporting period.

The fair value of the term facility was estimated to be \$832.9 million and \$651.9 million at September 30, 2024 and December 31, 2023, respectively, and was estimated using binding and non-binding quoted prices in an active secondary market, which considers the credit risk and market related conditions, and is within Level 2 of the fair value hierarchy.

The carrying values of the other long-term debt obligations approximate fair value due to mechanisms in the credit agreements that adjust the applicable interest rates and the lack of a market for these debt

Segment Information**Segment Reporting****[Abstract]****Segment Information****Segment Information**

The Company has three reportable segments:

- *SMB Payments* - Provides full-service acquiring and payment-enabled solutions for B2C transactions, leveraging Priority's proprietary software platform, distributed through ISO, direct sales and vertically focused ISV channels.
- *B2B Payments* - provides market-leading AP automation solutions to corporations, software partners and industry leading FIs (including Citibank and Mastercard) in addition to improving cash flow by providing instant access to working capital.
- *Enterprise Payments* - Provides embedded finance and treasury solutions to enterprise customers to modernize legacy platforms and accelerate software partners' strategies to monetize payments.

The Company does not have dedicated assets assigned to any particular reportable segment and such information is not available and continues to be aggregated. Corporate includes costs of corporate functions and shared services not allocated to our reportable segments.

Due to the recent acquisitions, growth, implementation of a shared services model and management of a single unified commerce engine across our payments infrastructure, the costs of operating overhead and shared services becomes less identifiable at the segment level. Therefore, the process of review of the CODM was updated during the quarter ended June 30, 2024. The CODM's review of segment performance and allocation of resources are based on adjusted earnings before interest, income tax and depreciation and amortization expenses ("EBITDA"). Adjusted EBITDA at each segment level includes revenues of the segment, less costs of revenue (excluding depreciation and amortization) and operating expenses that are directly related to those revenues. Operating overhead and shared costs are managed centrally and included in the corporate segment. All comparative periods have been adjusted to reflect this update.

Information on reportable segments and reconciliations to income (loss) before income taxes are as follows:

		Three Months Ended September 30, 2024					
		SMB Payments	B2B Payments	Enterprise Payments	Corporate	Eliminations	Total Consolidated
(in thousands)							
Revenues	\$	158,770	\$ 22,143	\$ 47,099	\$ —	\$ (963)	\$ 227,049
Adjusted EBITDA	\$	28,644	\$ 1,933	\$ 40,940	\$ (16,876)	\$ —	\$ 54,641
		Three Months Ended September 30, 2023					
		SMB Payments	B2B Payments	Enterprise Payments	Corporate	Eliminations	Total Consolidated
(in thousands)							
Revenues	\$	140,241	\$ 13,985	\$ 35,174	\$ —	\$ (385)	\$ 189,015
Adjusted EBITDA	\$	27,613	\$ 1,359	\$ 29,757	\$ (13,767)	\$ —	\$ 44,962
		Nine Months Ended September 30, 2024					
		SMB Payments	B2B Payments	Enterprise Payments	Corporate	Eliminations	Total Consolidated
(in thousands)							
Revenues	\$	457,875	\$ 65,368	\$ 131,758	\$ —	\$ (2,366)	\$ 652,635
Adjusted EBITDA	\$	82,265	\$ 5,209	\$ 112,911	\$ (47,853)	\$ —	\$ 152,532
		Nine Months Ended September 30, 2023					
		SMB Payments	B2B Payments	Enterprise Payments	Corporate	Eliminations	Total Consolidated
(in thousands)							
Revenues	\$	443,122	\$ 19,744	\$ 93,919	\$ —	\$ (452)	\$ 556,333
Adjusted EBITDA	\$	84,449	\$ 1,877	\$ 77,853	\$ (40,484)	\$ —	\$ 123,695
		Three Months Ended September 30,			Nine Months Ended September 30,		
		2024	2023		2024	2023	
(in thousands)							
Reconciliation of Segment measure of profit or loss to income (loss) before income taxes							
Total consolidated Adjusted EBITDA	\$	54,641	\$ 44,962	\$	152,532	\$	123,695
Interest expense		(23,246)	(19,997)		(65,836)		(55,461)
Depreciation and amortization		(13,733)	(17,275)		(44,230)		(53,303)
Debt modification and extinguishment expenses		(43)	—		(8,666)		—
Selling, general and administrative (non-recurring)		(696)	(2,114)		(2,131)		(4,410)
Non-cash stock based compensation		(1,416)	(1,501)		(4,878)		(5,183)
Other non-recurring gain, net		—	166		—		7
Income before income taxes	\$	15,507	\$ 4,241	\$	26,791	\$	5,345

Earnings (Loss) per Common Share**Earnings Per Share****[Abstract]****Earnings (Loss) per Common Share****Earnings (Loss) per Common Share**

The following tables set forth the computation of the Company's basic and diluted earnings (loss) per common share:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2024	2023	2024	2023
(in thousands except per share amounts)					
Numerator:					
Net income (loss)	\$	10,608	\$ (87)	\$ 16,795	\$ (1,205)
Less: Dividends and accretion attributable to redeemable senior preferred stockholders		(5,121)	(12,192)	(36,348)	(35,252)
Less: Return on redeemable NCI in consolidated subsidiary		—	—	(639)	—
Net loss attributable to common stockholders	\$	5,487	\$ (12,279)	\$ (20,192)	\$ (36,457)
Denominator:					
Weighted average shares outstanding		77,973	78,381	77,910	78,270
Effect of dilutive potential common shares		2,122	—	—	—
Adjusted Weighted average shares outstanding		80,095	78,381	77,910	78,270
Basic Earnings (loss) per common share	\$	0.07	\$ (0.16)	\$ (0.26)	\$ (0.47)
Diluted Earnings (loss) per share	\$	0.07	\$ (0.16)	\$ (0.26)	\$ (0.47)

(1) The weighted-average common shares outstanding includes 1,803,841 warrants (refer to [Note 9, Redeemable Senior Preferred Stock and Warrants](#)).

For the three months ended September 30, 2024, the Company had 2.1 million dilutive securities that were included in the Company's diluted earnings per share. For the nine months ended September 30, 2024 and three and nine months ended September 30, 2023, all potentially dilutive securities were anti-dilutive, so diluted net loss per share was equivalent to basic net loss per share. Potentially anti-dilutive securities that were excluded from the Company's earnings (loss) per common share are as follows:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2024	2023	2024	2023
(in thousands)					
Outstanding warrants on Common Stock ⁽¹⁾		—	—	—	—
Outstanding options and warrants issued to adviser ⁽²⁾		—	—	—	—
Restricted stock awards ⁽³⁾		42	1,109	788	1,297
Outstanding stock option awards ⁽³⁾		855	918	865	909
Total		897	2,027	1,653	2,206

(1) The warrants were issued in 2018 and were exercisable at \$11.50 per share. These warrants expired on August 24, 2023.

(2) The warrants were issued in 2018 and were exercisable at \$12.00 per share. These warrants expired on August 24, 2023.

(3) Granted under the 2018 Plan.

Insider Trading Arrangements**3 Months Ended Sep. 30, 2024****Trading Arrangements, by Individual**

Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

Basis of Presentation and Significant Accounting Policies (Policies)**Accounting Policies****[Abstract]****Consolidation****9 Months Ended****Sep. 30, 2024**

The accompanying Unaudited Consolidated Financial Statements include the accounts of the Company and its majority-owned subsidiaries. All material intercompany

Basis of Presentation

balances and transactions have been eliminated in consolidation.

These Unaudited Consolidated Financial Statements have been prepared in accordance with GAAP for interim financial information pursuant to the rules and regulations of the SEC. The Consolidated Balance Sheet as of December 31, 2023 was derived from the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 but does not include all disclosures required by GAAP for annual financial statements. NCI represents the equity interest in certain consolidated entities in which the Company owns less than 100% of the profit interests. Changes in the Company's ownership interest while the Company retains its controlling interest are accounted for as equity transactions. As of September 30, 2024, there was no income attributable to NCI in accordance with the applicable operating agreements.

In the opinion of the Company's management, all known adjustments necessary for a fair presentation of the Unaudited Consolidated Financial Statements for interim periods have been made. These adjustments consist of normal recurring accruals and estimates that affect the carrying amounts of assets and liabilities. These Unaudited Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Use of Estimates

The preparation of Unaudited Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Unaudited Consolidated Financial Statements and the reported amounts of revenues and expenses during the reported period. Actual results could materially differ from those estimates.

Foreign Currency

The Company's reporting currency is the U.S. dollar. The functional currency of the Indian subsidiary of the Company is the Indian Rupee (i.e. local currency of Republic of India). The functional currency of the Canadian subsidiaries of the Company is the Canadian Dollar. Accordingly, assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the current exchange rate on the last day of the reporting period. Revenues and expenses are translated using the average exchange rate in effect during the reporting period. Translation adjustments are reported as a component of accumulated other comprehensive income (loss).

Recently Issued
Accounting Standards
Pending Adoption

Segment Reporting ASU 2023-07

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company will adopt this guidance for the year ended December 31, 2024. This guidance is expected to only impact the disclosures with no impact on the results of operations, financial position or cash flows.

Income Taxes ASU 2023-09

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvement to Income Tax Disclosures*, to enhance the transparency and decision usefulness of income tax disclosures. The guidance includes improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is in the process of evaluating the potential effects this guidance will have on its disclosures.

Profit Interest ASU 2024-01

In March 2024, the FASB issued ASU 2024-01, *Profit Interest and Similar Awards* ("ASU 2024-01"), to improve GAAP by adding an illustrative example to demonstrate how an entity should apply the scope in paragraph 718-10-15-3 to determine whether profit interest and similar awards should be accounted for in accordance with Topic 718, Compensation- Stock Compensation. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is in the process of evaluating the potential effects this guidance will have.

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Acquisition (Tables)

9 Months Ended
Sep. 30, 2024

Business Combination, Asset
Acquisition, and Joint Venture
Formation [Abstract]
Schedule of Recognized
Identified Assets Acquired and
Liabilities Assumed

The final purchase price allocation is set forth in the table below.

<i>(In thousands)</i>		
Consideration:		
Cash	\$	28,500
Contingent consideration payments ⁽¹⁾		8,419
Common equity of acquiring entity		330
Less: cash and restricted cash acquired		(278)
Total purchase consideration, net of cash and restricted cash acquired	\$	36,971
Recognized amounts of assets acquired and liabilities assumed:		
Accounts receivable	\$	831
Prepaid expenses		490
Settlement assets		8,277
Equipment, net		47
Goodwill ⁽³⁾		7,240
Intangible assets ⁽²⁾		30,460
Accounts payable and accrued expenses		(1,881)
Customer deposits		(214)
Settlement obligations		(8,279)
Total purchase consideration	\$	36,971

- ⁽¹⁾ The fair value of the contingent consideration payments issued was determined utilizing a Monte Carlo simulation. The contingent consideration payments were calculated based on the path for the simulated metrics and the contractual terms of the contingent consideration payments and were discounted to present value at a rate reflecting the risk associated with the payoffs.
- ⁽²⁾ The fair value was estimated to be the average present value of the contingent consideration payments over all iterations of the simulation.
- ⁽³⁾ The intangible assets acquired consist of \$13.0 million for customer relationships, \$7.0 million for referral partner relationships, \$6.5 million for technology and \$3.9 million for trade name.
- During the first and second quarters of 2024, the Company recorded immaterial measurement period adjustments due to a pre-acquisition tax accrual and security deposit which resulted in an adjustment to goodwill, accounts payable and accrued expenses, and prepaid expenses.

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Revenues (Tables)

9 Months Ended
Sep. 30, 2024

Revenue from
Contract with
Customer [Abstract]
Schedule of
Disaggregation of
Revenue

The following table presents a disaggregation of our consolidated revenues by type:

<i>(In thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue Type:				
Merchant card fees	\$ 171,814	\$ 146,974	\$ 499,007	\$ 441,142
Money transmission services	33,868	25,831	94,352	70,955
Outsourced services and other services ⁽²⁾	18,063	13,181	49,984	34,768
Equipment	3,304	3,029	9,292	9,468
Total revenues⁽¹⁾	\$ 227,049	\$ 189,015	\$ 652,635	\$ 556,333

- ⁽¹⁾ Includes contracts with an original duration of one year or less and variable consideration under a stand-ready series of distinct days of service. The aggregate fixed consideration portion of customer contracts with an initial contract duration greater than one year is not material.
- ⁽²⁾ Approximately \$13.8 million and \$38.8 million of interest income on customer funds for the three and nine months ended September 30, 2024, respectively, and \$9.7 million and \$21.9 million for the three and nine months ended September 30, 2023, respectively, is included in outsourced services and other services revenue in the table above. Approximately \$0.6 million and \$1.8 million of interest income on corporate funds for the three and nine months ended September 30, 2024, respectively, and \$0.5 million and \$1.1 million three and nine months ended September 30, 2023, respectively, is included in other income, net on the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss) and not reflected in the table above.

The following table presents a disaggregation of our consolidated revenues by segment:

<i>(In thousands)</i>	Three Months Ended September 30, 2024				
	Merchant Card Fees	Money Transmission Services	Outsourced and Other Services	Equipment	Total
Segment					
SMB Payments	\$ 153,061	\$ —	\$ 2,405	\$ 3,304	\$ 158,770
B2B Payments	18,924	—	3,219	—	22,143
Enterprise Payments	521	33,868	12,710	—	47,099
Eliminations	(692)	—	(271)	—	(963)
Total revenues	\$ 171,814	\$ 33,868	\$ 18,063	\$ 3,304	\$ 227,049
<i>(In thousands)</i>	Nine Months Ended September 30, 2024				
	Merchant Card Fees	Money Transmission Services	Outsourced and Other Services	Equipment	Total
Segment					
SMB Payments	\$ 443,557	\$ —	\$ 5,026	\$ 9,292	\$ 457,875
B2B Payments	55,895	—	9,473	—	65,368
Enterprise Payments	1,325	94,352	36,081	—	131,758
Eliminations	(1,770)	—	(596)	—	(2,366)
Total revenues	\$ 499,007	\$ 94,352	\$ 49,984	\$ 9,292	\$ 652,635

Three Months Ended September 30, 2023						
(in thousands)	Merchant Card Fees	Money Transmission Services	Outsourced and Other Services	Equipment	Total	
Segment						
SMB Payments	\$ 136,292	\$ —	\$ 920	\$ 3,029	\$ 140,241	
B2B Payments	10,838	—	3,147	—	13,985	
Enterprise Payments	124	25,831	9,219	—	35,174	
Eliminations	(280)	—	(105)	—	(385)	
Total revenues	\$ 146,974	\$ 25,831	\$ 13,181	\$ 3,029	\$ 189,015	

Nine Months Ended September 30, 2023						
(in thousands)	Merchant Card Fees	Money Transmission Services	Outsourced and Other Services	Equipment	Total	
Segment						
SMB Payments	\$ 428,524	\$ —	\$ 5,130	\$ 9,468	\$ 443,122	
B2B Payments	12,718	—	7,026	—	19,744	
Enterprise Payments	179	70,955	22,785	—	93,919	
Eliminations	(279)	—	(173)	—	(452)	
Total revenues	\$ 441,142	\$ 70,955	\$ 34,768	\$ 9,468	\$ 556,333	

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Settlement Assets and Customer/Subscriber Account Balances and Related Obligations (Tables)

9 Months Ended
Sep. 30, 2024

[Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure \[Abstract\]](#)
[Schedule of Settlement Assets](#)

The Company's consolidated settlement assets and customer/subscriber account balances and settlement and customer/subscriber account obligations were as follows:

(in thousands)	September 30, 2024	December 31, 2023
Settlement Assets, net of estimated losses⁽¹⁾:		
Card settlements due from merchants	\$ 4,694	\$ 2,705
Card settlements due from networks	10,150	8,185
Other settlement assets	930	889
Customer/subscriber account balances		
Cash and cash equivalents	863,587	744,696
Total settlement assets and customer/subscriber account balances	\$ 879,361	\$ 756,475
Settlement and Customer/Subscriber Account Obligations:		
Customer account obligations	\$ 847,168	\$ 710,775
Subscriber account obligations	16,419	33,921
Total customer/subscriber account obligations	863,587	744,696
Due to customers' payees ⁽²⁾	12,228	11,058
Total settlement and customer/subscriber account obligations	\$ 875,815	\$ 755,754

- (1) Allowance for estimated losses was \$8.2 million and \$6.6 million as of September 30, 2024 and December 31, 2023, respectively.
- (2) Includes \$10.2 million and \$8.2 million as of September 30, 2024 and December 31, 2023, respectively, of card settlements due from networks and the remainder is included in restricted cash on our Unaudited Consolidated Balance Sheets.

[Schedule of Settlement Obligations](#)

The Company's consolidated settlement assets and customer/subscriber account balances and settlement and customer/subscriber account obligations were as follows:

(in thousands)	September 30, 2024	December 31, 2023
Settlement Assets, net of estimated losses⁽¹⁾:		
Card settlements due from merchants	\$ 4,694	\$ 2,705
Card settlements due from networks	10,150	8,185
Other settlement assets	930	889
Customer/subscriber account balances		
Cash and cash equivalents	863,587	744,696
Total settlement assets and customer/subscriber account balances	\$ 879,361	\$ 756,475
Settlement and Customer/Subscriber Account Obligations:		
Customer account obligations	\$ 847,168	\$ 710,775
Subscriber account obligations	16,419	33,921
Total customer/subscriber account obligations	863,587	744,696
Due to customers' payees ⁽²⁾	12,228	11,058
Total settlement and customer/subscriber account obligations	\$ 875,815	\$ 755,754

- (1) Allowance for estimated losses was \$8.2 million and \$6.6 million as of September 30, 2024 and December 31, 2023, respectively.
- (2) Includes \$10.2 million and \$8.2 million as of September 30, 2024 and December 31, 2023, respectively, of card settlements due from networks and the remainder is included in restricted cash on our Unaudited Consolidated Balance Sheets.

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Notes Receivable (Tables)

9 Months Ended
Sep. 30, 2024

[Receivables \[Abstract\]](#)
[Schedule of Financing Receivable, before Allowance for Credit Loss, Maturity](#)

As of September 30, 2024, the principal payments for the Company's notes receivable are due as follows:

(in thousands)	
Twelve months ending September 30,	
2025	\$ 2,567
2026	1,270
2027	1,304
2028	1,153
After 2028	—
Total	\$ 6,294

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Property, Equipment and Software (Tables)		9 Months Ended Sep. 30, 2024	
Property, Plant and Equipment [Abstract] Schedule of Property, Equipment and Software		A summary of property, equipment and software, net was as follows:	
(in thousands)		September 30, 2024	December 31, 2023
Computer software		\$ 100,399	\$ 78,492
Equipment		11,474	10,377
Leasehold improvements		2,742	1,535
Furniture and fixtures		1,367	1,442
Property, equipment and software		115,982	91,846
Less: Accumulated depreciation		(66,500)	(56,442)
Capital work in-progress		2,121	9,276
Property, equipment and software, net		\$ 51,603	\$ 44,680
(in thousands)		Three Months Ended September 30, 2024	
		2024	2023
Depreciation expense	\$	3,523	\$ 2,763
		Nine Months Ended September 30, 2024	
		2024	2023
Depreciation expense	\$	10,122	\$ 8,335

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Goodwill and Other Intangible Assets - (Tables)

9 Months Ended
Sep. 30, 2024

[Goodwill and Intangible Assets Disclosure \[Abstract\]](#)
[Schedule of Goodwill](#)

The Company's goodwill relates to the following reporting units:

<i>(in thousands)</i>	September 30, 2024	December 31, 2023
SMB Payments	\$ 124,139	\$ 124,139
Enterprise Payments	244,712	244,712
Plastiq (B2B Payments)	7,240	7,252
Total	\$ 376,091	\$ 376,103

The following table summarizes the changes in the carrying value of goodwill:

<i>(in thousands)</i>	Amount
Balance at December 31, 2023	\$ 376,103
Plastiq adjustment	(12)
Balance at September 30, 2024	\$ 376,091

Schedule of Other Intangible Assets

Other intangible assets consisted of the following:

<i>(in thousands, except weighted-average data)</i>	September 30, 2024			Weighted-average Useful Life
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	
Other intangible assets:				
ISO and referral partner relationships	\$ 182,339	\$ (46,280)	\$ 136,059	14.6
Residual buyouts	143,564	(101,536)	42,028	6.2
Customer relationships	109,017	(94,724)	14,293	8.4
Merchant portfolios	83,350	(64,410)	18,940	6.5
Technology	57,639	(26,312)	31,327	8.7
Trade names	7,104	(3,032)	4,072	10.6
Non-compete agreements	3,390	(3,390)	—	0.0
Money transmission licenses ⁽¹⁾	2,100	—	2,100	
Total	\$ 588,503	\$ (339,684)	\$ 248,819	9.5

⁽¹⁾ These assets have an indefinite useful life.

<i>(in thousands, except weighted-average data)</i>	December 31, 2023			Weighted-average Useful Life
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	
Other intangible assets:				
ISO and referral partner relationships	\$ 182,339	\$ (36,506)	\$ 145,833	14.7
Residual buyouts	135,164	(92,699)	42,465	6.3
Customer relationships	109,017	(92,781)	16,236	8.4
Merchant portfolios	83,350	(56,139)	27,211	6.5
Technology	57,639	(22,712)	34,927	9.0
Trade names	7,104	(2,526)	4,578	11.7
Non-compete agreements	3,390	(3,390)	—	0.0
Money transmission licenses ⁽¹⁾	2,100	—	2,100	
Total	\$ 580,103	\$ (306,753)	\$ 273,350	9.7

⁽¹⁾ These assets have an indefinite useful life.

<i>(in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Amortization expense ⁽¹⁾	\$ 10,210	\$ 14,512	\$ 34,108	\$ 44,968

⁽¹⁾Included in amortization expense is \$0.4 million and \$1.2 million for the three and nine months ended September 30, 2024, respectively, and \$0.1 million and \$0.3 million for the three and nine months ended September 30, 2023, respectively, related to the amortization of certain contract acquisition costs.

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Debt Obligations (Tables)

Debt Disclosure [Abstract]

Schedule of Long-Term Debt

9 Months Ended Sep. 30, 2024

Outstanding debt obligations consisted of the following:

	September 30, 2024	December 31, 2023
2024 Credit Agreement		
Term facility - matures May 16, 2031, interest rate of 9.81% at September 30, 2024	\$ 832,913	\$ —
Revolving credit facility - \$70.0 million line matures May 16, 2029, interest rate of 9.31% at September 30, 2024	—	—
2021 Credit Agreement - refinanced on May 16, 2024		
Term facility - original maturity April 27, 2027, interest rate of 11.21% at December 31, 2023	—	654,373
Revolving credit facility - \$65.0 million line, original Maturity April 27, 2026, interest rate of 10.20% at December 31, 2023	—	—
Total debt obligations	832,913	654,373
Less: current portion of long-term debt	(8,350)	(6,712)
Less: unamortized debt discounts and deferred financing costs	(16,482)	(15,696)
Long-term debt, net	\$ 808,081	\$ 631,965

Schedule of Interest Expense for Outstanding Debt

Interest expense for outstanding debt, including fees for undrawn amounts and amortization of deferred financing costs and debt discounts was as follows:

<i>(in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Interest expense ^{(1),(2)}	\$ 23,246	\$ 19,997	\$ 65,836	\$ 55,461

⁽¹⁾ Included in interest expense is \$1.1 million and \$3.3 million related to the accretion of contingent consideration from acquisitions for the three and nine months ended September 30, 2024, respectively, \$0.6 million and \$0.8 million for the three and nine months ended September 30, 2023, respectively.

⁽²⁾Interest expense included amortization of deferred financing costs and debt discounts of \$0.4 million and \$2.3 million for the three and nine months ended September 30, 2024, respectively, and \$1.0 million and \$2.8 million for the three and nine months ended September 30, 2023, respectively.

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Redeemable Senior Preferred Stock and Warrants (Tables)

Temporary Equity [Abstract]

Schedule of Temporary Equity

9 Months Ended Sep. 30, 2024

The following table provides the redemption value of the redeemable senior preferred stock for the periods presented:

<i>(in thousands)</i>	September 30, 2024	December 31, 2023
Redeemable senior preferred stock	\$ 88,064	\$ 225,000
Accumulated unpaid dividend	22,639	43,498
Dividend payable	—	7,027
Redemption value	110,703	275,525
Less: unamortized discounts and issuance costs	(5,605)	(16,920)
Redeemable senior preferred stock, net of discounts and issuance costs:	\$ 105,098	\$ 258,605

The following table provides a reconciliation of the beginning and ending carrying amounts of the redeemable senior preferred stock for the periods presented:

<i>(in thousands)</i>	Shares	Amount
December 31, 2023	225	\$ 258,605
Unpaid dividend on redeemable senior preferred stock	—	4,699
Accretion of discounts and issuance costs	—	841
Cash portion of dividend outstanding at March 31, 2024	—	7,122
Payment of cash portion of dividend outstanding at December 31, 2023	—	(7,027)
March 31, 2024	225	264,240
Redemption of senior preferred stock ⁽¹⁾	(137)	(166,268)
Unpaid dividend on redeemable senior preferred stock	—	1,871
Accretion of discounts and issuance costs	—	10,139
Cash portion of dividend outstanding at June 30, 2024	—	2,824
Payment of cash portion of dividend outstanding at March 31, 2024	—	(7,122)
June 30, 2024	88	\$ 105,684
Unpaid dividend on redeemable senior preferred stock	—	1,903
Accretion of discounts and issuance cost	—	335
Payment of cash portion of dividend outstanding at June 30, 2024	—	(2,824)
September 30, 2024	88	\$ 105,098

⁽¹⁾ On May 16, 2024, the Company used proceeds totaling \$170.0 million from the refinancing (see [Note 8. Debt Obligations](#)) to redeem a portion of the redeemable senior preferred stock. The redemption consisted of \$136.9 million of redeemable senior preferred stock, \$29.4 million for accumulated unpaid dividend, and \$2.2 million of cash dividend and \$1.5 million of accumulated unpaid dividend for the quarter ending June 30, 2024.

The following table provides a summary of the dividends for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(in thousands)</i>				
Dividends paid in cash ⁽¹⁾	\$ 2,883	\$ 6,810	\$ 15,073	\$ 19,377
Accumulated dividends accrued as part of the carrying value of redeemable senior preferred stock	1,903	4,538	9,960	13,382
Dividends declared	\$ 4,786	\$ 11,348	\$ 25,033	\$ 32,759

⁽¹⁾ Dividend payable for the three months ended September 30, 2023 was paid on October 2, 2023.

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Stock-based Compensation - (Tables)

[Share-Based Payment Arrangement \[Abstract\]](#)
[Schedule of Equity-Based Compensation](#)

**9 Months Ended
Sep. 30, 2024**

Stock-based compensation expense was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(in thousands)</i>				
Stock-based compensation expense	\$ 1,345	\$ 1,491	\$ 4,603	\$ 5,147
Incentive units compensation expense	58	—	236	—
ESPP compensation expense	13	10	39	36
Total	\$ 1,416	\$ 1,501	\$ 4,878	\$ 5,183

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Commitments and Contingencies (Tables)

[Commitments and Contingencies Disclosure \[Abstract\]](#)
[Schedule of Fair Value, Net Derivative Asset \(Liability\), Unobservable Input Reconciliation](#)

**9 Months Ended
Sep. 30, 2024**

The following table provides a reconciliation of the beginning and ending balance of the Company's contingent consideration liabilities related to completed acquisitions:

	Contingent Consideration Liabilities
<i>(in thousands)</i>	
December 31, 2023	\$ 13,438
Accretion of contingent consideration	972
Payment of contingent consideration	(3,071)
March 31, 2024	11,339
Accretion of discount on contingent consideration	1,240
Payment of contingent consideration	(1,085)
June 30, 2024	11,494
Accretion of discount on contingent consideration	1,066
Payment of contingent consideration	(840)
September 30, 2024	\$ 11,720

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Fair Value (Tables)

[Fair Value Disclosures \[Abstract\]](#)
[Schedule of Fair Value, Assets Measured on Recurring Basis](#)

**9 Months Ended
Sep. 30, 2024**

Liabilities measured at fair value on a recurring basis consisted of the following:

	Fair Value Hierarchy	September 30, 2024	December 31, 2023
<i>(in thousands)</i>			
Contingent consideration, current portion	Level 3	\$ 5,521	\$ 5,951
Contingent consideration, noncurrent portion	Level 3	6,199	7,487
Total contingent consideration		\$ 11,720	\$ 13,438

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Segment Information - (Tables)

[Segment Reporting \[Abstract\]](#)
[Schedule of Segment Reporting Information by Segment](#)

**9 Months Ended
Sep. 30, 2024**

Information on reportable segments and reconciliations to income (loss) before income taxes are as follows:

	Three Months Ended September 30, 2024					
	SMB Payments	B2B Payments	Enterprise Payments	Corporate	Eliminations	Total Consolidated
<i>(in thousands)</i>						
Revenues	\$ 158,770	\$ 22,143	\$ 47,099	\$ —	\$ (963)	\$ 227,049
Adjusted EBITDA	\$ 28,644	\$ 1,933	\$ 40,940	\$ (16,876)	\$ —	\$ 54,641

	Three Months Ended September 30, 2023					
	SMB Payments	B2B Payments	Enterprise Payments	Corporate	Eliminations	Total Consolidated
<i>(in thousands)</i>						
Revenues	\$ 140,241	\$ 13,985	\$ 35,174	\$ —	\$ (385)	\$ 189,015
Adjusted EBITDA	\$ 27,613	\$ 1,359	\$ 29,757	\$ (13,767)	\$ —	\$ 44,962

	Nine Months Ended September 30, 2024					
	SMB Payments	B2B Payments	Enterprise Payments	Corporate	Eliminations	Total Consolidated
<i>(in thousands)</i>						
Revenues	\$ 457,875	\$ 65,368	\$ 131,758	\$ —	\$ (2,366)	\$ 652,635
Adjusted EBITDA	\$ 82,265	\$ 5,209	\$ 112,911	\$ (47,853)	\$ —	\$ 152,532

	Nine Months Ended September 30, 2023					
	SMB Payments	B2B Payments	Enterprise Payments	Corporate	Eliminations	Total Consolidated
<i>(in thousands)</i>						
Revenues	\$ 443,122	\$ 19,744	\$ 93,919	\$ —	\$ (452)	\$ 556,333
Adjusted EBITDA	\$ 84,449	\$ 1,877	\$ 77,853	\$ (40,484)	\$ —	\$ 123,695

[Schedule of Reconciliation of Revenue from Segments to Consolidated](#)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(in thousands)</i>				
Reconciliation of Segment measure of profit or loss to income (loss) before income taxes				
Total consolidated Adjusted EBITDA	\$ 54,641	\$ 44,962	\$ 152,532	\$ 123,695
Interest expense	(23,246)	(19,997)	(65,836)	(55,461)
Depreciation and amortization	(13,733)	(17,275)	(44,230)	(53,303)
Debt modification and extinguishment expenses	(43)	—	(8,666)	—
Selling, general and administrative (non-recurring)	(696)	(2,114)	(2,131)	(4,410)
Non-cash stock based compensation	(1,416)	(1,501)	(4,878)	(5,183)
Other non-recurring gain, net	—	166	—	7
Income before income taxes	\$ 15,507	\$ 4,241	\$ 26,791	\$ 5,345

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Earnings (Loss) per Common Share - (Tables)

[Earnings Per Share \[Abstract\]](#)
[Schedule of Earnings \(Loss\) Per Common Share](#)

**9 Months Ended
Sep. 30, 2024**

The following tables set forth the computation of the Company's basic and diluted earnings (loss) per common share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(in thousands except per share amounts)</i>				
Numerator:				
Net income (loss)	\$ 10,608	\$ (87)	\$ 16,795	\$ (1,205)
Less: Dividends and accretion attributable to redeemable senior preferred stockholders	(5,121)	(12,192)	(36,348)	(35,252)
Less: Return on redeemable NCI in consolidated subsidiary	—	—	(639)	—
Net loss attributable to common stockholders	\$ 5,487	\$ (12,279)	\$ (20,192)	\$ (36,457)
Denominator:				
Weighted average shares outstanding	77,973	78,381	77,910	78,270
Effect of dilutive potential common shares	2,122	—	—	—
Adjusted Weighted average shares outstanding	80,095	78,381	77,910	78,270
Basic Earnings (loss) per common share	\$ 0.07	\$ (0.16)	\$ (0.26)	\$ (0.47)
Diluted Earnings (loss) per share	\$ 0.07	\$ (0.16)	\$ (0.26)	\$ (0.47)

Schedule of Antidilutive Securities

(1) The weighted-average common shares outstanding includes 1,803,841 warrants (refer to [Note 9. Redeemable Senior Preferred Stock and Warrants](#)). Potentially anti-dilutive securities that were excluded from the Company's earnings (loss) per common share are as follows:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Outstanding warrants on Common Stock ⁽¹⁾	—	—	—	—
Outstanding options and warrants issued to adviser ⁽²⁾	—	—	—	—
Restricted stock awards ⁽³⁾	42	1,109	788	1,297
Outstanding stock option awards ⁽³⁾	855	918	865	909
Total	897	2,027	1,653	2,206

(1) The warrants were issued in 2018 and were exercisable at \$11.50 per share. These warrants expired on August 24, 2023.

(2) The warrants were issued in 2018 and were exercisable at \$12.00 per share. These warrants expired on August 24, 2023.

(3) Granted under the 2018 Plan.

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Acquisition -
Narrative (Details) - **Jul. 31, 2023**
Plastiq **USD (\$)**
\$ in Thousands

[Business Acquisition \[Line Items\]](#)

[Consideration transferred](#) \$ 37,000

[Cash paid to acquire business](#) \$ 28,500

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Acquisition -
Schedule of Plastiq
Business Acquisition **Jul. 31, 2023 Sep. 30, 2024 Dec. 31, 2023**
(Details) - USD (\$)
\$ in Thousands

[Recognized amounts of assets acquired and liabilities assumed:](#)

[Goodwill](#) \$ 376,091 \$ 376,103

[Plastiq](#)

[Consideration:](#)

[Cash](#) \$ 28,500

[Contingent consideration payments](#) 8,419

[Common equity of acquiring entity](#) 330

[Less: cash and restricted cash acquired](#) (278)

[Total purchase consideration, net of cash and restricted cash acquired](#) 36,971

[Recognized amounts of assets acquired and liabilities assumed:](#)

[Accounts receivable](#) 831

[Prepaid expenses](#) 490

[Settlement assets](#) 8,277

[Equipment, net](#) 47

[Goodwill](#) 7,240

[Intangible assets](#) 30,460

[Accounts payable and accrued expenses](#) (1,881)

[Customer deposits](#) (214)

[Settlement obligations](#) (8,279)

[Total purchase consideration](#) 36,971

[Plastiq | Customer relationships](#)

[Recognized amounts of assets acquired and liabilities assumed:](#)

[Finite-lived intangible assets acquired](#) 13,000

[Plastiq | Referral Partner Relationships](#)

[Recognized amounts of assets acquired and liabilities assumed:](#)

[Finite-lived intangible assets acquired](#) 7,000

[Plastiq | Technology](#)

[Recognized amounts of assets acquired and liabilities assumed:](#)

[Finite-lived intangible assets acquired](#) 6,500

[Plastiq | Trade names](#)

[Recognized amounts of assets acquired and liabilities assumed:](#)

[Finite-lived intangible assets acquired](#) \$ 3,900

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Revenues - **3 Months Ended** **9 Months Ended**
Disaggregation of
Revenues (Details) - **Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023**
USD (\$)
\$ in Thousands

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) \$ 227,049 \$ 189,015 \$ 652,635 \$ 556,333

[Other income, net](#) 711 732 2,011 1,319

[Other nonoperating income](#) 600 500 1,800 1,100

[Merchant card fees](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 171,814 146,974 499,007 441,142

[Money transmission services](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 33,868 25,831 94,352 70,955

[Outsourced services and other services](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 18,063 13,181 49,984 34,768

[Other income, net](#) 13,800 9,700 38,800 21,900

[Equipment](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 3,304 3,029 9,292 9,468

[Operating Segments | SMB Payments](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 158,770 140,241 457,875 443,122

[Operating Segments | B2B Payments](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 22,143 13,985 65,368 19,744

[Operating Segments | Enterprise Payments](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 47,099 35,174 131,758 93,919

[Operating Segments | Merchant card fees | SMB Payments](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 153,061 136,292 443,557 428,524

[Operating Segments | Merchant card fees | B2B Payments](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 18,924 10,838 55,895 12,718

[Operating Segments | Merchant card fees | Enterprise Payments](#)

[Disaggregation of Revenue \[Line Items\]](#)

[Revenues](#) 521 124 1,325 179

[Operating Segments | Money transmission services | SMB Payments](#)

Disaggregation of Revenue [Line Items]				
Revenues	0	0	0	0
Operating Segments Money transmission services B2B Payments				
Disaggregation of Revenue [Line Items]				
Revenues	0	0	0	0
Operating Segments Money transmission services Enterprise Payments				
Disaggregation of Revenue [Line Items]				
Revenues	33,868	25,831	94,352	70,955
Operating Segments Outsourced services and other services SMB Payments				
Disaggregation of Revenue [Line Items]				
Revenues	2,405	920	5,026	5,130
Operating Segments Outsourced services and other services B2B Payments				
Disaggregation of Revenue [Line Items]				
Revenues	3,219	3,147	9,473	7,026
Operating Segments Outsourced services and other services Enterprise Payments				
Disaggregation of Revenue [Line Items]				
Revenues	12,710	9,219	36,081	22,785
Operating Segments Equipment SMB Payments				
Disaggregation of Revenue [Line Items]				
Revenues	3,304	3,029	9,292	9,468
Operating Segments Equipment B2B Payments				
Disaggregation of Revenue [Line Items]				
Revenues	0	0	0	0
Operating Segments Equipment Enterprise Payments				
Disaggregation of Revenue [Line Items]				
Revenues	0	0	0	0
Eliminations				
Disaggregation of Revenue [Line Items]				
Revenues	(963)	(385)	(2,366)	(452)
Eliminations Merchant card fees				
Disaggregation of Revenue [Line Items]				
Revenues	(692)	(280)	(1,770)	(279)
Eliminations Money transmission services				
Disaggregation of Revenue [Line Items]				
Revenues	0	0	0	0
Eliminations Outsourced services and other services				
Disaggregation of Revenue [Line Items]				
Revenues	(271)	(105)	(596)	(173)
Eliminations Equipment				
Disaggregation of Revenue [Line Items]				
Revenues	\$ 0	\$ 0	\$ 0	\$ 0
XML 54 R42.htm IDEA: XBRL DOCUMENT				
Revenues - Narrative	3 Months Ended		9 Months Ended	
(Details) - USD (\$)	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
\$ in Millions	Dec. 31, 2023			
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]				
Contract with customer, liabilities		\$ 0.5		\$ 0.5
Impairment losses on receivables from contracts with customers		\$ 1.1	\$ 0.0	\$ 1.5
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2024-10-01				\$ 0.6
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]				
Remaining performance obligations, which are expected to be recognized as revenue, period (in months)	12 months		12 months	
XML 55 R43.htm IDEA: XBRL DOCUMENT				
Settlement Assets	3 Months Ended	9 Months Ended	12 Months Ended	
and				
Customer/Subscriber				
Account Balances and				
Related Obligations -	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Narrative (Details) -				
USD (\$)				
\$ in Thousands				
Accounts, Notes, Loans and Financing Receivable [Line Items]				
Settlement and customer/subscriber account obligations	\$ 875,815		\$ 875,815	\$ 755,754
SMB Payments				
Accounts, Notes, Loans and Financing Receivable [Line Items]				
Merchant reserves held by sponsor banks		10,800		98,000
Provision for merchant losses	2,500	\$ 1,600	8,900	\$ 3,700
B2B Payments				
Accounts, Notes, Loans and Financing Receivable [Line Items]				
Provision for merchant losses	0	0	300	0
Enterprise Payments				
Accounts, Notes, Loans and Financing Receivable [Line Items]				
Provision for merchant losses	0	\$ 0	400	\$ 0
Deposits, agency-owned accounts	36,800		36,800	19,600
Due To ACH Payees B2B Payments				
Accounts, Notes, Loans and Financing Receivable [Line Items]				
Settlement and customer/subscriber account obligations	1,400		1,400	1,200
Due To ACH Payees Bank B2B Payments				
Accounts, Notes, Loans and Financing Receivable [Line Items]				
Settlement and customer/subscriber account obligations	\$ 109,800		\$ 109,800	\$ 69,000
XML 56 R44.htm IDEA: XBRL DOCUMENT				
Settlement Assets				
and				
Customer/Subscriber				
Account Balances and				
Related Obligations -	Sep. 30, 2024	Dec. 31, 2023		
Schedule of				
Settlement Assets				
and Obligations				
(Details) - USD (\$)				
\$ in Thousands				
Settlement Assets, net of estimated losses				
Settlement assets and customer/subscriber account balances	\$ 879,361	\$ 756,475		
Settlement and Customer/Subscriber Account Obligations:				
Settlement and customer/subscriber account obligations	875,815	755,754		
Allowance for settlement assets	8,200	6,600		
Total customer/subscriber account obligations				
Settlement and Customer/Subscriber Account Obligations:				
Settlement and customer/subscriber account obligations	863,587	744,696		
Customer account obligations				
Settlement and Customer/Subscriber Account Obligations:				

Settlement and customer/subscriber account obligations	847,168	710,775
Subscriber account obligations		
Settlement and Customer/Subscriber Account Obligations:		
Settlement and customer/subscriber account obligations	16,419	33,921
Due to customer payees		
Settlement and Customer/Subscriber Account Obligations:		
Settlement and customer/subscriber account obligations	12,228	11,058
Cash and cash equivalents		
Settlement Assets, net of estimated losses		
Settlement assets and customer/subscriber account balances	863,587	744,696
Card settlements due from merchants		
Settlement Assets, net of estimated losses		
Settlement assets and customer/subscriber account balances	4,694	2,705
Card settlements due from networks		
Settlement Assets, net of estimated losses		
Settlement assets and customer/subscriber account balances	10,150	8,185
Other settlement assets		
Settlement Assets, net of estimated losses		
Settlement assets and customer/subscriber account balances	\$ 930	\$ 889

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Notes Receivable -	9 Months Ended 12 Months Ended	
Narrative (Details) -		
USD (\$)	Sep. 30, 2024	Dec. 31, 2023

Receivables [Abstract]

Notes receivable	\$ 6,294,000	\$ 5,200,000
Notes receivable, average interest rate	18.60%	18.60%
Notes receivable allowance for credit loss	\$ 0	\$ 0

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Notes Receivable -		
Schedule of Principal		
Payments to be	Sep. 30, 2024	Dec. 31, 2023
Received (Details) -		
USD (\$)		
\$ in Thousands		

Receivables [Abstract]

2025	\$ 2,567	
2026	1,270	
2027	1,304	
2028	1,153	
After 2028	0	
Total	\$ 6,294	\$ 5,200

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Property, Equipment and Software	3 Months Ended		9 Months Ended	
(Details) - USD (\$)	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
\$ in Thousands				Dec. 31, 2023

Property, Plant and Equipment [Line Items]

Less: Accumulated depreciation	\$ (66,500)		\$ (66,500)	\$ (56,442)
Property, equipment and software, net	51,603		51,603	44,680
Depreciation expense	3,523	\$ 2,763	10,122	\$ 8,335
Property, equipment and software				
Property, Plant and Equipment [Line Items]				
Property, equipment and software	115,982		115,982	91,846
Computer software				
Property, Plant and Equipment [Line Items]				
Property, equipment and software	100,399		100,399	78,492
Equipment				
Property, Plant and Equipment [Line Items]				
Property, equipment and software	11,474		11,474	10,377
Leasehold improvements				
Property, Plant and Equipment [Line Items]				
Property, equipment and software	2,742		2,742	1,535
Furniture and fixtures				
Property, Plant and Equipment [Line Items]				
Property, equipment and software	1,367		1,367	1,442
Capital work in-progress				
Property, Plant and Equipment [Line Items]				
Property, equipment and software	\$ 2,121		\$ 2,121	\$ 9,276

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Goodwill and Other		
Intangible Assets -		
Goodwill Allocation	Sep. 30, 2024	Dec. 31, 2023
(Details) - USD (\$)		
\$ in Thousands		

Goodwill [Line Items]

Goodwill	\$ 376,091	\$ 376,103
SMB Payments		
Goodwill [Line Items]		
Goodwill	124,139	124,139
Enterprise Payments		
Goodwill [Line Items]		
Goodwill	244,712	244,712
Plastiq (B2B Payments)		
Goodwill [Line Items]		
Goodwill	\$ 7,240	\$ 7,252

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Goodwill and Other	9 Months Ended	
Intangible Assets -		
Schedule of Goodwill	Sep. 30, 2024	
(Details)	USD (\$)	
\$ in Thousands		

Goodwill [Roll Forward]

Goodwill, beginning balance	\$ 376,103	
Plastiq adjustment	(12)	
Goodwill, ending balance	\$ 376,091	

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Goodwill and Other		
Intangible Assets -		
Intangible Assets	Sep. 30, 2024	Dec. 31, 2023
(Details) - USD (\$)		
\$ in Thousands		

Finite-Lived Intangible Assets [Line Items]		
Accumulated Amortization	\$ (339,684)	\$ (306,753)
Weighted-average Useful Life	9 years 6 months	9 years 8 months 12 days
Indefinite-lived Intangible Assets [Line Items]		
Gross Carrying Value	\$ 588,503	\$ 580,103
Net Carrying Value	248,819	273,350
Money transmission licenses		
Indefinite-lived Intangible Assets [Line Items]		
Money transmission licenses	2,100	2,100
ISO and referral partner relationships		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	182,339	182,339
Accumulated Amortization	(46,280)	(36,506)
Net Carrying Value	\$ 136,059	\$ 145,833
Weighted-average Useful Life	14 years 7 months 6 days	14 years 8 months 12 days
Residual buyouts		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	\$ 143,564	\$ 135,164
Accumulated Amortization	(101,536)	(92,699)
Net Carrying Value	\$ 42,028	\$ 42,465
Weighted-average Useful Life	6 years 2 months 12 days	6 years 3 months 18 days
Customer relationships		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	\$ 109,017	\$ 109,017
Accumulated Amortization	(94,724)	(92,781)
Net Carrying Value	\$ 14,293	\$ 16,236
Weighted-average Useful Life	8 years 4 months 24 days	8 years 4 months 24 days
Merchant portfolios		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	\$ 83,350	\$ 83,350
Accumulated Amortization	(64,410)	(56,139)
Net Carrying Value	\$ 18,940	\$ 27,211
Weighted-average Useful Life	6 years 6 months	6 years 6 months
Technology		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	\$ 57,639	\$ 57,639
Accumulated Amortization	(26,312)	(22,712)
Net Carrying Value	\$ 31,327	\$ 34,927
Weighted-average Useful Life	8 years 8 months 12 days	9 years
Trade names		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	\$ 7,104	\$ 7,104
Accumulated Amortization	(3,032)	(2,526)
Net Carrying Value	\$ 4,072	\$ 4,578
Weighted-average Useful Life	10 years 7 months 6 days	11 years 8 months 12 days
Non-compete agreements		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	\$ 3,390	\$ 3,390
Accumulated Amortization	(3,390)	(3,390)
Net Carrying Value	\$ 0	\$ 0
Weighted-average Useful Life	0 years	0 years
XML 63 R51.htm IDEA: XBRL DOCUMENT		
Goodwill and Other Intangible Assets - Amortization Expense (Details) - USD (\$)	3 Months Ended	9 Months Ended
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023
Goodwill and Intangible Assets Disclosure [Abstract]		
Amortization expense	\$ 10,210	\$ 14,512
Amortization of acquisition costs	\$ 400	\$ 100
XML 64 R52.htm IDEA: XBRL DOCUMENT		
Debt Obligations - Schedule of Long-Term Debt (Details) - USD (\$)	Sep. 30, 2024	May 16, 2024
	Dec. 31, 2023	Jun. 30, 2023
	Jun. 29, 2023	Sep. 17, 2021
	Apr. 27, 2021	
Debt Instrument [Line Items]		
Total debt obligations	\$ 832,913,000	\$ 654,373,000
Less: current portion of long-term debt	(8,350,000)	(6,712,000)
Less: unamortized debt discounts and deferred financing costs	(16,482,000)	(15,696,000)
Long-term debt, net	808,081,000	631,965,000
2024 Credit Agreement Line of Credit Secured Debt		
Debt Instrument [Line Items]		
Total debt obligations	\$ 832,913,000	0
Interest rate during period	9.81%	
2024 Credit Agreement Line of Credit Revolving Credit Facility		
Debt Instrument [Line Items]		
Total debt obligations	\$ 0	0
Interest rate during period	9.31%	
Maximum borrowing capacity	\$ 70,000,000.0	\$ 70,000,000
2024 Credit Agreement Secured Debt		
Debt Instrument [Line Items]		
Maximum borrowing capacity	\$ 835,000,000	
2021 Credit Agreement Line of Credit Secured Debt		
Debt Instrument [Line Items]		
Total debt obligations	0	\$ 654,373,000
Interest rate during period		11.21%
2021 Credit Agreement Line of Credit Revolving Credit Facility		
Debt Instrument [Line Items]		
Total debt obligations	\$ 0	\$ 0
Interest rate during period		10.20%
Maximum borrowing capacity		\$ 65,000,000.0
2021 Credit Agreement Secured Debt		\$ 65,000,000.0
2021 Credit Agreement Secured Debt		\$ 40,000,000.0
2021 Credit Agreement Secured Debt		\$ 320,000,000
2021 Credit Agreement Secured Debt		\$ 40,000,000
Maximum borrowing capacity		
XML 65 R53.htm IDEA: XBRL DOCUMENT		
		\$ 290,000,000
		9 Months Ended
Debt Obligations - Narrative (Details)	May 16, 2024	Oct. 02, 2023
	Oct. 01, 2023	Sep. 17, 2021
	Apr. 27, 2021	Sep. 30, 2024
	Dec. 31, 2023	Jun. 30, 2023
	Jun. 29, 2023	

	USD (\$)	USD (\$)	USD (\$)	USD (\$)	USD (\$)	USD (\$)	USD (\$)	USD (\$)	USD (\$)
Debt Instrument [Line Items]									
Write off of unamortized fees	\$ 3,900,000								
Write off of deferred debt Issuance cost	4,800,000								
2024 Credit Agreement Secured Debt									
Debt Instrument [Line Items]									
Maximum borrowing capacity	\$ 835,000,000								
SOFR rate floor	0.50%								
Unused commitment fee percentage	0.50%								
2024 Credit Agreement Line of Credit Revolving Credit Facility									
Debt Instrument [Line Items]									
Maximum borrowing capacity	\$ 70,000,000					\$ 70,000,000.0			
Maximum percentage of credit outstanding (as a percent)						35.00%			
Net leverage ratio, period one						6.90			
Net leverage ratio, period two						6.40			
2021 Credit Agreement									
Debt Instrument [Line Items]									
SOFR rate floor					1.00%				
2021 Credit Agreement Secured Debt									
Debt Instrument [Line Items]									
Maximum borrowing capacity					\$ 290,000,000				
Face amount of debt					300,000,000				
2021 Credit Agreement Line of Credit Revolving Credit Facility									
Debt Instrument [Line Items]									
Maximum borrowing capacity			\$ 320,000,000	\$ 40,000,000		\$ 65,000,000.0	\$ 65,000,000.0	\$ 40,000,000.0	
Unused commitment fee percentage				0.50%					
Increase in borrowing capacity	\$ 50,000,000		\$ 30,000,000						
Quarterly principal payment		\$ 1,600,000							
Amortization of debt issuance costs, quarterly payment	\$ 1,700,000								
XML 66 R54.htm IDEA: XBRL DOCUMENT									
Debt Obligations - Interest Expense (Details) - USD (\$)	3 Months Ended		9 Months Ended						
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023					
Business Acquisition, Contingent Consideration [Line Items]									
Interest expense for outstanding debt	\$ 23,246	\$ 19,997	\$ 65,836	\$ 55,461					
Amortization of debt discount (premium) and debt issuance costs	400	1,000	2,300	2,800					
Prior Acquisitions									
Business Acquisition, Contingent Consideration [Line Items]									
Interest expense for outstanding debt	\$ 1,100	\$ 600	\$ 3,300	\$ 800					
XML 67 R55.htm IDEA: XBRL DOCUMENT									
Redeemable Senior Preferred Stock and Warrants - Redemption Value (Details) - USD (\$)	Sep. 30, 2024		Jun. 30, 2024	Mar. 31, 2024	Dec. 31, 2023				
\$ in Thousands									
Temporary Equity [Abstract]									
Redeemable senior preferred stock	\$ 88,064			\$ 225,000					
Accumulated unpaid dividend	22,639			43,498					
Dividend payable	0			7,027					
Redemption value	110,703			275,525					
Less: unamortized discounts and issuance costs	(5,605)			(16,920)					
Redeemable senior preferred stock, net of discounts and issuance costs:	\$ 105,098	\$ 105,684	\$ 264,240	\$ 258,605					
XML 68 R56.htm IDEA: XBRL DOCUMENT									
Redeemable Senior Preferred Stock and Warrants - Reconciliation of Temporary Equity (Details) - USD (\$)	3 Months Ended		9 Months Ended						
\$ in Thousands	May 16, 2024	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2024	Sep. 30, 2023			
Increase (Decrease) in Temporary Equity [Roll Forward]									
Beginning balance (in shares)		88,000	225,000	225,000	225,000				
Beginning balance		\$ 105,684	\$ 264,240	\$ 258,605	\$ 258,605				
Redemption of senior preferred stock (in shares)			(137,000)						
Redemption of senior preferred stock	\$ (136,900)		\$ (166,268)						
Unpaid dividend on redeemable senior preferred stock	1,500	1,903	1,871	4,699					
Accretion of discounts and issuance costs		\$ 335	10,139	841					
Cash portion of dividend outstanding	2,200		2,824	7,122					
Payment of cash portion of dividend outstanding			\$ (7,122)	\$ (7,027)	\$ (2,824)				
Ending balance (in shares)		88,064	88,000	225,000	88,064				
Ending balance		\$ 105,098	\$ 105,684	\$ 264,240	\$ 105,098				
Proceeds from debt issuance	170,000				\$ 830,200	\$ 0			
Redemption of accumulated unpaid dividend	\$ 29,400								
XML 69 R57.htm IDEA: XBRL DOCUMENT									
Redeemable Senior Preferred Stock and Warrants - Narrative (Details) - \$ / shares	9 Months Ended		12 Months Ended						
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Dec. 31, 2021					
Debt and Equity Securities, FV-NI [Line Items]									
Dividend rate (as a percent)	17.60%	17.70%							
Dividend rate, floor (as a percent)	1.00%								
Warrants and rights, number of shares allowed to purchase (in shares)	1,803,841			1,803,841	1,803,841				
Warrants, exercise price (in dollars per share)					\$ 0.001				
Secured Overnight Financing Rate (SOFR)									
Debt and Equity Securities, FV-NI [Line Items]									
Temporary equity, adjustment rate	0.0026								
Secured Overnight Financing Rate (SOFR) Maximum									
Debt and Equity Securities, FV-NI [Line Items]									
Variable rate (as a percent)	22.50%								
Base Rate									
Debt and Equity Securities, FV-NI [Line Items]									
Variable rate (as a percent)	12.00%								
XML 70 R58.htm IDEA: XBRL DOCUMENT									
Redeemable Senior	3 Months Ended		9 Months Ended						

Preferred Stock and Warrants - Schedule of Dividends (Details) - USD (\$)	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
\$ in Thousands				

Temporary Equity [Abstract]

Dividends paid in cash	\$ 2,883	\$ 6,810	\$ 15,073	\$ 19,377
Accumulated dividends accrued as part of the carrying value of redeemable senior preferred stock	1,903	4,538	9,960	13,382
Dividends declared	\$ 4,786	\$ 11,348	\$ 25,033	\$ 32,759

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Income Taxes - Narrative (Details)	3 Months Ended Sep. 30, 2024	Sep. 30, 2023	9 Months Ended Sep. 30, 2024	Sep. 30, 2023
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Income Tax Disclosure [Abstract]

Effective income tax rate	31.60%	102.10%	37.30%	122.50%
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Stockholders' Deficit - Narrative (Details) - USD (\$)	9 Months Ended Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
\$ in Thousands			

Equity [Abstract]

Preferred stock authorized (in shares)	100,000,000	100,000,000	
Preferred stock shares issued (in shares)	0	0	
Authorized amount to be repurchased (in shares)			2,000,000
Authorized amount to be repurchased			\$ 10,000
Number of shares repurchased (in shares)	1,309,374		
Value of shares repurchased	\$ 5,700		

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Stock-based Compensation - Schedule of Equity-Based Compensation (Details) - USD (\$)	3 Months Ended Sep. 30, 2024	Sep. 30, 2023	9 Months Ended Sep. 30, 2024	Sep. 30, 2023
\$ in Thousands				

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Stock-based compensation expense	\$ 1,416	\$ 1,501	\$ 4,878	\$ 5,183
Stock-based compensation expense				

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Stock-based compensation expense	1,345	1,491	4,603	5,147
Incentive units compensation expense				

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Stock-based compensation expense	58	0	236	0
ESPP compensation expense				

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Stock-based compensation expense	\$ 13	\$ 10	\$ 39	\$ 36
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Stock-based Compensation - Narrative (Details)	Mar. 17, 2022 shares	9 Months Ended Sep. 30, 2024 USD (\$) shares	Sep. 30, 2023 USD (\$)	12 Months Ended Dec. 31, 2021 hour shares	Dec. 31, 2018 shares
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Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Equity-based compensation expense capitalized \$		\$ 0	\$ 0	
Maximum hours per week hour				20
2021 Stock Purchase Plan				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Maximum number of shares available for purchase (in shares)		57,254		200,000
Minimum number of days employed to be eligible for plan				30 days
Purchase price (as a percent)				95.00%
2018 Plan				

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Maximum number of shares available for purchase (in shares)	9,185,696	3,121,189		6,685,696
Additional number of shares available for purchase (in shares)	2,500,000			

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Related Party Transactions - Narrative (Details) - USD (\$)	1 Months Ended Nov. 12, 2020	Jan. 31, 2019	May 31, 2021	Feb. 28, 2019	Sep. 30, 2024	Jun. 30, 2024	May 30, 2024	Nov. 30, 2020
\$ / shares in Units, \$ in Millions								

Chief Executive Officer And Chairman

Related Party Transaction [Line Items]

Percentage ownership prior to transaction	80.00%			
Redemption value		\$ 4.5		
Redeemable non-controlling interest preferred yield percent		6.00%		
Percentage of preferred stock owned		83.30%		
Percentage of ownership after transaction	35.30%			
Chief Executive Officer And Chairman Share Exchange				

Related Party Transaction [Line Items]

Number of shares issued in transaction (in shares)	605,623			
Subsidiaries				
Related Party Transaction [Line Items]				
Redemption value			\$ 5.9	\$ 4.8
Subsidiaries Share Exchange				

Related Party Transaction [Line Items]

Volume of days	20 days			
Exercise price (in dollars per share)	\$ 2.78			
Number of shares issued in transaction (in shares)		1,428,358		
Purchase price		\$ 0.8	\$ 2.1	
Chief Operating Officer				

Related Party Transaction [Line Items]

Percentage of ownership after transaction	24.10%			
Chief Operating Officer Share Exchange				

Related Party Transaction [Line Items]

Number of shares issued in transaction (in shares)	413,081		408,013	
Other Holders Share Exchange				
Related Party Transaction [Line Items]				
Number of shares issued in transaction (in shares)			404,628	

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Commitments and Contingencies - Narrative (Details) - USD (\$)	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023	Jan. 01, 2022
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Other Commitments [Line Items]		
Purchase commitment, term		3 years
Payments for purchase obligation		\$ 1,500,000
Damages sought per violation	\$ 5,000	
Settlement and customer/subscriber account obligations	875,815,000	755,754,000
Customer account obligations		
Other Commitments [Line Items]		
Settlement and customer/subscriber account obligations	847,168,000	710,775,000
Capital Commitments		
Other Commitments [Line Items]		
Other commitment	\$ 26,000,000	26,000,000
Purchase commitment, maximum contractual term	10 days	
Payments to acquire interest in subsidiaries and affiliates	\$ 16,300,000	11,800,000
Third-Party Processing Fees		
Other Commitments [Line Items]		
Purchase obligation current year	21,600,000	
Purchase obligation next year	\$ 25,600,000	
Vendor Services		
Other Commitments [Line Items]		
Purchase obligation next year		\$ 2,300,000

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Commitments and Contingencies - Contingent Consideration	3 Months Ended		
Rollforward (Details)	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024
- USD (\$)			
\$ in Thousands			

[Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation \[Roll Forward\]](#)

Beginning balance	\$ 11,494	\$ 11,339	\$ 13,438
Accretion of contingent consideration	1,066	1,240	972
Payment of contingent consideration	(840)	(1,085)	(3,071)
Ending balance	\$ 11,720	\$ 11,494	\$ 11,339

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Fair Value - Contingent Consideration	Sep. 30, 2024		Dec. 31, 2023
Current and Non-Current Liabilities (Details) - USD (\$)			
\$ in Thousands			

[Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis \[Line Items\]](#)

Total contingent consideration	\$ 11,720	\$ 13,438
Level 3		

[Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis \[Line Items\]](#)

Contingent consideration, current portion	5,521	5,951
Contingent consideration, noncurrent portion	\$ 6,199	\$ 7,487

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Fair Value - Narrative (Details) - USD (\$) \$ in Millions		
	Sep. 30, 2024	Dec. 31, 2023

[Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis \[Line Items\]](#)

Notes receivable, fair value	\$ 6.3	\$ 5.2
Line of Credit 2024 Credit Agreement Secured Debt		

[Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis \[Line Items\]](#)

Long-term debt, fair value	\$ 832.9	\$ 651.9
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Segment Information	9 Months Ended			
- Narrative (Details)	Sep. 30, 2024			
	segment			
Segment Reporting [Abstract]				
Number of reportable segments 3				
KML 81 R69.htm IDEA: XBRL DOCUMENT				
Segment Information	3 Months Ended		9 Months Ended	
- Schedule of				
Segment Reporting				
Information by				
Segment (Details) -	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
USD (\$)				
\$ in Thousands				

[Segment Reporting Information \[Line Items\]](#)

Revenues	\$ 227,049	\$ 189,015	\$ 652,635	\$ 556,333
Adjusted EBITDA	54,641	44,962	152,532	123,695
Corporate				

[Segment Reporting Information \[Line Items\]](#)

Revenues	0	0	0	0
Adjusted EBITDA	(16,876)	(13,767)	(47,853)	(40,484)
Eliminations				

[Segment Reporting Information \[Line Items\]](#)

Revenues	(963)	(385)	(2,366)	(452)
Adjusted EBITDA	0	0	0	0
SMB Payments Operating Segments				

[Segment Reporting Information \[Line Items\]](#)

Revenues	158,770	140,241	457,875	443,122
Adjusted EBITDA	28,644	27,613	82,265	84,449
B2B Payments Operating Segments				

[Segment Reporting Information \[Line Items\]](#)

Revenues	22,143	13,985	65,368	19,744
Adjusted EBITDA	1,933	1,359	5,209	1,877
Enterprise Payments Operating Segments				

[Segment Reporting Information \[Line Items\]](#)

Revenues	47,099	35,174	131,758	93,919
Adjusted EBITDA	\$ 40,940	\$ 29,757	\$ 112,911	\$ 77,853

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- Reconciliation of Total Operating Income (Details) - USD (\$)	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
\$ in Thousands				
Reconciliation of Segment measure of profit or loss to income (loss) before income taxes				
Total consolidated Adjusted EBITDA	\$ 54,641	\$ 44,962	\$ 152,532	\$ 123,695

QQLD51;WSD+QCG|CVX>;QA&WP|G M*N*1B&V5 C(I|I/147BK9;X)=#H16Y*QOGDGT4.YN|QJ&4GPZ24A10W |=0U|R;UEA 6#M#7D+ P04 M *406=9X\$300..K @ \$@&108U|R;1W1+V.O&UL&U91 M2A,P5> BN2|028B&E=-E9;G,-G|&XEM;EM8DX;DI-VWMZU;J|&#W%6 SN M=-W=B-|>?5J2\$5&1PWPS#@79D;==*8BBI,Cf#G|GHC9? MO4-&0574-D2,31HF8H\$7(E)=-(DU-2E,JZ1| 4S0&K*|LT6.-@#1+SDP-OT,M,9Z&M\$H&K1J1" ^V@7XES|S\$MW@V3OW9+JN |L|_ GW+@#A 7G1|=YW<v% M3#H8?C|>?D4<4ND| J|6; |T2|RHQ&W!>5=-;WDMN9#BX6-R %W>?>=-3OW MCXTO@|J|7W=AO@102P,*% ES\$G6G9E&UL5|<|HX%Y|O|K|JX9 9M*8V@>|>?\$W-I M[MTH&3M M3A<#5\$B;|EDD81 OTV23;J/ 0LZ? 0.14?GZ\$AY<|XN8NB&B)3R M> +|06N|34+ MUES@6QHO(I|JM-O-5H1I,*\$81V1@?5XL:\$#05%;U@M.42, @5RU2-9;_1 M\$U@1|KF(M/+Y;7VMX^9<_1ATR@6XP&U@&? Y|OI<^1.6HCA5,+P&IG/UQ M\$Q|22("R7V4|;I)|/3%0@R#3LZG5C=GSVQ,V7C;K=#1M&N&C|7@XML02 MBW A(5M+2 T9 M6!VULS2 Y9>? YIEUK9;=00SP56.YXB| ^1/0465&Z&98T1G*=4 D. #?# M140Q7?|:M\$H@P1+27?#6SRFU4|H|(FLB|I)>|>?<7K,Y|H| M5Z?82|=!\$!&N<^<=9ST6S|I25&T?95O-RCEU@5 9<8WS2J- 25%UGB5P&|M MG#P=-[Q+L E08:7?>82J3@34<3 BNEVOZGZJ?FJW*2M?/F4 M-AIRM1|:MG&I&A!\$L1>3|2M|!6:PUDSY@R-S.57D7.U1\$ 9N|>?<8LZ+ MD!&|H82X1KM%G%|V>7L- P>B>R>|JN|Z&U3+U1|W|072NO|J? Z3(T MIZ.-60F|A|9G|CZ|?>ZH?C|>?Y|C|E>G>+Y;X&0%NGL|_J|>?<K *K |> M.7AN?<|E|GT|?>2MSAD694>RU3332M?> M\$Y|&V|L4 5*E%? E|KDHN?Q.Y.FOH70+U, Y% GM,T,XU,T.WF)&Y% M-M-2D& #>^>G>=IKB,=5D&N78V5WVGW-1^>?4;|C|SR6<^>|J|A|J|&F, # MOX=Y>U ^89Y7&4#04,6RL|Q&MV^XU \$!M.D8V^U|X.O40+R4E5+D0& RNO MHGQ,C57H<=>77% CT9+CVZ9EM6Z0?>7<9;2|<|IF1-G|JX>9;^51W/550R ML+YJ|,053L ^6:WGP|CP13A8+SDACE1+XZJ+5&S5.^YRM|Q|6X4OT4SMA*?&KX MYL@>Q3E.XSG-V@P|RN;L|Y|7IE,6>F|M|M& DL6XA9\$N)-7>W5YNTB42|[P# 4A ML+YX+@C|^>3;G;U _HL@6V5\$#DU1?>?F0J|3R0|A4?>.NVB8+OA=OB5,V&+KSF M8\$O@>FZ=+?2 VU|4?|074;SHYG@<K' MYA,LOZ1^>P7V^NB 1J^N|J|>?<1|I8\$@F.S6VZ3VW> ? -2K6J5D\$X M2P=|Y|&8X\$O|!#1?CQ|BK<:QK<=>0QY@6%CS#*%F, ^19H;J6+K&F+P| FJ1 M4E9E/|O4#6CV30,9FV|J|D3@H|W|O|J#>?Q|A|8N 51+ P04 M*406=9 \$Z=P^L% |P & ^AL+&+U|0V8KR1# M 2\$Y98B<9<^>U+6%|2WY|ICR|6L33B|FH5IO3A+M|;JLK;1.WW4ZE.RQ?E3 MD|>?|B|SR&C|&4|GL9|X%N2B;.I0QSGQ|O,6L!>?FTBAP.IZ2A, \$02E<4+6 MD|JLK^HG- 98,9,|&|OH:|?7EVUSD N61?|;|P|5#&|>?DB40E? MLMDJ^VVB|I+>?&SH0A|GNWO:5|0+>=>K\$|^>|>X1N%6 X1^%N2+>=>66|Z;|KBAJ, 71*?<@>=VK64 M9X5+|>?ZE#BN3? Q?Y6Y1|U|NYZ^U=|>HKK2>+O>|K89V#EVI@QF|U?3Y|9 M|&H&F\$N\$SSUO?C|J|PYS<:WGP7+>|>F|OP60@94%>9MN4VTAQN>|TO|B0 M4\$5#19Z|U^N|>?SC4G,9;|>PYYK<+>5L,1R2S?C| B3|3HA=XE ,B-/IN2NTXYSOI M6V#P0D 9;KGI|AD9*A!1CD25;N 8^V0 ^17-S9B7-04^46D<L.S@S|>33 MNOM@T|>T, ^YD9Y|P+>|>W-IK|>?JTSJR|>+|>RUY1.W>41>|.W3\$ 0^Y, ^1 MSXF|77%>2.&N^K<=I^B^B6 O@G<X\$Y5|J|>?|RBTS&M|G|>=>\$Z\$TBA785K|J6L8|=|<=Q MKID^US4&5.4BT>?O+>^X' _&@PWZ%9@,2ZN65V M6OB|/R1ED|Q9E^RHW,*XX5_1CQB9;QB> |I^ *B7>DNHWGK|1\$8|,P M|6<1C|E1|J.F1*Y|HGMN0W&SY^H7L8=64D/F|T|U>CZR7W,BP^6&9BFB=5/2S M|V^>G|Y8T|(TBFR#B3\$F^A%1.W &9=HAKC|J|:D90BBM4+07>?Y^W|U+FF|PAG+&B MCE6?6R|W.WM^ZV.^|>[9V+OC?HK&V,9?|AM5/QO JE1#S M|? ^Y?N;T9<2N(Y5 FK|<|MS|<|<I^X9>30Q&RBDG2V|NQN|>?COUJOX|&+UE7K|HMG693Q&V0^M,|AR=0MXS< MV;J|>|>?C|W7?>186:3G@;(^>M 2-?5;2TNSXW2XFQJ,SW^W|Y|>|>U>S,R7BD1| 5+GM U|>G>=>2 M:|>FFZU|SH;6|>59P&7Y@&XOQ|!^Y^8^RCVZ2? 51+ P04 *406=9 M|PP,MTP |L|P & ^AL+W=OFU>@#>|>?I|W178ZP7|TNXS(SQ45GTB632W* ^YH18LDC) MZ6Y^P-|B|G#S| ^XST;ZT^Y^J JW8AOC2T5M6^F^U,6W?KW6^49L9ZGJ-# M3^Y50>4&N^M|=|5@A?MH&6VYIAC^ZRV7U>KRO^WOIKX5XTI925N|J2|>9;7 MSQ|9JXN5F3U|L87^> Q|HWUY?F,XA;8; |N;F|XN^<|K^BU5A6I0?>U M0-YA=>@..W^<63^K|&U-10|I|;|9AT ^Q00|,1^4N;SN,|OY%>=>M6+^TGP|>|>M|W2U TX|E,=+>OJG, ^K+|>|>K^Q|SWUMGMB|D8;M|>?X^M^>|> ^N'B\$ \$LX,H/T ^*H^1 KU|>9D<8 M|SU|P^R-|>:6H,W ^Z+33LH|H&6G<9>4;G|L&9RZ5;P|I|&8N55^OMN M^S|RDE+H74|G&Z.O.M.^K|Y&|>=>F&?2?MVH10@.J|>=K QBLW|7>?|>|OOH M58|5BMT|Q? ^*^AI C5|O|K&C<PT@YGAU|V7^D^>+H/G|>^Z^R.HJ.N1640 MUQ8L,^>+I|W,0^AW8579>|W@N+U+>E.PC+2H^Y7|J|>36^>T7W1LX.8F7162F2 M|JLKC|>9|>WE|H|W7K9&O|3@>U|>O|/8N8|5&5T|Q?> T?/TX|L>L>U8EF,|P|W5 M|>USF|1M|>+&,O2^3J|>^Y^HUXVV3R=|D^9)F ^3*^!%L 801-MXRJ? M77%#N(X\$F^3N^RK^>|TBX|H|KWL<5+>U4XL=EP42WX\$A-\$1@<2N\$S36TH?>SB M|>+>W4RQ6|J|>ZP836;|JGC3C|KN@>W4W74^Y^X2AFO?# M|J.N|>O:Q3<D< MX#2^PDIT&K|X|J077+H|/>+ET^EC4E&|>|>|>ORTMB|JMF\$N=U. ^YHAW0F|H MUC9N|RE\$|>|>TR5A,|H&X9ZND4TGD&R7^AY(MAO^K,QO|12E&A4&S<LG^T M|^>4&R&QJ|>W%>GQ9^9Y2+>|>W|>9E BP XDE=>H&FJ|N9N.B\$C&B=>E^B|H MN|J|VUCWW4E |6BU|UYXG6W|>KRQ&B=M-@?F|=|>C&E|XYYQ< ^2U1|DR:5Z+>P561W|RZ\$W(. BP6X4^CZ?^SR<6068T8C-Y76 M44+>|>?H|N>:52U?U0%W&RRHQ&E.IE30,2,L&K,9I,|DF56|<4+6 KCP|R51%L2. M|L0,8P^3Y&G|>OQD=E->=>

[illegible][illegible]

4A(E\QI<C)H#MNI\LRJOM\3U2VLO#%#K\$W4E;BV#W#I@.65X.G=CJ6JIJMM+S=6f*Q"5.41MO PZTJZ^M MTA2KD@M"EQ"6\RIA26G\NFD:DDIS*GMI;F1\R\7S5>8\$~A!1"5^Q1NUS=%9 MKE8'DJIR2AJ2A\Q9H7RJO\U1OKSX<(W\%0HMP12HIT0ZB1NV4TJ^QGO*SPN ?<=>H516W3< M7R Y&8#> 7L6IVDVV^TD69DGNQ4^>NM25V+GM;R1JIT729JIN908#M M=X< OJF2@+>+CT.YJYNJ1&4.ROT7A=L LD XYM5L2U#<=>J5 F10S528 M1.%<=>1GQ.34%<=>2ZF8W\JLJ4212-4ZOF.LIDJ^JO1DO. O. YMZ<C(&M\$&G<I.5;0PW=RTI^> 6TF5O N**> (F 8*V=5. OVVEO=V%#GZ.FVEQB2BM\6U M1!% BV6+&G=<I\%4JIDZ9.O1F7J2Y#<=>V2GFA\Q:PYG\HJLJ.52;NQO3 MCKICB-P>2U>=IN2(WZM+&S0K7-P\OIPW\TJ\JX7<>4 M3@> WZ.5Y<=>C9O%#I*F^O<S-C.V=RS-TR721XZ5Y% EE2\$HL8.>79LJO\JDN MX&\JY08#HFQWIOZ<OM>?>.B2%P2\$Y%11R>35^HZYTJ+ZUO>Q>=>4J4TQI M>2/8CPI DY.6%U.P%;14+> KO15O*2M5^C2C@B1<=>=>5OKOY32PIU2K ML.N\1.6N\YI(#%#RZXE@&RUTJ3H#&FQOZ<4K67.00E1YHL2U115.F614640I\>Q>=>O8B87314. O0:CILW@^CM4DXI^04^4IY810. 550KX =TV3UV0#>MEDPCEN*X= 5G^O8^G3=SS#R ^E2N=)R4IW4G@>NIOICX>|=W4A-P33;W4V M.N.+<*>X@3RB!L#>N/1<8+>FF>F6^I/I P 4J#&B1@31^6*+>1 M<=>=IF5.00M5 IJ=JFN.N&N- 3F+>JVDU313MAHV@N^! 033MCK 05&K>XGX M CL M!G6S<7CAI\KR&NF WKFCU@^OI6=GLDP&L^F.#HB-2?LDJ3.#0=OWIK? =NC5=I10?>O.1%\$SIF) A=BSIQUJ\$2 MHSKG0V^T7P0I\U.2BKJ1I\VTICJ+>6AVIOI:Q8/HL@>QNXZJHWSZIYI\ M AQLWCL .F.F.10INL@ =TU^H0P>Q20X6F36D=R15C/I791. @4@+>I Y M0R7C7C^JD J7M0R#;I\VP=SIAlV\BG OCPV^D703 L1J.GMT.OP7N:RIP MCBROWY0<50XR@> SRBNEM1^+IOZFEH L04IYS01(8.PE+>I.UW1^ T.YK#WJA MU<918:~%#%D^CZIJHYHJ^JOE=I&IOFH/KFY^~^I02P.\$% @ ES%G6;S4 MCEB. P D @ ID IX\JW.WK\&L0ES:DMLV M.M\T5C+>I.VQO7L1N7+>A0. ^FG>8A1&3^EL3.^%>O MJRR^+>#B5^DXZG6%<=>JFCZ3CHGNOT@>LOI.8C^XZN2VW^M M9T4I5=BAUOTZGLG2U0.EDB=)HJH&G\HEFWH=YG^V W#P12^YD9P53JIT47 M%CYFDZC#A%IAZAEIT^A.U\$UilB. ^PPHT=(C=O=I\% .E3+DQOA^&HV7F MBTDITBB#>7.3^YO. KIC+>9V\XJ5\$N ^F14UZ\$;2U\Z<.<1.4#NKF7WS9U>\$. M8=2YXI#L^)+ NPD46^X07DS^UFS LC6A2^D&KRJG.3OJU3>B1=PKO12^X@O/^1OO^P<ZVP^OK YC8^@E>TKSY^@ M JLV1\HMM2#H) P9>IYB+>#UKN=DW\PUVSIO6CV>E1IN< F4?1#9>1O^>+23 UB8.^Y?>1<67@G1I>U60F^ASiG\H M&8^I\BV.NV&1X=J7IO= 9W@W9R56BVH2Y+>=H#ZT^EA(IJ^5O\7(FQ7 M8A:MN^32^1 H1%TE?&=>LP8.^VM1>V1-LR# IP18 .@S3JTOU^K<3^TSS>P>? MM:SR>S<C79&R4RP!>=Z?I1AP=?M4-MSB^DPEIIOAMP3?I2UTJG64GND MWO#Q8P2Y53JMI^I\QOI.NJ8M KNGV9V VL2H#> M1!SRB>2^T^K=4E@>T^>K>7.P.I.LHC.KHD4M^NDGRJX#2PFPJZQ^F%CAJ) MDRBJ2FWI3>FJGUH.T7C@>3UIZFI^YADITB82^>QV?^6 OBF9+Z^1^X^2J>1 N4O?P?T^I^OM4 M.X2R>2=19U^OSED X Z2UFUSX@ONJWDLO>+UKV.GU>CFC9?1^@EE.3&8^I M.Z.DFIR^%<=>I^T^6I^FOE2D.^3%5&B78592J^U.HW ^<=>@.8S.63-ECN: MKXDI(H^>I>L>FP 4%>2>3#A2O5H9GZ0ZK N\$OTU170^ZT MIKD) I7V6#>JID@T^M.F53^#2I4+>+>0%U\U8.6?2^M#^ZYI^98Y^<X^1^I\IWO>SCG?GR+&Y9X8MYTH>0%EM MOK.^159\$SDN>P#<=>C333GZ9F47V6>?>Z.4=I=L \$P4R^TY.(7SP) 7 MIQOD@^I)MAOB @CBX^C#84I.164@OTXC@>=>%^<=>CQ^KX^I^>+>1^OASB.TPMX M1^R1XO^2-T^>5>ZJ/SGXU<.<11=EK_A=XAI^>1.0=Z(EN^H0S2J7K+> M.I^I^LO~^I^S3@7=Z^?T^E>K (<+>I+V^P@M.I.VOA^6 2/@AZ1_Y.WVVLJ^MUS=PO0684K.<5/4U4#\$.5UAM40T7A^O^I)W(I^=S)NED-11RAX1U0&@>GLQOE MDZ?S3N(3RE DIY 4^OQ.H&2?D9JTEA(I^>=>I0Z^F) DL80^>+>D>#1J:~A^?>1 M^?>R^W V^VLZ3+O1>?>DN^XK6(2IF?3&+>1/TT\$JHIV^6>MW5.8 0%>OUT M^W+>W.SE67^ ROX61<670KN<~ZORCO9P3U1W1\$J2S2^YCYDZ1I^DIT67 MG\$G6=>=TINEU^UD20(I0A0^1<I^OTW8\$M1= M^?1."SRF?>@R/3 VXT%#AED\$>T63L1^>I&8+I4V4E.^*TF+9+<I^<100 MYBL.TB7N^".5N^H@>NLI.EYNY\$~IY. @&ZXD)EJ^P^Z58VGM\$CBNNM?I\AIJPPU 8F&5.Y: MX\AW(TY^TWA#&.>7E6 ^E8\$606P.#Z#JIK.M2ADC.^?I_ GM^@ W%ZKA^>0 M=^>H1/E.T.WN7(02C)<=>WX0H 9M#&XJORF7\$N1^I^UWUJ.K>BE:IKBJX^I M^P-GRGSUDJ^>@&-KA.^\$>+>O/RD6EDJL.VRJR6<Z5FUMXHV1I^228(2I M.DZ\$1/VK^+>L1A#3 DDPRIQ.4V^P&Y\ (I&A PMVJIT^SC=CX ^C^H L^M^6^7GHOR6X00J^V187JG^%6 N1&#>HQ<=11EIJOR&9(A><I^ZJZZ9ZVW MCOE?^Z^G&HXN^2W^ZIN^ZK8P6T.L7 G#+>@> &FNL30.HY+>BRT<7I4^>G.LJ.M@REOA=671GJ1I^JITIC4I7#(#7HEK-1I^&FALOS(CI=WA>8^A!\$+&\$1^Y M.1&6.5\$61EJOE6~MOO?^XO&FZ= +\$S!U.H^PO^<9^<I. JR37SUL7^I^FF#.(1P^#B(WN1^I^Z.A4L27I2^M^OMBK0C51 M06D?^E.L^>I.2.G.V\$^>S3Q^ M.W>+ @+BM4 F6C5J7^9^9H.^>T^?2PX8<I^V^VZRO 08BOI.LRTO>8=I M\J\$BGTXNWP?R@ZIE3 &\$!/@QB4#? 6\$SUNO<+&@>E^T.B/OEADA6TJ&?>C^ MTO^B9\$1I^V/EI7-IW=UA@>I8X&Y.T2Y <=>^JIGT@>882R KCI@>I/O?>YQ^<=2 M^?B88DUPY(1&B&C&8)W NC^>X U 0F&Z12-100B5 ^PRPA28001041J9R M<O17IHHKW>C9^OYR3^VU8(I%CY#I^1UIB.^I.MCE=SC(GI)>I^D2D.KPWK3I?^>#3<CAXP4-PN>@>#XJ.00!>28E > MQL0T0(V^G+K AR9JZ.NI.?2%=>OKU15^D081=3PID+>9&1Y1MZP2GF^WQOG M.<N^7U8>5I0C&CMIPT5O^T8+>+>X3S1WIS@>IOJ^<I^<1^<=>S Q8S 1I>I>7Z > M.865PGC(I^7^UZX\^+>YTLGKOSKE.^X<=>U)ND@<=>UMMCC^Z X&UL5G.(H1&J& B M94E554I2>4CE 9PIR8F OK 4&8^<I^<=>C5%81.>@T7WZ M.V^>M^FUTUY<3K^DGM6=60IWK.RR^>2I62M^J7/L6N38K7I9^>N=V.92. M>-(J>I>WN^<I^SEBS3U^>M\$J.YTIV(X55^>L.EJ6).+>M.L.YS^>7.E0MSKIOOYB<=>=>2HGBE4IMK^UA/RZ=>N12^>#^D3S@>+>1%LZ.5K M09.M/Y& Q^BZU.7%#<=>A)U/D(C^>NB5^I.O(GS;9^>6)GEB .J^L^VPY.9^I.M0M1.W^<I^>@>D(I^EISF272L.VG11BOOUQI^>BQ 8O6B+>K.K-K?>I T M6.1Y O>O.ZU^9/ND0GJ?>?>I8+>I9:WTLF.^*Z? A^*1D\$87^>KAGIO2DXY M<=>908O\$S=>N1Y3C+>I7D7E^R5^<=>4NG>+9A>+>AEl(IQF\I.G5+>WY.(O4U MYYI^H^FE2I^2^Z L.1 5NB.W4W^TN_WA& (&I8D^EC=XR3IV(I^>MIE1XF^C^W M1^L^PN^OAXSULH:95&7^J.U=5^M^SE@E=FHULTO^>7W&7=O<=>AHL>1^V^2V MG^I^>C^S^%DGTRA %PAGO-2UER^<8NM4^I^>R3&X&X1\$ M1D&ESJ>#ZHPJ1@>M1+O 11WB ZMVD+T7AX5O^ZT ^FLO4VY.(3\$TVG IOUJ) M3A=CGBI&D>I^U.IAU3T5I^%ST^>I^YO^R5^YK3B\#>PR+DOLY29P42@4JV@N(I^>M>I^>NQ MKB91M.&DX@IMT.^>I&8^I^R4B419-8^8G0722P1484DI^HR.L@AT M^<9=1^7.YENA6(8X)3^ID M=TZ^+>1^UEZ6<=>Z L.W>+>81PIIUB^LED4>+E M56FLT7D5(I&1#?> R5O^H5.SRB955^PCM&I^I&B&EFS(64H51.^2N&E\$5*1JL M18@>O1H+>=15.C\$Z1U5^OJ8^B1^>+>S\$RS#I^J#@ (%&TK6#.94199N^1^6^K MPRE^N 91F30Y^JYB/D+&#&%.CA>3^@T8:21- L3YKJL^I^@PIAS3 M1EYMW>I^RS2H343^H5^I^AJOA@>BVI3OY\$BNJ^77 9DGH+>G.VV9I4U48K8 M8AKR\J200^BI2^MFK&NN(I\$K<7S.7Z V.I.XI>+>H 61:.)>8 (3/3 (5D)<=>K5D7F6KL=I0+>1=6:3.2 AYDKY.^H9=B:J.UK7O^&W&H.B.J1SC8N MU^C^K6G1W^8A2^G E>OQHXM%:#7^OFNO7W5&\$.P\$+>N4\$QTSD>Z>+>X^FPM I^C6IEV1\$SFFW4DLCE11&AHSXIT^ZHKH\$S ZSUSIHFACE@/PAQ26<5>S&JL M5:4OLS17.E^".Z1I2/CPY. 72<9>2+>D>I>W.(HO<=>=&47@I\$Q59\$SX.GS X1 M1BJX0013YXF&C.I4C80=XXOQWJF^+>V4X0PKFY674P>145A1.XOAR>1>1 MD2^X7E^>+>I^>9ZC>2^>Y+>9RCHE.D^6#R^NIHAID<=> (MESI4^Q>6\$100.\$I30ON^2^C8 .+>I^F^4-5^<=> >078SF ^OTN\WH^P^#E MIO>HJ^F^UOM \$VH.5I3(I1DG^>4D1U^L4520BPHDS^X1(IQI9^S^UO ^9C%>2&74P4NIYE^%.21%P^6Z.50>I@3+>SI2PRNV I^V^U9?KAIO4^OLM8 J9Q2N5\$12E^ 6Y+3@>H M0P1^JPTL.R1B^H5 WQ17H^U^TE8CQV^ZF5H7=FNPND4HYI\$S^G^HIT(I^&I) MOC A>CIX7\$>+1.V^*X&I^O^A^>L^>S#=#>5>V^5T823C55.2S L 30->=>=>X2F MUO4>=>3#ZNA4QREUO&S^OL2H+>#?>=I(TI^I4M1C^9HU.P^T)(I20P.E2XW^J\$ M9F1^M%70Q8H7F4K^CQ04^KIOU>1^8T+>@>SISV.MTNT\$SET6^FX^Z8B@LIE MR^>=>1JIB^+>I^TMEGL<=>O2J.L&E. PIN9^DP.MY@M@WY@<=>5DYQV5^>W^7 MJ05J.MJ^448XKUDM@J13-BIW! ^<=>@<4I@>I^V^WNN^I^I7GZ7S.5V.DHG6V=77Y(D7 A3^>O^Q. I\W.VL 64IY^0FRAP32V4C56M)U>+>1 MZIOB-P1Y>+>I.J^<=>L+>S^A^W^G^C^W9Z7P1B.M.(S8\$XI@>I^>2. +>ZWO+>+>J&S MC 4KDIXY&@>I^F>S2^FH7G1Y7.H\$=1T^U^>C^BGAPH? 4I^CHUII3E07HIBI.MTODBI325CF)A^T&W+>I+>E2^W^M^<O1\$1\$170R+>4W6J.^I^IJD\$A30.24^Y9M89.M0Q.&=>7^V^2WCM>+>YUOQ E>Y2+>R1\$B7.NQ5<=>7.8 M1B3X0013YXF&C.I4C80=XXOQWJF^+>V4X0PKFY674P>145A1.XOAR>1>1 MD2^X7E^>+>I^>9ZC>2^>Y+>9RCHE.D^6#R^NIHAID<=> (MESI4^Q>6\$100.\$I30ON^2^C8 .+>I^F^4-5^<=> >078SF ^OTN\WH^P^#E MIO>HJ^F^UOM \$VH.5I3(I1DG^>4D1U^L4520BPHDS^X1(IQI9^S^UO ^9C%>2&74P4NIYE^%.21%P^6Z.50>I@3+>SI2PRNV I^V^U9?KAIO4^OLM8 J9Q2N5\$12E^ 6Y+3@>H M0P1^JPTL.R1B^H5 WQ17H^U^TE8CQV^ZF5H7=FNPND4HYI\$S^G^HIT(I^&I) MOC A>CIX7\$>+1.V^*X&I^O^A^>L^>S#=#>5>V^5T823C55.2S L 30->=>=>X2F MUO4>=>3#ZNA4QREUO&S^OL2H+>#?>=I(TI^I4M1C^9HU.P^T)(I20P.E2XW^J\$ M9F1^M%70Q8H7F4K^CQ04^KIOU>1^8T+>@>SISV.MTNT\$SET6^FX^Z8B@LIE MR^>=>1JIB^+>I^TMEGL<=>O2J.L&E. PIN9^DP.MY@M@WY@<=>5DYQV5^>W^7 MJ05J.MJ^448XKUDM@J13-BIW! ^<=>@<4I@>I^V^WNN^I^I7GZ7S.5V.DHG6V=77Y(D7 A3^>O^Q. I\W.VL 64IY^0FRAP32V4C56M)U>+>1 MZIOB-P1Y>+>I.J^<=>L+>S^A^W^G^C^W9Z7P1B.M.(S8\$XI@>I^>2. +>ZWO+>+>J&S MC 4KDIXY&@>I^F>S2^FH7G1Y7.H\$=1T^U^>C^BGAPH? 4I^CHUII3E07HIBI.MTODBI325CF)A^T&W+>I+>E2^W^M^<O1\$1\$170R+>4W6J.^I^IJD\$A30.24^Y9M89.M0Q.&=>7^V^2WCM>+>YUOQ E>Y2+>R1\$B7.NQ5<=>7.8 M1B3X0013YXF&C.I4C80=XXOQWJF^+>V4X0PKFY674P>145A1.XOAR>1>1 MD2^X7E^>+>I^>9ZC>2^>Y+>9RCHE.D^6#R^NIHAID<=> (MESI4^Q>6\$100.\$I30ON^2^C8 .+>I^F^4-5^<=> >078SF ^OTN\WH^P^#E MIO>HJ^F^UOM \$VH.5I3(I1DG^>4D1U^L4520BPHDS^X1(IQI9^S^UO ^9C%>2&74P4NIYE^%.21%P^6Z.50>I@3+>SI2PRNV I^V^U9?KAIO4^OLM8 J9Q2N5\$12E^ 6Y+3@>H M0P1^JPTL.R1B^H5 WQ17H^U^TE8CQV^ZF5H7=FNPND4HYI\$S^G^HIT(I^&I) MOC A>CIX7\$>+1.V^*X&I^O^A^>L^>S#=#>5>V^5T823C55.2S L 30->=>=>X2F MUO4>=>3#ZNA4QREUO&S^OL2H+>#?>=I(TI^I4M1C^9HU.P^T)(I20P.E2XW^J\$ M9F1^M%70Q8H7F4K^CQ04^KIOU>1^8T+>@>SISV.MTNT\$SET6^FX^Z8B@LIE MR^>=>1JIB^+>I^TMEGL<=>O2J.L&E. PIN9^DP.MY@M@WY@<=>5DYQV5^>W^7 MJ05J.MJ^448XKUDM@J13-BIW! ^<=>@<4I@>I^V^WNN^I^I7GZ7S.5V.DHG6V=77Y(D7 A3^>O^Q. I\W.VL 64IY^0FRAP32V4C56M)U>+>1 MZIOB-P1Y>+>I.J^<=>L+>S^A^W^G^C^W9Z7P1B.M.(S8\$XI@>I^>2. +>ZWO+>+>J&S MC 4KDIXY&@>I^F>S2^FH7G1Y7.H\$=1T^U^>C^BGAPH? 4I^CHUII3E07HIBI.MTODBI325CF)A^T&W+>I+>E2^W^M^<O1\$1\$170R+>4W6J.^I^IJD\$A30.24^Y9M89.M0Q.&=>7^V^2WCM>+>YUOQ E>Y2+>R1\$B7.NQ5<=>7.8 M1B3X0013YXF&C.I4C80=XXOQWJF^+>V4X0PKFY674P>145A1.XOAR>1>1 MD2^X7E^>+>I^>9ZC>2^>Y+>9RCHE.D^6#R^NIHAID<=> (MESI4^Q>6\$100.\$I30ON^2^C8 .+>I^F^4-5^<=> >078SF ^OTN\WH^P^#E MIO>HJ^F^UOM \$VH.5I3(I1DG^>4D1U^L4520BPHDS^X1(IQI9^S^UO ^9C%>2&74P4NIYE^%.21%P^6Z.50>I@3+>SI2PRNV I^V^U9?KAIO4^OLM8 J9Q2N5\$12E^ 6Y+3@>H M0P1^JPTL.R1B^H5 WQ17H^U^TE8CQV^ZF5H7=FNPND4HYI\$S^G^HIT(I^&I) MOC A>CIX7\$>+1.V^*X&I^O^A^>L^>S#=#>5>V^5T823C55.2S L 30->=>=>X2F MUO4>=>3#ZNA4QREUO&S^OL2H+>#?>=I(TI^I4M1C^9HU.P^T)(I20P.E2XW^J\$ M9F1^M%70Q8H7F4K^CQ04^KIOU>1^8T+>@>SISV.MTNT\$SET6^FX^Z8B@LIE MR^>=>1JIB^+>I^TMEGL<=>O2J.L&E. PIN9^DP.MY@M@WY@<=>5DYQV5^>W^7 MJ05J.MJ^448XKUDM@J13-BIW! ^<=>@<4I@>I^V^WNN^I^I7GZ7S.5V.DHG6V=77Y(D7 A3^>O^Q. I\W.VL 64IY^0FRAP32V4C56M)U>+>1 MZIOB-P1Y>+>I.J^<=>L+>S^A^W^G^C^W9Z7P1B.M.(S8\$XI@>I^>2. +>ZWO+>+>J&S MC 4KDIXY&@>I^F>S2^FH7G1Y7.H\$=1T^U^>C^BGAPH? 4I^CHUII3E07HIBI.MTODBI325CF)A^T&W+>I+>E2^W^M^<O1\$1\$170R+>4W6J.^I^IJD\$A30.24^Y9M89.M0Q.&=>7^V^2WCM>+>YUOQ E>Y2+>R1\$B7.NQ5<=>7.8 M1B3X0013YXF&C.I4C80=XXOQWJF^+>V4X0PKFY674P>145A1.XOAR>1>1 MD2^X7E^>+>I^>9ZC>2^>Y+>9RCHE.D^6#R^NIHAID<=> (MESI4^Q>6\$100.\$I30ON^2^C8 .+>I^F^4-5^<=> >078SF ^OTN\WH^P^#E MIO>HJ^F^UOM \$VH.5I3(I1DG^>4D1U^L4520BPHDS^X1(IQI9^S^UO ^9C%>2&74P4NIYE^%.21%P^6Z.50>I@3+>SI2PRNV I^V^U9?KAIO4^OLM8 J9Q2N5\$12E^ 6Y+3@>H M0P1^JPTL.R1B^H5 WQ17H^U^TE8CQV^ZF5H7=FNPND4HYI\$S^G^HIT(I^&I) MOC A>CIX7\$>+1.V^*X&I^O^A^>L^>S#=#>5>V^5T823C55.2S L 30->=>=>X2F MUO4>=>3#ZNA4QREUO&S^OL2H+>#?>=I(TI^I4M1C^9HU.P^T)(I20P.E2XW^J\$ M9F1^M%70Q8H7F4K^CQ04^KIOU>1^8T+>@>SISV.MTNT\$SET6^FX^Z8B@LIE MR^>=>1JIB^+>I^TMEGL<=>O2J.L&E. PIN9^DP.MY@M@WY@<=>5DYQV5^>W^7 MJ05J.MJ^448XKUDM@J13-BIW! ^<=>@<4I@>I^V^WNN^I^I7GZ7S.5V.DHG6V=77Y(D7 A3^>O^Q. I\W.VL 64IY^0FRAP32V4C56M)U>+>1 MZIOB-P1Y>+>I.J^<=>L+>S^A^W^G^C^W9Z7P1B.M.(S8\$XI@>I^>2. +>ZWO+>+>J&S MC 4KDIXY&@>I^F>S2^FH7G1Y7.H\$=1T^U^>C^BGAPH? 4I^CHUII3E07HIBI.MTODBI325CF)A^T&W+>I+>E2^W^M^<O1\$1\$170R+>4W6J.^I^IJD\$A30.24^Y9M89.M0Q.&=>7^V^2WCM>+>YUOQ E>Y2+>R1\$B7.NQ5<=>7.8 M1B3X0013YXF&C.I4C80=XXOQWJF^+>V4X0PKFY674P>145A1.XOAR>1>1 MD2^X7E^>+>I^>9ZC>2^>Y+>9RCHE.D^6#R^NIHAID<=> (MESI4^Q>6\$100.\$I30ON^2^C8 .+>I^F^4-5^<=> >078SF ^OTN\WH^P^#E MIO>HJ^F^UOM \$VH.5I3(I1DG^>4D1U^L4520BPHDS^X1(IQI9^S^UO ^9C%>2&74P4NIYE^%.21%P^6Z.50>I@3+>SI2PRNV I^V^U9?KAIO4^OLM8 J9Q2N5\$12E^ 6Y+3@>H M0P1^JPTL.R1B^H5 WQ17H^U^TE8CQV^ZF5H7=FNPND4HYI\$S^G^HIT(I^&I) MOC A>CIX7\$>+1.V^*X&I^O^A^>L^>S#=#>5>V^5T823C55.2S L 30->=>=>X2F MUO4>=>3#ZNA4QREUO&S^OL2H+>#?>=I(TI^I4M1C^9HU.P^T)(I20P.E2XW^J\$ M9F1^M%70Q8H7F4K^CQ04^KIOU>1^8T+>@>SISV.MTNT\$SET6^FX^Z8B@LIE MR^>=>1JIB^+>I^TMEGL<=>O2J.L&E. PIN9^DP.MY@M@WY@<=>5DYQV5^>W^7 MJ05J.MJ^448XKUDM@J13-BIW! ^<=>@<4I@>I^V^WNN^I^I7GZ7S.5V.DHG6V=77Y(D7 A3^>O^Q. I\W.VL 64IY^0FRAP32V4C56M)U>+>1 MZIOB-P1Y>+>I.J^<=>L+>S^A^W^G^C^W9Z7P1B.M.(S8\$XI@>I^>2. +>ZWO+>+>J&S MC 4KDIXY&@>I^F>S2^FH7G1Y7.H\$=1T^U^>C^BGAPH? 4I^CHUII3E07HIBI.MTODBI325CF)A^T&W+>I+>E2^W^M^<O1\$1\$170R+>4W6J.^I^IJD\$A30.24^Y9M89.M0Q.&=>7^V^2WCM>+>YUOQ E>Y2+>R1\$B7.NQ5<=>7.8 M1B3X0013YXF&C.I4C80=XXOQWJF^+>V4X0PKFY674P>145A1.XOAR>1>1 MD2^X7E^>+>I^>9ZC>2^>Y+>9RCHE.D^6#R^NIHAID<=> (MESI4^Q>6\$100.\$I30ON^2^C8 .+>I^F^4-5^<=> >078SF ^OTN\WH^P^#E MIO>HJ^F^UOM \$VH.5I3(I1DG^>4D1U^L4520BPHDS^X1(IQI9^S^UO ^9C%>2&74P4NIYE^%.21%P^6Z.50>I@3+>SI2PRNV I^V^U9?KAIO4^OLM8 J9Q2N5\$12E^ 6Y+3@>H M0P1^JPTL.R1B^H5 WQ17H^U^TE8CQV^ZF5H7=FNPND4HYI\$S^G^HIT(I^&I) MOC A>CIX7\$>+1.V^*X&I^O^A^>L^>S#=#>5>V^5T823C55.2S L 30->=>=>X2F MUO4>=>3#ZNA4QREUO&S^OL2H+>#?>=I(TI^I4M1C^9HU.P^T)(I20P.E2XW^J\$ M9F1^M%70Q8H7F4K^CQ04^KIOU>1^8T+>@>SISV.MTNT\$SET6^FX^Z8B@LIE MR^>=>1JIB^+>I^TMEGL<=>O2J.L&E. PIN9^DP.MY@M@WY@<=>5DYQV5^>W^7 MJ05J.MJ^448XKUDM@J13-BIW! ^<=>@<4I@>I^V^WNN^I^I7GZ7S.5V.DHG6V=77Y(D7 A3^>O^Q. I\W.VL 64IY^0FRAP32V4C56M)U>+>1 MZIOB-P1Y>+>I.J^<=>L+>S^A^W^G^C^W9Z7P1B.M.(S8\$XI@>I^>2. +>ZWO+>+>J&S MC 4KDIXY&@>I^F>S2^FH7G1Y7.H\$=1T^U^>C^BGAPH? 4I^CHUII3E07HIBI.MTODBI325CF)A^T&W+>I+>E2^W^M^<O1\$1\$170R+>4W6J.^I^IJD\$A30.24^Y9M89.M0Q.&=>7^V^2WCM>+>YUOQ E>Y2+>R1\$B7.NQ5<=>7.8 M1B3X0013YXF&C.I4C80=XXOQWJF^+>V4X0PKFY674P>145A1.XOAR>1>1 MD2^X7E^>+>I^>9ZC>2^>Y+>9RCHE.D^6#R^NIHAID<=> (MESI4^Q>6\$100.\$I30ON^2^C8 .+>I^F^4-5^<=> >078SF ^OTN\WH^P^#E MIO>HJ^F^UOM \$VH.5I3(I1DG^>4D1U^L4520BPHDS^X1(IQI9^S^UO ^9C%>2&74P4NIYE^%.21%P^6Z.50>I@3+>SI2PRNV I^V^U9?KAIO4^OLM8 J9Q2N5\$12E^ 6Y+3@>H M0P1^JPTL.R1B^H5 WQ17H^U^TE8CQV^ZF5H7=FNPND4HYI\$S^G^HIT(I^&I) MOC A>CIX7\$>+1.V^*X&I^O^A^>L^>S#=#>5>V^5T82

[illegible]

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8A&3@.SF"3.*%2FX-Y8C?E917**C-0XLWH-9U.MCBHJTFI/^\0.#IHJ?-HJ@=0(^18_P=5Z8I.>7G5NQ)ZD./4LB*WX&W M^D" ^<FUBY%\$LYN
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&0^AL+W=O><^;9;H<6C;@.\$>N)Z RWQG2K*)E"YSHF>Q VM#^DZ_543Z4X1 MJ3R(LRB)X^N(\$RIPGOJSK) #AN?X>+^C360<092G
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MGLDH1^W/LIDJ6E.F)A.R8.U.P.O+%. #K>^\$K/ 2L(D.22" MJ24D^U.V.HFEQ@>[?STD])>2+ #J<*HA.NH>#.#OR.*3?IC02-/C(KT^U
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V>5(C.MUV2)Q_>K7IY^<550#1=2CRY3C38ASSG^U^>=CESELY.Z^*C=RNA7_0@ART
M^"MW)H16@4ZN@9JH1.64S413&ZK0CNDUQ#HK+M@/^)Q7%1D-C31QHL MSN<1K1;Z%K2_?&^9=Q3?
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M1LFSN^Q123OLAW?>H<AA^&^C KSE7^Q.S0+V>+4 \$4\$1L10 (M111UD_<^21_4->&PO"~P8\$Q1H318D066N2^V1Z1Z1GA-/LWR6(V
M(D17W1N.WW1SK^WLP1G1YVGR1O=^\$4)71+?^ZIS@_A5IX+XBA&>1H&
MH/L2>11QH0^V1^UCW.CU9@ZQ1B@IPR.5J_XY9KDRIR.M7Q7>1ADL1V9 M@-B T:1&#&9R)2G3;&A%V(^161MH>U^&F
MDW^9J3^W\$6_1H?P.#N@4S1&1.P1VQ@/RIUDS).LH725Y17M1_7N7\$X M5W1&=V0EE#>3)H1F^FFC1=4H2&01\$2L^X?
%WG>4^@%1G1G6\$G.XS24L/M+J&-D9\$^1^1O(2R9:V^MG8N7+29-TAJFE;\$=T14LH;LM=OTO5R_1S1 MSTLS5GVH:S9O6(07Y715=(8P-21N#K-
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116=3P)MBZA21N-4P1#1D^EUMK?+2Q M^ME21H>1H0.*9X)6(SQ=<.;\$>Z.2.*W+N-Y0\$&M@M8141^=QZH^3171^G_9_F/24\$1#10(+1I9UF7BK1

-822 M033:8T.P6BP^0^X99K>191:GETF:3S^TM(DB4 MM^VD^A1A>V<&2@Q1A9VP:7L DP(VA^1>0)YA+/-X2>7HWMC;^?&
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M.X/!J>1@YW\$F)@^1L3^F(QYXQ)S92;..S\$79HPL1L3^N1^..@D%17.Z&EL2_B M+82U74@V.2.FC1&Q.-YT#9V672^)+J..\$6.B1T1U5?KHQJA'5_1*F.GTD?MPV%j&1&KSG1K^M^28Z\$.&4G16(76J7T_XEAQ?#KB1^O0I5\$1L,2+6_M1H1^WYXZ.G8P72CW<&>@MIHX7.K9C9A1BL(57&EG828_M&G1%ICLQ&+06^)/3/+8=K(B+61Y12)/2^/M)S1^R#D-G1=,^<^Q^S8?K(MB/7QF^M1H1/4D5&K_N;T1%#)(1&^1EWKRS^C&19_0^01/H=%X#4TA.K1^T M@4XQ.-DQ%YYF4#O.NX43Q-<172RNV43V07L5#F0)33D&LG-CS58LG;C^O^0>P=U^+Y1^+S3D^M^M^12SB#1%11B1JIS**M.VCS\$QIQ3\$WMF!&22V&1-S4\$-L(#P33KY-3\$C^L83P-M^#C1Q^14\$1(LQTRZ\$)A@EA^..&89KT)B\$BKW.NZ18DQ.0N5ICWO>1.DE9J&2-MV\$(L-1&S5FH?*=EV\$Q1=6.\$1^~PCC\$Q^Y717)5)F\$KNO36PC^C-2 MB5FH)HPS^3@C(19)^2V\$(Z91^3.0B6QA>*EN1V9<8R)6:BD7OW2M3KWS1MO

M.1\$15%..2)F.6\$^QL0L5%&OZKR&2HTQLOL5)/P.VUJMB1Q1B8A21B^&3 M6_T8\$1-0M<1VN&1N1L(15+W2?%S_F=%WVAMDDW0A=\$<9L842S-?S^3\$F9J&2-575G13A\$V^..B5FH(K;O.LRGS^C&Q^O4D>1JVX4)XW8#G4@E4P@Q^O^XV)+83/ MPL.YYABST)C80CAFG&^..0N..PL-NIO=15\$N8\$6S3D1PL^YFJOZFK+P91NY MK26C^1K31HE3>?AOQO>G&XL1P2Q^P24\$1L#10 (-)119UFL517/1 M^1J>.>&P07WE;..O=VJR.V)O.VLN>&UL+G)E;^VLUJHU_8QO%; M^5Y_57F_-(>FJHET6WH#DIVAT^2*QZ^MW4H(1%DCLYA-15G)47S1@-1#U;>7 M?&C?7KB=43T1WLY:P6 MK^VPS>JJC^U1VEOF52W7ERM7A^6U7^1UNJZKF#1(0D_B^"OT_R^#(Y@IR M^/+Y@^"8OZ@IH^&8N(>A^~J^"J8/R/M4+8EO=(3;P^M\$W^="^+O..8B M\$M^LAV8G(1HDP^U\$1^="^Q..0J^"WH Y^H+>@WD^M^Z#>0J^"WH Y^H+>@WD^M^Z#>0J^"WHMY^H+>B MWDJ@MZ+>2J^"W3EZ6\$.BMJ+<2Z^VHMQ+HK:BW\$NBMJ+<2Z^VHMQ+HK:BW\$NAM MJ+<1Z&VHMQ^H:BW\$>AMJ+<1Z&V3EFT>A0J^01Z&^IM^H;ZFT>A0J^01Z M&^IM^H1ZNT>COJH01Z^<KM^H1ZNT>COJH01Z^<1C)8>CGH1@=Z>CN!MWHYZX>CGH1@=Z1>@IWH^ZX1X>@7H^@=Z1>@IWH^ZX1X>@7H^@=XQ^=F\$ M0.1 O8 -IT^1@T#00+Y#0.1&16X1&X10IX9

IP;U;GY2IS)^7*YIGRO1?H_M225X/C=?+WJ9?N^~K5-FBQO5O_5\$V MP198< &33-NH26S91LKM<5) D\$%A)OTZBU/6_BD;Y5\$^Z>/(<7)MFO1N^C6 M^?E3QF^GUL1&TGGJ1K2A^~I3RO0UHF17@=S_X140E3Y.^&=V1O(MM6Q3_Y=1^1^ M)S^>?2^10^#*=1>EC^M+1_4@2)R11IIE^RBB^&UL4\$1L_A0#%@E\$%G6>1\$H\$O_*P(1\$ M^1(KP&108U;R;W1S+V.O&UL4\$1L_A0#%@ ME\$%G69E&PO=VJR;W-H965T&UL4\$1L_A0#%@ ME\$%G62,#+="^1^1^@C^1+PX^AL+W=O&PO=VJR M;W-H965T&UL4\$1L_A0#%@ E\$%G62;1^P^#%P R#^1 M^1@C^1HBC^AL+W=O&PO=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G61^9@T_U1P^A&1@C^1MQT1^AL+W=O^8)1^P&O M^@(\$^7P>=O&PO=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G6:6P^AL+W=O&PO M=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G6G94T)YL7P^1)10^1D^C^1MKH\$^AL+W=O&PO=VJR;W-H965T&UL4\$1L_A0#% M^@ E\$%G651N9CDN10_6@T^1D^C^159^AL+W=O&PO=VJR;W-H965T&T1X;1W;W)K&UL4\$1L_A0#%@ E\$%G601ZCZM^@ B@8 ID M^C^1<IH^AL+W=O&PO=VJR M;W-H965T&UL4\$1L_A0#%@ E\$%G6>1\$H\$O_*P(1\$ M^1(KP&108U;R;W1S+V.O&UL4\$1L_A0#%@ ME\$%G69E&PO=VJR;W-H965T&UL4\$1L_A0#%@ ME\$%G61Z)G_(-Q.P.@<1D^C^1IXM@^AL+W=O&PO=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G65Y243_@C^18 ID M^C^1^AL+W=O&PO=VJR;W-H965T&UL4\$1L_A0#% M^@ E\$%G651N9CDN10_6@T^1D^C^159^AL+W=O&PO=VJR;W-H965T&T1X;1W;W)K&UL4\$1L_A0#%@ E\$%G64&1BP8V_@ N0 ID^C^1GO1^AL+W=O&PO=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G6 M6;XEFG1Z^P W1 ID^C^11^1^AL+W=O&PO=VJR;W-H965T 9^@<0<01X;1W;W)K M&UL4\$1L_A0#%@ E\$%G66F_05>;@*0<M ID^C^1R^\$1^AL+W=O&PO=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G66TL@X^@ BPP ID M^C^1^T^AL+W=O&PO=VJR;W-H965T M&UL4\$1L_A0# M^@ E\$%G6>7 &C^1@C^1(CH1^AL+W=O M&PO=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G6G9>O MJK9G P 2PT ID^C^1J\$P1^AL+W=O&PO=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G63NNFE^!@AH ID M^C^1?ED1^AL+W=O&PO M=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G63A1^AK P 4PP ID^C^1 M;0!^AL+W=O&PO=VJR;W-H965T&UL4\$1L_A0#% M^@ E\$%G6;ZNI^P^U0 ID^C^1EW1^AL+W=O >&PO=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G6&PO=VJR;W-H965T&UL4\$1L_A0#%@ E\$%G62_9=9B10 JB(1D M^C^1HD1^AL+W=O&PO=VJR M;W-H965T&UL4\$1L_A0#%@ E\$%G69.Y;C(10_ZRT ID^C^1H9D1 M^AL+W=O&PO&P07WE^..O=VJR.V)O.VLN>&UL M+G)E^..02P\$%^..4^"406=90&L7N@^" #&*0 \$P M@=\$K \$ 6T^O;G1E;G125^EP97^+GAM;1+108 4 10<51^K@S^"1 end XML 86 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 = function() { 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.nodeName != 'TABLE') { var ref = (window)? w(document:document).getElementById(r); if(ref) { e = ref.cloneNode(0); e.removeAttribute('id'); a.parentNode.appendChild(e) } } if(e.style.display = 'block'; Show.LastAR = e; Show.hideAR = function() { Show.LastAR.style.display = 'none'; Show.toggleNext = function(a) { var e=a; while(e.nodeName != 'DIV') e=e.nextSibling; if(!e.style) { } else if(e.style.display) { } else { var d,p; if(e.style.display == 'none') { d = 'block'; p = '1' } else { d = 'none'; p = '+' } e.style.display = d; if(a.textContent) fa.textContent = p+a.textContent.substring(1) + e.textContent.substring(1) } } } XML 87 report.css IDEA: XBRL DOCUMENT /# Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report-table.authRefData { background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report-table.authRefData a { display: block; font-weight: bold; } .report-table.authRefData p { margin-top: 0px; } .report-table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report-table.authRefData .hide a: hover { background-color: #2F4497; } .report-table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report-table.authRefData table { font-size: 1em; } /* Report Styles */ .pl.a .pl.a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, sans-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th: void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, 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 { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td .pl.div.a { width: 200px; } .report td .pl.a: hover { background-color: #ffc; } /* Header rows... */ .report tr: rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .re { background-color: #f0f0f0; } /* Even rows... */ .report .re .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report .sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 89 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3.html 382-334 1 true 74 0 false 6 false false R1.htm 0000001 - Document - Cover Sheet http://prth.com/role/Cover Cover Cover 1 false false R2.htm 9952151 - Statement - Unaudited Consolidated Balance Sheets Sheet http://prth.com/role/UnauditedConsolidatedBalanceSheets Unaudited Consolidated Balance Sheets Statements 2 false false R3.htm 9952152 - Statement - Unaudited Consolidated Balance Sheets (Parenthetical) Sheet http://prth.com/role/UnauditedConsolidatedBalanceSheetsParenthetical Unaudited Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 9952153 - Statement - Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss) Sheet http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss) Statements 4 false false R5.htm 9952154 - Statement - Unaudited Consolidated Statements of Changes in Stockholders' Deficit and Non-Controlling Interest Sheet http://prth.com/role/UnauditedConsolidatedStatementsOfChangesinStockholdersDeficitandNonControllingInterest Unaudited Consolidated Statements of Changes in Stockholders' Deficit and Non-Controlling Interest Statements 5 false false R6.htm 9952155 - Statement - Unaudited Consolidated Statements of Cash Flows Sheet http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows Unaudited Consolidated Statements of Cash Flows Statements 6 false false R7.htm 9952156 - Disclosure - Basis of Presentation and Significant Accounting Policies Sheet http://prth.com/role/BasisofPresentationandSignificantAccountingPolicies Basis of Presentation and Significant Accounting Policies Notes 7 false false R8.htm 9952157 - Disclosure - Acquisition Sheet http://prth.com/role/Acquisition Acquisition Notes 8 false false R9.htm 9952158 - Disclosure - Revenues Sheet http://prth.com/role/Revenues Revenues Notes 9 false false R10.htm 9952159 - Disclosure - Settlement Assets and Customer/Subscriber Account Balances and Related Obligations Sheet http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligations Settlement Assets and Customer/Subscriber Account Balances and Related Obligations Notes 10 false false R11.htm 9952160 - Disclosure - Notes Receivable Notes http://prth.com/role/NotesReceivable Notes Receivable Notes 11 false false R12.htm 9952161 - Disclosure - Property, Equipment and Software Sheet http://prth.com/role/PropertyEquipmentandSoftware Property, Equipment and Software Notes 12 false false R13.htm 9952162 - Disclosure - Goodwill and Other Intangible Assets Sheet http://prth.com/role/GoodwillandOtherIntangibleAssets Goodwill and Other Intangible Assets Notes 13 false false R14.htm 9952163 - Disclosure - Debt Obligations Sheet http://prth.com/role/DebtObligations Debt Obligations Notes 14 false false R15.htm 9952164 - Disclosure - Redeemable Senior Preferred Stock and Warrants Sheet http://prth.com/role/RedeemableSeniorPreferredStockandWarrants Redeemable Senior Preferred Stock and Warrants Notes 15 false false R16.htm 9952165 - Disclosure - Income Taxes Sheet http://prth.com/role/IncomeTaxes Income Taxes Notes 16 false false R17.htm 9952166 - Disclosure - Stockholders' Deficit Sheet http://prth.com/role/StockholdersDeficit Stockholders' Deficit Notes 17 false false R18.htm 9952167 - Disclosure - Stock-based Compensation Sheet http://prth.com/role/StockbasedCompensation Stock-based Compensation Notes 18 false false R19.htm 9952168 - Disclosure - Related Party Transactions Sheet http://prth.com/role/RelatedPartyTransactions Related Party Transactions Notes 19 false false R20.htm 9952169 - Disclosure - Commitments and Contingencies Sheet http://prth.com/role/CommitmentsandContingencies Commitments and Contingencies Notes 20 false false R21.htm 9952170 - Disclosure - Fair Value Sheet http://prth.com/role/FairValue Fair Value Notes 21 false false R22.htm 9952171 - Disclosure - Segment Information Sheet http://prth.com/role/SegmentInformation Segment Information Notes 22 false false R23.htm 9952172 - Disclosure - Earnings (Loss) per Common Share Sheet http://prth.com/role/EarningsLossperCommonShare Earnings (Loss) per Common Share Notes 23 false false R24.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://prth.com/role/InsiderTradingArrangements Insider Trading Arrangements Notes 24 false false R25.htm 9954471 - Disclosure - Basis of Presentation and Significant Accounting Policies (Policies) Sheet http://prth.com/role/BasisofPresentationandSignificantAccountingPolicies Policies Basis of Presentation and Significant Accounting Policies (Policies) Policies http://prth.com/role/BasisofPresentationandSignificantAccountingPolicies 25 false false R26.htm 9954472 - Disclosure -

[Acquisition \(Tables\) Sheet http://prth.com/role/AcquisitionTables](http://prth.com/role/AcquisitionTables) [false](http://prth.com/role/Acquisition-26>false</u> <u>false) [false">R28.htm-9954474 - Disclosure - Settlement Assets and Customer/Subscriber Account Balances and Related Obligations \(Tables\) Sheet http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligationsTables](http://prth.com/role/Revenues-27>false</u> <u>R29.htm-9954475 - Disclosure - Notes Receivable \(Tables\) Notes http://prth.com/role/NotesReceivableTables](http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligations-28>false</u> <u>R30.htm-9954476 - Disclosure - Property, Equipment and Software \(Tables\) Sheet http://prth.com/role/PropertyEquipmentandSoftware](http://prth.com/role/NotesReceivable-29>false</u> <u>R31.htm-9954477 - Disclosure - Goodwill and Other Intangible Assets - \(Tables\) Sheet http://prth.com/role/GoodwillandOtherIntangibleAssetsTables](http://prth.com/role/PropertyEquipmentandSoftware-30>false</u> <u>R32.htm-9954478 - 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": { "r284", "r886" }, "us-gaap_AccountsNotesLoansAndFinancingReceivableByReceivableTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsNotesLoansAndFinancingReceivableByReceivableTypeAxis", "presentation": { "http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligationsScheduleofSettlementAssetsandObligationsD", "lang": { "en-us": { "role": { "terseLabel": "Receivable Type [Axis]", "label": "Receivable Type [Axis]", "documentation": "Information by type of receivable." } } }, "auth_ref": { "r81", "r87" }, "us-gaap_AccountsPayableAndAccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableAndAccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 }, "presentation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets", "lang": { "en-us": { "role": { "terseLabel": "Accounts payable and accrued expenses", "label": "Accounts Payable and Accrued Liabilities, Current", "documentation": "Sum of the carrying values as of the balance sheet date of obligations incurred through that date and due within one year (or the operating cycle, if longer), including liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received, taxes, interest, rent and utilities, accrued salaries and bonuses, payroll taxes and fringe benefits." } } }, "auth_ref": { "r70", "r71" }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 }, "presentation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets", "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowances of \$7,887 and \$5,289, respectively", "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": { "r85" }, "us-gaap_AccruedSalesCommissionCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedSalesCommissionCurrent", "crdr": "credit", "calculation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 }, "presentation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets", "lang": { "en-us": { "role": { "terseLabel": "Accrued residual commissions", "label": "Accrued Sales Commission, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for sales commissions. 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and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } } }, "auth_ref": { } }, "us-
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Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes
amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or
financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-
term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present
insignificant risk of changes in value because of changes in interest rates." } } } }, "auth_ref": { "r25", "r102", "r214" } } }, "us-
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Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash
and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency
on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash
equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so
near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": { "r3", "r102" } } },
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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": { "r857", "r984" } } }, "prth_CashPortionOfDividendPayableForRedeemableSeniorPreferredStock": {
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outstanding. Warrants and rights represent derivative securities that give the holder the right to purchase securities (usually equity) from the
issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return
potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are
exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical
option is measured in months." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype":
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rights, number of shares allowed to purchase (in shares)", "label": "Class of Warrant or Right, Number of Securities Called by Warrants or Rights",
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the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its
resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a
company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately
be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": { "r76", "r131", "r562",
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stock of the issuer." } } }, "auth_ref": { "r752", "r753", "r754", "r756", "r757", "r758", "r759", "r871", "r872", "r874", "r957", "r1015", "r1017" } } },
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Shares issued include shares outstanding and shares held in the treasury." } } }, **auth_ref**: **r80** } } }, **us-gaap-CommonStockSharesOutstanding**: { **xbrltype**: "sharesItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "CommonStockSharesOutstanding", **presentation**: **http://prth.com/role/UnauditedConsolidatedBalanceSheetsParentetical**, **http://prth.com/role/UnauditedConsolidatedStatementsOfChangesInStockholdersDeficitandNonControllingInterest** }, **lang**: **en-us**, { **role**: **terseLabel**: "Common stock, shares outstanding (in shares)", **periodStartLabel**: "Beginning balance, common stock (in shares)", **periodEndLabel**: "Ending balance, common stock (in shares)", **label**: "Common Stock, Shares, Outstanding", **documentation**: "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, **auth_ref**: **r15**, **r80**, **r629**, **r648**, **r1017**, **r1018** } } }, **us-gaap-CommonStockValue**: { **xbrltype**: "monetaryItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "CommonStockValue", **crdr**: "credit", **calculation**: **http://prth.com/role/UnauditedConsolidatedBalanceSheets**: { **parentTag**: "us-gaap-StockholdersEquity", **weight**: 1.0, **order**: 2.0 } } }, **presentation**: **http://prth.com/role/UnauditedConsolidatedBalanceSheets** }, **lang**: **en-us**, { **role**: **terseLabel**: "Common Stock, \$0.001 par value; 1,000,000,000 shares authorized; 81,440,659 and 79,589,055 shares issued at September 30, 2024 and December 31, 2023, respectively; and 77,092,558 and 76,956,889 shares outstanding at September 30, 2024 and December 31, 2023, respectively", **label**: "Common Stock, Value, Issued", **documentation**: "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, **auth_ref**: **r80**, **r565**, **r745** } } }, **ecd-CompActuallyPaidVsCoSelectedMeasureTextBlock**: { **xbrltype**: "textBlockItemType", **nsuri**: "http://xbrl.sec.gov/ecd/2024", **localname**: "CompActuallyPaidVsCoSelectedMeasureTextBlock", **presentation**: **http://xbrl.sec.gov/ecd/role/PvpDisclosure** }, **lang**: **en-us**, { **role**: **terseLabel**: "Compensation Actually Paid vs. Company Selected Measure", **label**: "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, **auth_ref**: **r817** } } }, **ecd-CompActuallyPaidVsNetIncomeTextBlock**: { **xbrltype**: "textBlockItemType", **nsuri**: "http://xbrl.sec.gov/ecd/2024", **localname**: "CompActuallyPaidVsNetIncomeTextBlock", **presentation**: **http://xbrl.sec.gov/ecd/role/PvpDisclosure** }, **lang**: **en-us**, { **role**: **terseLabel**: "Compensation Actually Paid vs. Net Income", **label**: "Compensation Actually Paid vs. Net Income [Text Block]" } } }, **auth_ref**: **r816** } } }, **ecd-CompActuallyPaidVsOtherMeasureTextBlock**: { **xbrltype**: "textBlockItemType", **nsuri**: "http://xbrl.sec.gov/ecd/2024", **localname**: "CompActuallyPaidVsOtherMeasureTextBlock", **presentation**: **http://xbrl.sec.gov/ecd/role/PvpDisclosure** }, **lang**: **en-us**, { **role**: **terseLabel**: "Compensation Actually Paid vs. Other Measure", **label**: "Compensation Actually Paid vs. Other Measure [Text Block]" } } }, **auth_ref**: **r818** } } }, **ecd-CompActuallyPaidVsTotalShareholderRtnTextBlock**: { **xbrltype**: "textBlockItemType", **nsuri**: "http://xbrl.sec.gov/ecd/2024", **localname**: "CompActuallyPaidVsTotalShareholderRtnTextBlock", **presentation**: **http://xbrl.sec.gov/ecd/role/PvpDisclosure** }, **lang**: **en-us**, { **role**: **terseLabel**: "Compensation Actually Paid vs. Total Shareholder Return", **label**: "Compensation Actually Paid vs. Total Shareholder Return [Text Block]" } } }, **auth_ref**: **r815** } } }, **us-gaap-ComprehensiveIncomeNetOfTaxIncludingPortionAttributableToNoncontrollingInterest**: { **xbrltype**: "monetaryItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "ComprehensiveIncomeNetOfTaxIncludingPortionAttributableToNoncontrollingInterest", **crdr**: "credit", **calculation**: **http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss**: { **parentTag**: null, **weight**: null, **order**: null, **root**: true } } }, **presentation**: **http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss** }, **lang**: **en-us**, { **role**: **totalLabel**: "Comprehensive income (loss)", **label**: "Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest", **documentation**: "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, **auth_ref**: **r64**, **r124**, **r199**, **r201**, **r205**, **r556**, **r577** } } }, **us-gaap-ComputerSoftwareIntangibleAssetMember**: { **xbrltype**: "domainItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "ComputerSoftwareIntangibleAssetMember", **presentation**: **http://prth.com/role/PropertyEquipmentandSoftwareDetails** }, **lang**: **en-us**, { **role**: **terseLabel**: "Computer software", **label**: "Computer Software, Intangible Asset [Member]", **documentation**: "Collection of computer programs and related data that provide instructions to a computer, for example, but not limited to: application program, control module or operating system, that perform one or more particular functions or tasks." } } }, **auth_ref**: **r693**, **r695**, **r901**, **r902**, **r903**, **r904**, **r906**, **r908**, **r910**, **r911** } } }, **srt-ConsolidationItemsAxis**: { **xbrltype**: "stringItemType", **nsuri**: "http://fasb.org/srt/2024", **localname**: "ConsolidationItemsAxis", **presentation**: **http://prth.com/role/RevenuesDisaggregationofRevenuesDetails**, **http://prth.com/role/SegmentInformationScheduleofSegmentReportingInformationbySegmentDetails** }, **lang**: **en-us**, { **role**: **terseLabel**: "Consolidation Items [Axis]", **label**: "Consolidation Items [Axis]", **documentation**: "Information by components, eliminations, non-segment corporate-level activity and reconciling items used in consolidating a parent entity and its subsidiaries or its operating segments." } } }, **auth_ref**: **r137**, **r155**, **r167**, **r168**, **r169**, **r170**, **r171**, **r172**, **r173**, **r174**, **r175**, **r219**, **r248**, **r256**, **r270**, **r271**, **r272**, **r273**, **r274**, **r276**, **r277**, **r278**, **r335**, **r336**, **r337**, **r338**, **r340**, **r341**, **r342**, **r343**, **r344**, **r706**, **r707**, **r854**, **r855**, **r922**, **r923** } } }, **srt-ConsolidationItemsDomain**: { **xbrltype**: "domainItemType", **nsuri**: "http://fasb.org/srt/2024", **localname**: "ConsolidationItemsDomain", **presentation**: **http://prth.com/role/RevenuesDisaggregationofRevenuesDetails**, **http://prth.com/role/SegmentInformationScheduleofSegmentReportingInformationbySegmentDetails** }, **lang**: **en-us**, { **role**: **terseLabel**: "Consolidation Items [Domain]", **label**: "Consolidation Items [Domain]", **documentation**: "Components, elimination, non-segment corporate-level activity and reconciling items used in consolidating a parent entity and its subsidiaries or its operating segments." } } }, **auth_ref**: **r137**, **r155**, **r167**, **r168**, **r169**, **r170**, **r171**, **r172**, **r173**, **r174**, **r175**, **r219**, **r248**, **r256**, **r270**, **r271**, **r272**, **r273**, **r274**, **r276**, **r277**, **r278**, **r335**, **r336**, **r337**, **r338**, **r340**, **r341**, **r342**, **r343**, **r344**, **r706**, **r707**, **r854**, **r855**, **r922**, **r923** } } }, **us-gaap-ConsolidationPolicyTextBlock**: { **xbrltype**: "textBlockItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "ConsolidationPolicyTextBlock", **presentation**: **http://prth.com/role/BasisofPresentationandSignificantAccountingPoliciesPolicies** }, **lang**: **en-us**, { **role**: **terseLabel**: "Consolidation", **label**: "Consolidation, Policy [Policy Text Block]", **documentation**: "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, **auth_ref**: **r62**, **r698** } } }, **us-gaap-ContingentConsiderationByTypeAxis**: { **xbrltype**: "stringItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "ContingentConsiderationByTypeAxis", **presentation**: **http://prth.com/role/CommitmentsandContingenciesNarrativeDetails** }, **lang**: **en-us**, { **role**: **terseLabel**: "Contingent Consideration by Type [Axis]", **label**: "Contingent Consideration by Type [Axis]", **documentation**: "Information by type of contingent consideration." } } }, **auth_ref**: {} }, **us-gaap-ContingentConsiderationTypeDomain**: { **xbrltype**: "domainItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "ContingentConsiderationTypeDomain", **presentation**: **http://prth.com/role/CommitmentsandContingenciesNarrativeDetails** }, **lang**: **en-us**, { **role**: **terseLabel**: "Contingent Consideration Type [Domain]", **label**: "Contingent Consideration Type [Domain]", **documentation**: "Description of contingent payment arrangement." } } }, **auth_ref**: {} }, **us-gaap-ContractWithCustomerLiability**: { **xbrltype**: "monetaryItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "ContractWithCustomerLiability", **crdr**: "credit", **presentation**: **http://prth.com/role/RevenuesNarrativeDetails** }, **lang**: **en-us**, { **role**: **terseLabel**: "Contract with customer, liabilities", **label**: "Contract with Customer, Liability", **documentation**: "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable." } } }, **auth_ref**: **r391**, **r392**, **r403** } } }, **prth-ContractWithCustomerLiabilityCurrentAndOther**: { **xbrltype**: "monetaryItemType", **nsuri**: "http://prth.com/20240930", **localname**: "ContractWithCustomerLiabilityCurrentAndOther", **crdr**: "credit", **calculation**: **http://prth.com/role/UnauditedConsolidatedBalanceSheets**: { **parentTag**: "us-gaap-LiabilitiesCurrent", **weight**: 1.0, **order**: 1.0 } } }, **presentation**: **http://prth.com/role/UnauditedConsolidatedBalanceSheets** }, **lang**: **en-us**, { **role**: **verboseLabel**: "Customer deposits and advance payments", **label**: "Contract With Customer, Liability, Current And Other", **documentation**: "Contract With Customer, Liability, Current And Other" } } }, **auth_ref**: {} }, **us-gaap-CorporateNonSegmentMember**: { **xbrltype**: "domainItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "CorporateNonSegmentMember", **presentation**: **http://prth.com/role/SegmentInformationScheduleofSegmentReportingInformationbySegmentDetails** }, **lang**: **en-us**, { **role**: **terseLabel**: "Corporate", **label**: "Segment Reporting, Reconciling Item, Corporate Nonsegment [Member]", **documentation**: "Corporate headquarters or functional department that may not earn revenues or may earn revenues that are only incidental to the activities of the entity and is not considered an operating segment." } } }, **auth_ref**: **r16**, **r271**, **r272**, **r273**, **r274**, **r277**, **r879** } } }, **us-gaap-CostOfGoodsAndServiceExcludingDepreciationDepletionAndAmortization**: { **xbrltype**: "monetaryItemType", **nsuri**: "http://fasb.org/us-gaap/2024", **localname**: "CostOfGoodsAndServiceExcludingDepreciationDepletionAndAmortization", **crdr**: "debit", **calculation**: **http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss**: { **parentTag**: "us-gaap-CostsAndExpenses", **weight**: 1.0, **order**: 3.0 } } }, **presentation**: **http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss** }, **lang**: **en-us**, { **role**: **terseLabel**:

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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": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": { "http://prth.com/role/Cover" }, "lang": { "en-us": { "role": { "terseLabel": "Entity's Reporting Status Current", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": { "http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligationsNarrativeDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Entity [Domain]", "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": { "http://prth.com/role/Cover" }, "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": { "r765" } }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": { "http://prth.com/role/Cover" }, "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": { "r765" } }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": { "http://prth.com/role/Cover" }, "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": { "http://prth.com/role/Cover" }, "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, {"auth_ref": { "r500", "r501", "r514", "r738" } } }, {"us_gAAP_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrl_type": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": { "http://prth.com/role/FairValueContingentConsiderationCurrentandNonCurrentLiabilitiesDetails" } }, {"lang": { "en-us": { "role": { "terseLabel": "Fair Value, Recurring and Nonrecurring [Table]", "label": "Fair Value, Recurring and Nonrecurring [Table]", "documentation": "Disclosure of information about asset and liability measured at fair value on recurring and nonrecurring basis." } } }, {"auth_ref": { "r500", "r501", "r514", "r738" } } }, {"us_gAAP_FairValueAssetsMeasuredOnRecurringBasisTextBlock": { "xbrl_type": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisTextBlock", "presentation": { "http://prth.com/role/FairValueTables" } }, {"lang": { "en-us": { "role": { "terseLabel": "Schedule of Fair Value, Assets Measured on Recurring Basis", "label": "Fair Value, Assets Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of assets, including financial instruments measured at fair value that are classified in stockholders' equity, if any, by class that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, {"auth_ref": { "r958", "r959" } } }, {"us_gAAP_FairValueByFairValueHierarchyLevelAxis": { "xbrl_type": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": { "http://prth.com/role/FairValueContingentConsiderationCurrentandNonCurrentLiabilitiesDetails" } }, {"lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Axis]", "label": "Fair Value Hierarchy and NAV [Axis]", "documentation": "Information by level within fair value hierarchy and fair value measured at net asset value per share as 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Excludes allowance for financing receivable covered under loss sharing agreement." } } }, "auth_ref": { "r140", "r152", "r153", "r154", "r195", "r289", "r290", "r291", "r981" } }, "srt_FinancingReceivableBeforeAllowanceForCreditLossMaturityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "FinancingReceivableBeforeAllowanceForCreditLossMaturityTableTextBlock", "presentation": { "http://prth.com/role/NotesReceivableTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Financing Receivable, before Allowance for Credit Loss, Maturity", "label": "Financing Receivable, before Allowance for Credit Loss, Maturity [Table Text Block]", "documentation": "Tabular disclosure of financing receivable, before allowance for credit loss, by maturity." } } }, "auth_ref": { "r852", "r853" } }, "us-gaap_FiniteLivedIntangibleAssetUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetUsefulLife", "presentation": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsIntangibleAssetsDetails": { "lang": { "en-us": { "role": { "terseLabel": "Weighted-average Useful Life", "label": "Finite-Lived Intangible Asset, Useful Life", "documentation": "Useful life of finite-lived intangible assets, in PnYnMnDnTnHnMns format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": { }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "calculation": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsIntangibleAssetsDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": -1.0, "order": 2.0 } }, "presentation": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsIntangibleAssetsDetails": { "lang": { "en-us": { "role": { "negatedTerseLabel": "Accumulated Amortization", "label": "Finite-Lived Intangible Assets, Accumulated Amortization", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": { "r189", "r294", "r313", "r713" } }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": { "http://prth.com/role/AcquisitionScheduleofPlastiQBusinessAcquisitionDetails": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsIntangibleAssetsDetails": { "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets by Major Class [Axis]", "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": { "r307", "r308", "r309", "r310", "r312", "r313", "r315", "r316", "r551", "r552", "r693" } }, "us-gaap_FiniteLivedIntangibleAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsGross", "crdr": "debit", "calculation": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsIntangibleAssetsDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsGrossExcludingGoodwill", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsIntangibleAssetsDetails": { "lang": { "en-us": { "role": { "terseLabel": "Gross Carrying Value", "label": "Finite-Lived Intangible Assets, Gross", "documentation": "Amount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": { "r294", "r313", "r552", "r713" } }, "us-gaap_FiniteLivedIntangibleAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsLineItems", "presentation": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsIntangibleAssetsDetails": { "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets [Line Items]", "label": "Finite-Lived Intangible Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": { } }, "prth_GainLossOnRestructuringAndModificationOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://prth.com/20240930", "localname": "GainLossOnRestructuringAndModificationOfDebt", "crdr": "credit", "calculation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": 1.0, "order": 3.0 }, "http://prth.com/role/SegmentInformationReconciliationofTotalOperatingIncomeDetails": { "parentTag": "us-gaap_IncomeLossAttributableToParent", "weight": 1.0, "order": 5.0 }, "presentation": { "http://prth.com/role/SegmentInformationReconciliationofTotalOperatingIncomeDetails": { "http://prth.com/role/UnauditedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss": { "lang": { "en-us": { "role": { "terseLabel": "Debt extinguishment and modification costs", "verboseLabel": "Debt modification and extinguishment expenses", "label": "Gain (Loss) On Restructuring And Modification Of Debt", "documentation": "Gain (Loss) On Restructuring And Modification Of Debt" } } }, "auth_ref": { } }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://prth.com/role/AcquisitionScheduleOfPlastiqBusinessAcquisitionDetails": { "parentTag": "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet", "weight": 1.0, "order": 1.0 }, "http://prth.com/role/UnauditedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 4.0 }, "presentation": { "http://prth.com/role/AcquisitionScheduleOfPlastiqBusinessAcquisitionDetails": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsGoodwillAllocationDetails": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsScheduleofGoodwillDetails": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets": { "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "periodStartLabel": "Goodwill, beginning balance", "periodEndLabel": "Goodwill, ending balance", "label": "Goodwill", "documentation": "Amount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": { "r188", "r295", "r554", "r707", "r712", "r739", "r745", "r890", "r897" } }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Goodwill and Intangible Assets Disclosure [Abstract]", "label": "Goodwill and Intangible Assets Disclosure [Abstract]" } } }, "auth_ref": { } }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock": { "xbrltype": "TextBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsDisclosureTextBlock", "presentation": { "http://prth.com/role/GoodwillandOtherIntangibleAssets": { "lang": { "en-us": { "role": { "terseLabel": "Goodwill and Other Intangible Assets", "label": "Goodwill and Intangible Assets Disclosure [Text Block]", "documentation": "The entire disclosure for goodwill and intangible assets." } } }, "auth_ref": { "r888", "r900" } }, "us-gaap_GoodwillLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillLineItems", "presentation": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsGoodwillAllocationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Goodwill [Line Items]", "label": "Goodwill [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": { "r958", "r960", "r961", "r962" }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "calculation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets" }, "lang": { "en-us": { "role": { "terseLabel": "Long-term debt, net of current portion, discounts and debt issuance costs", "label": "Long-Term Debt, Excluding Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. 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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": { "r18", "r41", "r913", "r914", "r915" }, "prth_LossContingenciesDamagesSoughtAmountPerViolation": { "xbrltype": "monetaryItemType", "nsuri": "http://prth.com/20240930", "localname": "LossContingenciesDamagesSoughtAmountPerViolation", "crdr": "debit", "presentation": { "http://prth.com/role/CommitmentsandContingenciesNarrativeDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Damages sought per violation", "label": "Loss Contingencies, Damages Sought, Amount Per Violation", "documentation": "Loss Contingencies, Damages Sought, Amount Per Violation" } } }, "auth_ref": { }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": { "http://prth.com/role/RedeemableSeniorPreferredStockandWarrantsNarrativeDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Maximum", "label": "Maximum [Member]", "documentation": "Upper limit of the provided range." } } }, "auth_ref": { "r156", "r157", "r158", "r159", "r160", "r177", "r178", "r329", "r330", "r331", "r332", "r413", "r451", "r504", "r548", "r598", "r599", "r606", "r619", "r620", "r680", "r681", "r682", "r683", "r684", "r691", "r692", "r711", "r719", "r732", "r740", "r741", "r742", "r743", "r747", "r924", "r975", "r976", "r977", "r978", "r979", "r980" }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": { "http://prth.com/role/PvpDisclosure" }, "lang": { "en-us": { "role": { "terseLabel": "Measure", "label": "Measure [Axis]", "auth_ref": { "r812" }, "ecd_MeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureName", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure" }, "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Measure Name" } } }, "auth_ref": { "r812" }, "prth_MeasurementPeriodAdjustmentToPurchasePrice": { "xbrltype": "monetaryItemType", "nsuri": "http://prth.com/20240930", "localname": "MeasurementPeriodAdjustmentToPurchasePrice", "crdr": "credit", "presentation": { "http://prth.com/role/UnauditedConsolidatedStatementsofCashFlows" }, "lang": { "en-us": { "role": { "terseLabel": "Measurement period adjustment to purchase price", "label": "Measurement Period Adjustment To Purchase Price", "documentation": "Measurement Period Adjustment To Purchase Price" } } }, "auth_ref": { }, "prth_MerchantCardFeesMember": { "xbrltype": "domainItemType", "nsuri": "http://prth.com/20240930", "localname": "MerchantCardFeesMember", "presentation": { "http://prth.com/role/RevenuesDisaggregationofRevenuesDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Merchant card fees", "label": "Merchant Card Fees [Member]", "documentation": "Merchant Card Fees" } } }, "auth_ref": { }, "prth_MerchantReservesHeldBySponsorBanks": { "xbrltype": "monetaryItemType", "nsuri": "http://prth.com/20240930", "localname": "MerchantReservesHeldBySponsorBanks", "crdr": "debit", "presentation": { "http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligationsNarrativeDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Merchant reserves held by sponsor banks", "label": "Merchant Reserves Held By Sponsor Banks", "documentation": "Merchant Reserves Held By Sponsor Banks" } } }, "auth_ref": { }, "us-gaap_MinorityInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MinorityInterest", "crdr": "credit", "calculation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets" }, "lang": { "en-us": { "role": { "terseLabel": "Non-controlling interests in consolidated subsidiaries", "label": "Equity, Attributable to Noncontrolling Interest", "documentation": "Amount of equity (deficit) attributable to noncontrolling interest. Excludes temporary equity." } } }, "auth_ref": { "r85", "r132", "r217", "r286", "r335", "r338", "r339", "r340", "r344", "r345", "r522", "r569", "r631" }, "us-gaap_MinorityInterestDecreaseFromDistributionsToNoncontrollingInterestHolders": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MinorityInterestDecreaseFromDistributionsToNoncontrollingInterestHolders", "crdr": "debit", "presentation": { "http://prth.com/role/UnauditedConsolidatedStatementsofChangesinStockholdersDeficitandNonControllingInterest" }, "lang": { "en-us": { "role": { "negatedTerseLabel": "Adjustment to NCI", "label": "Noncontrolling Interest, Decrease from Distributions to Noncontrolling Interest Holders", "documentation": "Decrease in noncontrolling interest balance from payment of dividends or other distributions by the non-wholly owned subsidiary or partially owned entity, included in the consolidation of the parent entity, to the noncontrolling interest holders." } } }, "auth_ref": { "r117" }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MnpiDiscTimedForCompValFlag", "presentation": { "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" }, "lang": { "en-us": { "role": { "terseLabel": "MNPI Disclosure Timed for Compensation Value", "label": "MNPI Disclosure Timed for Compensation Value [Flag]", "auth_ref": { "r831" }, "prth_MoneyTransmissionsServicesMember": { "xbrltype": "domainItemType", "nsuri": "http://prth.com/20240930", "localname": "MoneyTransmissionsServicesMember", "presentation": { "http://prth.com/role/RevenuesDisaggregationofRevenuesDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Money transmission services", "label": "Money Transmissions Services [Member]", "documentation": "Money Transmissions Services" } } }, "auth_ref": { }, "ecd_MtrlTermsOfTrdArrTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MtrlTermsOfTrdArrTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" }, "lang": { "en-us": { "role": { "terseLabel": "Material Terms of Trading Arrangement", "label": "Material Terms of Trading Arrangement [Text Block]", "auth_ref": { "r839" }, "ecd_NamedExecutiveOfficersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NamedExecutiveOfficersFnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure" }, "lang": { "en-us": { "role": { "terseLabel": "Named Executive Officers, Footnote", "label": "Named Executive Officers, Footnote [Text Block]", "auth_ref": { "r813" }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit"

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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": { "r211" } }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows": { "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" } } } }, "auth_ref": { "r211" } }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows": { "lang": { "en-us": { "role": { "totalLabel": "Net cash used in investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } } }, "auth_ref": { "r211" } }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows": { "lang": { "en-us": { "role": { "terseLabel": "Cash flows from investing activities", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" } } } }, "auth_ref": { "r211" } }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows": { "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } } }, "auth_ref": { "r102", "r103", "r104" } }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows": { "lang": { "en-us": { "role": { "terseLabel": "Cash flows from operating activities", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" } } } }, "auth_ref": { "r102", "r103", "r104" } }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Net Income (Loss)", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } } }, "auth_ref": { "r91", "r104", "r135", "r182", "r198", "r200", "r204", "r217", "r223", "r225", "r226", "r227", "r228", "r229", "r232", "r233", "r239", "r286", "r335", "r336", "r338", "r339", "r340", "r341", "r342", "r344", "r345", "r472", "r481", "r498", "r522", "r575", "r650", "r670", "r671", "r761", "r922" } }, "us-gaap_NetIncomeLossAttributableToRedeemableNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAttributableToRedeemableNoncontrollingInterest", "crdr": "debit", "calculation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss": { "parentTag": "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://prth.com/role/EarningsLossPerCommonShareScheduleofEarningsLossPerShareDetails": { "http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss": { "lang": { "en-us": { "role": { "negatedTerseLabel": "Less: Return on redeemable NCI in consolidated subsidiary", "label": "Net Income (Loss) Attributable to Redeemable Noncontrolling Interest", "documentation": "Amount of Net Income (Loss) attributable to redeemable noncontrolling interest." } } } }, "auth_ref": { "r90" } }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersBasic", "crdr": "credit", "calculation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTaxIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://prth.com/role/EarningsLossPerCommonShareScheduleofEarningsLossPerShareDetails": { "http://prth.com/role/UnauditedConsolidatedStatementsOfOperationsandComprehensiveIncomeLoss": { "lang": { "en-us": { "role": { "totalLabel": "Net income (loss) attributable to common stockholders", "label": "Net Income (Loss) Available to Common Stockholders, Basic", "documentation": "Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, of income (loss) available to common shareholders." } } } }, "auth_ref": { "r208", "r225", "r226", "r227", "r228", "r235", "r236", "r240", "r243", "r481" } }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": { "http://prth.com/role/BasisOfPresentationandSignificantAccountingPoliciesPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Recently Issued Accounting Standards Pending Adoption", "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } } }, "auth_ref": { "r208" } }, "ecd_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonGaapMeasureDescriptionTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Non-GAAP Measure Description", "label": "Non-GAAP Measure Description [Text Block]" } } } }, "auth_ref": { "r812" } }, "ecd_NonNeosMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonNeosMember", "presentation": { "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Non-NEOs", "label": "Non-NEOs [Member]" } } } }, "auth_ref": { "r776", "r786", "r796", "r820", "r828" } }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": 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Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt." } } }, "auth_ref": { "r79", "r377" } }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheetsParenthetical" }, "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares outstanding (in shares)", "label": "Preferred Stock, Shares Outstanding", "documentation": "Aggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. 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Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": { "r79", "r564", "r745" } }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "calculation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets", "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets" }, "lang": { "en-us": { "role": { "terseLabel": "Prepaid expenses and other current assets", "label": "Prepaid Expense and Other Assets, Current", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer." } } }, "auth_ref": { "r858" } }, "prth_PriorAcquisitionsMember": { "xbrltype": "domainItemType", "nsuri": "http://prth.com/20240930", "localname": "PriorAcquisitionsMember", "presentation": { "http://prth.com/role/DebtObligationsInterestExpenseDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Prior Acquisitions", "label": "Prior Acquisitions [Member]", "documentation": "Prior Acquisitions" } } }, "auth_ref": { } }, "us-gaap_ProceedsFromIssuanceOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfLongTermDebt", "crdr": "debit", "calculation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows", "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 9.0 } }, "presentation": { "http://prth.com/role/RedeemableSeniorPreferredStockandWarrantsReconciliationofTemporaryEquityDetails", "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows" }, "lang": { "en-us": { "role": { "terseLabel": "Proceeds from issuance of long-term debt, net of issue discount", "verboseLabel": "Proceeds from debt issuance", "label": "Proceeds from Issuance of Long-Term Debt", "documentation": "The cash inflow from a debt initially having maturity due after one year or beyond the operating cycle, if longer." } } }, "auth_ref": { "r24", "r608" } }, "us-gaap_ProceedsFromLinesOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromLinesOfCredit", "crdr": "debit", "calculation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows", "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 7.0 } }, "presentation": { "http://prth.com/role/UnauditedConsolidatedStatementsOfCashFlows" }, "lang": { "en-us": {
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Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": { "r109", "r144", "r148", "r149" } } }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://prth.com/role/PropertyEquipmentandSoftwareDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://prth.com/role/PropertyEquipmentandSoftwareDetails": { "lang": { "en-us": { "role": { "terseLabel": "Property, equipment and software", "label": "Property, Plant and Equipment, Gross", "documentation": "Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": { "r110", "r186", "r573" } } }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": { "http://prth.com/role/PropertyEquipmentandSoftwareDetails": { "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Line Items]", "label": "Property, Plant and Equipment [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": { "r110", "r535" } } }, "us-gaap_ProvisionForOtherCreditLosses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForOtherCreditLosses", "crdr": "debit", "presentation": { "http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligationsNarrativeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Provision for merchant losses", "label": "Provision for Other Credit Losses", "documentation": "Amount of expense related to credit loss from transactions other than loan and lease transactions." } } }, "auth_ref": { "r8", "r134" } } }, "prth_PurchaseCommitmentMaximumContractualTerm": { "xbrltype": "durationItemType", "nsuri": "http://prth.com/20240930", "localname": "PurchaseCommitmentMaximumContractualTerm", "presentation": { "http://prth.com/role/CommitmentsandContingenciesNarrativeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Purchase commitment, maximum contractual term", "label": "Purchase Commitment, Maximum Contractual Term", "documentation": "Purchase Commitment, Maximum Contractual Term" } } }, "auth_ref": { "prth_PurchaseCommitmentTerm": { "xbrltype": "durationItemType", "nsuri": "http://prth.com/20240930", "localname": "PurchaseCommitmentTerm", "presentation": { "http://prth.com/role/CommitmentsandContingenciesNarrativeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Purchase commitment, term", "label": "Purchase Commitment, Term", "documentation": "Purchase Commitment, Term" } } }, "auth_ref": { "us-gaap_PurchaseObligationDueInNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PurchaseObligationDueInNextTwelveMonths", "crdr": "credit", "presentation": { "http://prth.com/role/CommitmentsandContingenciesNarrativeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Purchase obligation next year", "label": "Purchase Obligation, to be Paid, Year One", "documentation": "Amount of purchase arrangement to be paid in next fiscal year following current fiscal year. 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Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": { "r283", "r412", "r540", "r541", "r561", "r571", "r622", "r623", "r624", "r625", "r626", "r647", "r649", "r679" } }, "us-gaap_RelatedPartyTransactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionLineItems", "presentation": { "http://prth.com/role/RelatedPartyTransactionsNarrativeDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Line Items]", "label": "Related Party Transaction [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": { "r25", "r126", "r185", "r214", "r563" } }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-

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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": { "r18", "r44", "r45", "r67", "r115", "r116", "r715", "r717", "r870", "r966" } }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": { "http://prth.com/role/EarningsLossperCommonShareTables" }, "lang": { "en-us": { "role": { "terseLabel": "Schedule of Earnings (Loss) Per Common Share", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": { "r875" } }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": { "http://prth.com/role/GoodwillandOtherIntangibleAssetsIntangibleAssetsDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Schedule of Finite-Lived Intangible Assets [Table]", "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. 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Settlement assets include clearing and settling customers payments due to and from financial institutions and may include cash and cash equivalents." } } }, "auth_ref": [] }, "prth_SettlementLiabilitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://prth.com/20240930", "localname": "SettlementLiabilitiesAbstract", "presentation": { "http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligationsScheduleofSettlementAssetsandObligationsDetails", "lang": { "en-us": { "role": { "terseLabel": "Settlement and Customer/Subscriber Account Obligations", "label": "Settlement Liabilities [Abstract]", "documentation": "Settlement Liabilities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SettlementLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SettlementLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://prth.com/role/UnauditedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": { "http://prth.com/role/CommitmentsandContingenciesNarrativeDetails", "http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligationsNarrativeDetails", "http://prth.com/role/SettlementAssetsandCustomerSubscriberAccountBalancesandRelatedObligationsScheduleofSettlementAssetsandObligationsDetails", "http://prth.com/role/UnauditedConsolidatedBalanceSheets": { "lang": { "en-us": { "role": { "terseLabel": "Settlement and customer/subscriber account obligations", "label": "Settlement Liabilities, Current", "documentation": "Amounts payable for money transfers, money orders, and consumer payment service arrangements. 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Includes, but is not limited to, repurchase of stock and unit of ownership." } } }, "auth_ref": { "r926" } } }, "srt_StockRepurchaseProgramNumberOfSharesAuthorizedToBeRepurchased": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "StockRepurchaseProgramNumberOfSharesAuthorizedToBeRepurchased", "presentation": { "http://prth.com/role/StockholdersDeficitNarrativeDetails", "lang": { "en-us": { "role": { "terseLabel": "Authorized amount to be repurchased (in shares)", "label": "Share Repurchase Program, Authorized, Number of Shares", "documentation": "Number of shares authorized to be purchased under share repurchase plan. 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Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. 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41V#^<KJ1B0^>BSOF MS&^<PS^<61M/G^<DX9&N&O)P.#20;JM=^>JHKN/ T6A>?NN^DU^"7_K^0S1^M8>?^?X>_7CM>_BS^1^RLR^A^YA7_3^PY^=J=8
Z9&S^U X>^>G^#6_9 M? SAV^X;N^N^"1^L/SZ\$S2D\$J83X1^?&R^ZKIT5O1D V 3JFHL^D1_M^X M6;PPI8^#^>T@P^MY^"(SK<^<3^0/;
1J5T5^YK.HAG0A-7A11M^O>WL<3^?71^M^XX5P;8&OLT8^<S^72292^<3^>13NO&L1^<DM>VF1@^24IM
MGB3PL_0%QOS+^241TFWOM>Z2^YK(2T;ZQ1)\$B2X^<1=T(J=RL^%C_0@81C M2T.O;1^T>13^1J10OG2A&+N^222IG75VPXB=^<Z;
C21?^<E0#^+IH&^<SOEX^<+M^>OQN-3XC\$ZSNWX_1NV R^1JZ.O8_1Z;557F N^810XP^%W.E.MG^<U^<KNGM MKMY^>12N^XF2;1N5WC9^<1
<1Z891X3MU>1F^>Y.G.9L1@2IDI&6?10LMD M^>OR^<1A^<1F4_141Y+V>ERAP1&1^<TETFO1LYA5KO^OYAT_6U1=L2K M.8WM^AF9IQDB537Q?
VP0<1\$?27WCZ=SMKB2V+B_N;R_H_NJRIKZ#MZS99;R MH#R.MFLKBT6V-\$K1T4DO=MR5%L>49+>D^<X&L@C(VM9365 X1B^RA^*26!
1VLG7PFR95M4X31JB;26>RG M\$4PN2^<+G4>+<+YK;7P^>W&ST.V;SEW/HJQAGK1^<121=3^>T^8@<1^<41L;C^C8L9\$NCB+Q1D1;I0\$5BKT^#B>1
M@DV139TD^E^D1X0J2FT8GH6152UO^=E17 MVN.ZC184L^K@PIA 11LFSFMS^"1W6;2H.Z36_VC\$S;S^<K^JLZK5518EN5 M1JU^<I0\$102A>L2A2
U=^J;AF5?OI<^84MZ=26FJ.O>3(RI\$M@3B)/4AOF)-8< M9; YRFS^YB%GCA=^J^M^5)4OY=TX(ITW1)^<%_3.R.^1109K2\$^>1O19(J1 M@1^>1^U^F^*
+J1+3KE21^OZ^D@71Q12>E62+J9.2>=HBC;\$1_U1 MQ_6 Z8P9.^"Q^<Q.39L? F:90V#++>+X S+1^+>+ORIV&8E-8(8(MZS2
MS>0>=W21^XE11-301A;9519@P.F=V.^>=11^XD1=14RX^K/Q@A^LDJFK1 M+GX&8M1V871GU0_Y%
1QJHJUD5IU^7T^H2SEEE^R121++Y+JHD60+D>71%M.M1MZ19^67U^<J1<3;NA>8+>S=5X@UE1?<\$^>^>H\$F^F^Y^C>M^E.KW11(6^M(% MZ8K^21W?
REUAW E(YV^<X46&A>1/O1505R\$)K5#(412#R<@V@>3)>@P.3^+HULJL>1^K^Q^J1^F^B=2HM>
M+XHP^&=1G^<T@&VQO^<^>VW^<^>1E>28^V<^>WIOF^<9^>S.RP_65YV.93HQ& M2>REU1Y^91^R>Q31/72H^1^<Q121-G>Q>#^5>J1>K.300?_6^AYB02?
^G1^+E M3^3<^<JX;^"11^>#(C/A71@QYFINH&H>7Q1Q>Z2^<N.CA1A&G.C1J1HY M1/45N.0^EXT^M1_89^\$=&^R4;411FD1
(M7KH;GU^3T^F.JZVN8Y 15T M=>7C1^&N1^2U8N%>@1N1(1#1%_OD+>H11+>M^LVP_H^LUO<8FB-/F^"(MJW2/531U4F=GULS9E81^5-057G_8<=>1

C 9Y;78+(/#K6XHL36%2@285/ MJA0LF.N?BX%LV^>V XB3A\$-B.L;CV1^)*#70)11+O**.\$1<9^5)>+>2Z/>^>0T(-BK=^)?
M&^<@P1^7J1^1K1@GVK+D4\$GHS.SX^<FD.02ES M;AAD^Y^<Z0+T@71MUD>ZFL-5^7E1F1^BKK.4CPK^N^XQH1A^+P.C1+<^X5^<^<7&1Y 5;
1>T1ODIC.Q^%K^1^1+^>QEF1=^<3 MJJ-PX1K1K)Q0@>@<F&5U1^<8;AAG^5JY?>+1<@<3.BH18AN^A10.E)20_MLO1&FB+^90A95E2-(T^M^F#
(^<V0+D>71^O(XM#1&U\$2ZTB721^>31LWHV^<M8/7W)IRZD=^>1K6;AB1(VY^E4O1\$Y^<RHH;H4HY36V-GJ56ML^<^>+T1>^<174H>3KW\$;^"
1Q1;1\$3)KW24@1_DS:E2BD M^1(C1Q21TQ>HG+^/28_6UR2Q^<2^>AKWZON;N=Y6/G1^B^UW.^VH^<03NUH41^>MVCMR#>5>^/HX^JCY.OU2F
^2Q^*JG^HU=A\$;IU1)U^OWO^QO1^F^"55505# M.B^<A^<K&Q^87^<DS)O1=OY;8^<PMM^<LE2R7CJHJ1^O^<Q7O1^<1^/XH.FGU;A8 M(M^285#+1^<B-
K&=1C11^<Q^2T5XAWWH<83>9&2^<1^5^<Z3B^3RUP16PT M^2S28;#<^>2X24Q1W&R5;2LF&=1YUBF<
F^>=U.P7&1PH1^<1/R1P3J5&0>=^<R9^HEFU_1@&@71KJ9#^A^U7^>#%>@7RX1/W^>U4+G1^2Y^<C<1 MD&=+SS@<Z4181=1+6C_7R^Y1W^VT<4/
M1.R1^<LP^<1^/H1NW1D0D1O1H@11TZY816A1^<J3^3^514OT.9B1=D^Y(MR24 MU>=>W1O59.KZL4191(FJ2(Z3;G1@11^V^V0L^Z8)TQ>_D
MCN_#_P\$K1<("U^2^<C6VA71^NM4A^400.^A7A=^>V MNKP^<^>Y=U3P;HY2^FHE4J5)21)M4DE6P2G+>1/51;N2%;621^? 16T=PH)H90_#^%J0+
MT@7IGF9Z21Y3\$JH#1@<F571K93^PIA92^B6F^F%B^"HL>L(TGT6IT/>_MWPTD0C_"\$1994+J10#E1^5Y>1L?
Q^R>@/PUY^Y^<Z0+TA51NGE4WL0G^<Y> MUJ1^<Y^<O1+1H13VIT=>1^>7.S)SP1^<P21O2S;G>1@R09X#71NLC^3S MH\$C\$LM3+1+NL46W-
PYGO)H>O(B541+0^A1^1(C)Z8)TQ>HB+<4J.D@<X;U4Y1<9X^<G^<MVMP+1E00_P1C^Y^E1^<3LFC6Z1.M+1+>+O^>T@71@G1^CEURZ&RG
100^L7^PUIWY9_1^"U@C2+>BTCW6;1&3^<CH^?1U88O6D>ZR-2>U1E48.ZO1 MJ<2%91&VOR^ZEM%PDK^"
=\$<Z^<V0KLC1\$<F&U1L91&XTP1J3Q^91^<2Y M27\$BPHT^<6G^K1M^13T0XYOAC J8(TPV=51;2G\$51Z>^>HP-3K1(1T3UMW M<13-0Q05S+4
H=8S>#4N2&19L&1^<PHO F1) Y22\$Y<62L^>11^F MRJ51^<2X^<6^<BY@XB59ZOT7P1^40_#>#<Z^<Y0+D>71Q21>F^>=LLW4P91ZC^>MFGS9H0;
1W7IPN.BKX@3R45;D10KFHU^MJBV1^"040HS1H1R 8U^<CDXMHG M1^>9.T(P9XUET)^>#>1P1OV2.HM01V\$Z0+T@71@G11NN64J;8K_<1^<7
MCC^A7=P1^E.O<1XOC2O1^81^<B M) R+^"3.3LWHV^<81W)W=J<^>YM6^<MLG^P.H_11L7KK9ZKRL1Y#<H1UJENH5516@>^>#<Z^<N9^<BDI^<S&DOV&
H M&O_R;H21(\$F;41HE^K;#<XP<@Y<31^NB1=D^Y^<Q+T@71A171^<MZTN41WRS1%<^>)<B8KW11^5646\$O6:H^"E?KP/H%;QA1;2;91^<U9CBF0U
M11@1VPF61H56WWGS1^XZA17^<5616(=^<E^>Y HGLKH1H;H415_XS37^<M<=N+QY^<1^>QP^<Z2N_BHJ.G.NO1T^P^>=GX2;231Y2^OYGGCT^1Z
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\$JF@UOS&C_KBOH&>Y.R.)Q^WOR8T^DZRU22U1A1^1HRK4>1^>1Y2=1 MO^"Y)CC^2>^<4<8IAO5<1JZ#>B%&1;TRFS92;UOEF.V7>11V^<R7E1YX;
M-PUP7^22U3<81CZP^<5M9J1@7^<QXDA1^<6A.O1^58D^>+1JG5;EBVU5L3A MCM14Y^Y8E21 MJ5593(JX_116@18D<^<
1O:YOP^F1H8WE^OYHN0:(^<A+^<2SR1^3N1B G\$<FKC1V@1L2\$Q02>51_N1^<1NB1=01BK M55V GEZO1U7G/<UO191<1TBGOB/Q\$T213;4XO2J1
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+W1Q^48MNN2D159161^<T^>9^<4F^<P3^<1#>#>MEY^Z1WY.9F8DF0F@H2A3L3>QL^66\$><1^>F^<K/P1)91ORH=4.P.(P&^>#<Z^<M<V3319**@1H<1.3
1@8N62^K81(06UA75\$PFI4631^<JU XIF8Y 31^<D6 MA1^<A01^<QHG>4SEB^<1N1^V8G_1^<72QOQRK0^>1J7/2539P1^<17CB11OJ1^<M_T3N#>+^<G7911-
F115.L(WQ)^<H1&GN.3Z01P2_R**G3KT^<9^<M1>F^"=\$<Z^<V15VKRV(^TG_100^L7^P21W>@1AXB^<F^V^B\$>EE_D(UUC1QAU
MN1OEO1N^M8(T@71K2^<PXZ2^<3@=21J981>D>14;DL9H^<^>2HGN1_L@CEB M^<1^<132DHM W8)T0;H@79^<NP1^<A1E2L)Q1E1F.O1>C09X.O4(O.H_17
M11^<H01^<Q1^<1E_3F^"=\$LLW4SYHO^<BGG&TW MZ1248^OB31Y7.05<9ZXR\$J211>HR_B2T@_1U\$1EBP)^<0D&ZB^<N24+>
MZ46C61^<L6Z.D1F;GR5SYG@D(H1Y1NB1=D^Y^<Z13NEF6S124W8YNN<1MLKYH1^<Q^<5C^<F\$1^<3^<5E^<^<6%>@12^<1P^<P00<K^<M.M#N1&
1R1Q1^<M11@295@+167GEP11^<91RTP15^<FKAS0A1_B<180W0-1^<T0U3A6^<XRS1^<1MK A1^5-O4Q+^<#<O7P>_6BX+&=^<W6>Q1^<238B=B2VA9>R-
D6.W\$^<RHO< M^<P_A>D1^<1(C)Z01TO5<9VK\$1);&=(+DPY).W1^<#>Z NF2W2^K^MH^<W1UYH= MN2(PF^E00(F^<Z^<H>U<
^<YNC.8V8X3N\$F^"1^<V0;FXE^<FZM1S^<NW60S^Q MD1R<N<2^<(\$<C13;GSHN7ZPW14TM^<0_1=\$<Z^<Y0+D>71O2S3VHWF_MUE51^<CRD^OIS1?
Y01^<T^<OX\$YVK(1T<1D<8%01 MP8P1TH_0B^<31+B^<E^<Q1)A1(F-R555O5^<BB^<A^<K&Q^87^<DS)1=OY;8 M&(<OVB63)9^<R&UM#?^<XM+WHF\$GT\$43UI-
PN#^<S^<E^<ED_QO0_4ZG^?243149 M1^<X0T1^<9@_B?<E6N1W21WO@_X+1^<L1^<@GA7HV>Y.R1O1J1Y^V222A6 M^<
(H1P8#<1^<SOCHDP^<9(F3.P1R1X0A&5VOR181-1FB^<X1=QFK6A(6SJ= MEP_B^<G N1HMY1&@<P1^<^<G^<9H/O5^<6T1LM^<E^<M^<H=C4(M
15\$6Q;PF2+1P14&@1+1^<N_H2.Z69 C1K2_M^<QA_O%)T1G1B/W1YH^\$<NLC1<56DZ1A^<H^<4TPMQ@<SC0KPGCD_8<7T#1(T1^<M^<G_MN^<2HS(Z^<VA^<
Y15YD/1PT_SVPFQ+5WZ1F>^<S/O8TC_P1T1W.WT+L7^<Z^<Q MYGC2^<MWW1LQ3OBY>09TNWOM>Z^<7V16UMR11(TF^<W^<^<^<WK10^<T^<HH1
M&K;YK^<2OR JL^<N1L1Q1N71LE19<#>#RY>_2MGB^<E^<7#01^<GB+Q17@8GC M^<3GR^WUZ1^<KZWI1^<4X@_T^<G^<M1KH1Y>^<GVMZNRMW
M\$1^<2VTKBY1MNI<^<0P1P24PF@MVIV14%NÜ.G+9O)ORCN3GJH1R-N1^<8^<M MFO-7DGS AKZ+@SL>=\$R^<3Z^<WTF2#^<1^>1^>1U1VHYNSVX1^<VW41CM
8F1A>V> M3_1JED002(^<14@1^<X1^>1+55^<56161^<VNTC=VJBGN^<VX4^K^<K^<QCOAB1^<M1OPK1Y1S1SEQ5D1V1^<T4P+W^<+T7ER0+7%+Q.WTUC-
(+9U@6G>9HJPU1^<M^<Q^<NMG_ZMX W=Q1OX>1^<XN>W^<F^<V^<FV11^<5^<FZZZ1^<BF^<Z71LQ711 MO1^<713GOQ_<
31%BNY0\$>0ZPNYD\$P64K.L0F67PX.A=37.91_W814FWN1V^<M^<V2V3 YT_P\$ WJ19WHKPAR47RFU.S3+C.\$_T6GN@WY9ZNUX2Y>=(RU1R MC6B
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^<X^<Z1Z178/MQM11^<BR&(<Q\$F^<B1F53M1XZM1^<MK9\$217H114_LNC G MTR11WA#>@/66R+1^<@52P1KNDT1T1Q^<S121^<B.R1Y)6\$<8^<6^<ZHST^<E&JY
M5192^5M1JHZ+A>XV^"181N7UT_OJDD2G^<3^<Z27^<T<^<+PS_1^<C^<XO1\$3_MPS@M6.Y+EM89&\$1^<1YA:8HS^<V1WCTD1.XQ\$7:(N4?
>R1>M(T.C13IGW1IM/M_7?&^>+O<1^<1W#%8^<^>1ZLA%>7_R1Z9Z11=2\$)>H2=<6+21U>_QG7101^<M^<W8ZBVK5PT17^<1^<Q^<UA9U+Z^<F01^<Z565#
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1EL1)F-8B=N^<U9S7_<W6Z^<H_V9Z^<WUM^<RW50>>5AY MQ^<DYHM1H1UQ1<7X_1^<6EX^<1F#>=^<F^<1^<318VE71@_H21BL03-0EZA1U
MB1\$W>NA;B4_<?2^<T^<Y+T1^<1PP^<1U7@>=>WHPE111^<XDT^<H1^<Q16 M&5VM7^<M55N(HBQ1&3ZOPA:8CPX1H^<71H1^<#2=0C1
(+MMW4M1/DS0NEPK1_MOLE3?W.P(S6U@8+=S_<310EZA1)UB1\$7:(N M421B4J5).ST8^<1W>@>+>1%<C^<V1^<OEFV11@1^<1^<08W1^<4X1^<U1UK<1AWM
MH^<1Q1P^<0ZAB^<B4U.MAA@1 IMP>?1T@N%\$TA194GN1=DRAO1^<?C%AP\$_GS_MCTCKT^<Z(PG^<+S33%U.E.A<^<W21@1^<1^<F^<1^<M
M1\$B8H3J1K1V1JOMD1O22PPE1P2B2P1CE1M?>41Y5(CMK DA225^<Q1U1(K M>1JV21L YZ1PAMAJ+^<EY^<6^<7%62^<E&E^<M?
G72R1PHX+BBZ;JDI2)01^<7^<54 M51^<4^<2V131>1%<A^<Q^<M^<7K\$^<51JC_YR^<6^<330^<1R925\$^<H17>3HE M^<70V^<X=0)W?
LIGU1IZO^<R11^<7^<F^<E1Z07%1(C&7J\$O4)>1^<1=U^<1LX>C(HR M01^<V1^<YL141ZWIS?>=>P^<9@6L\$CW1^<V>V>4YO6#>@<4.W8C19^<K.V21^<U_M1C-

!->OZ"R5V2"5R1>:CXKW#R+521ZK.1UHC-9(L+DT9>:D10Y8XNM5)O M6>+JK8MD,1)<801X3RUS2P38%DN KP1VJUA(KD>"/IE8413-5;T=8;MAKDQ"JIB=FQI3WUVL=#=H"CO3"4UT OJTL=G7Z/ZL>48/74%4)<VJ>IXX)B&N=#DPI8C# E"D?+71GJH/RN2,"1R"%MTE<>?>3?2UYIB5>#"8J\$JD@NM,S"-YE&5+GH\$5/2/0=5A M'DPR#R1BI=-N-1\$K'T2J0I0L043LHHJ+/KNOIHAYHU "9@C8B+\$9GN.30N.Y M?B#-S9FO9">IJNBB<9Q-UB>1\$7\$NR\$Y\$#>4X2R-XHWVW-61A<#>#P2<M C;G;ZX<0>4'R*!^%*=JN,-5 (M\$#&S-B2-214J>#"NAQSF77YV5'XG@1U#U5 M-2S<C/HR2Y&SNITP/N&?7;#(1"1">Y34SH66Q,@/W/QSS"61M1M"W5K M"92<6)H,4U/LW5J"/("6<4T04:NJ:H&Q?@!->M)P\$03.&JY+40 /FR:H M-NUIC(1"L@2=8FZ1%VB+E&WG=2MX@+VH03Y%"6X/L GS0Q>5W7M#282 M=^(N2>?>TF(7W7K9CY6K17#B S-IO 2G5^%K2<>7A,H,-H=P.6(82)+YQ M2"Q%\$14K-JH&Q-41RZLJ' G'ITMY*0R=M(O'8BX.X M\$!S#)Y)<1<=<W,B>-(SC9U1'0I%? HBY1EZA+U7\$PIE=1E*80(2)V.LB%L- MIAU&JF+M;N8ND9G4&?>G4;0+X(1%L/W4KI67IRAXDK,+HIU+*D)N20 M\$04K2^44JIN& IN-V.CF7RSPBH/LD4 @OXZHJ4KZS2)Y>(R*3BB<210E MZA)UB;1\$7:(N4>T8,T72D8^&W^N^1>T15YG8@CYH08H\$R-819B#%E>A MQ26IV'J'GG4J5J MHD#7.@/E(V"TWIWC6B@<@)Y95CF0.U@GY5309 MMI%"<X&+>)&IOD= MN6@B^C<+POAPY,TWG"Z0\$H75@<=JH#U0^%8U1JO J\$NJA.4>LDM; MS35;&6TW\$SIAJXF810' F3DQ.UJ"%@:J V2'Q+V%N9Z+\$RUB%!.K?U M9JOIUE24,,S4\$ "HK7SM>N4"Q(QI\$JKSN&WZ>=RVTN4,N6KIG(N4(LQXQB7&A M&H0G^2W92=&5^+4K@QO:M81(JLXK566S M8LU(E8& (^*HAZSD)E3-=I5254FHI(12@>.f8U)=IK<2A+5ZQ'5:@:P+I8I M5-\$ ZK+1/Z;FY.12=55'5^+50TF(5M86Z>L5DR3' 5+9F.ME"Q&U&7J\$O4 M)>J'61BYCJ@CIV3?>P%9P<=\$3S"266/4YC8#P8F.WOC MLC#K<20<@<=Q-01/1Z"RFZ1IFZL/3R\$73B,9)@HBY1IV#JF#L^U4K1(MD->) F^&J6D>+.FT(+1^&6N157"N7WX^JZ2^<23\$TFO+(Q@HMG6FNX MY+P2HIKQ)7>OI.A5)W&P2.I)08#^IKRKY=-IQHILWQ@J\$!>+1@<=CH M^V+VS(^<5IPGAV=YR(+N(AX2&3GBJA+U&V>NLT\$YTZO J1^E>Y242)ND1= M-0IU>?5" 25*)*+MIVX3X;63"ZC9\$TA KZH^%<Z12&JN-)FPZ0A#GU+D M-(^JLZ^<@<)\$W390WM)PM53&+12I<#>7A19W2OTW:@E BN21#X10Y%Y5VJ MCQ\$SD^@1=8FZ1%VB+E&7J\$O4O1#I7E6YRF? WU1TQ:01*X<^,38#<@<22\$M M7-AYSP.Y0D&0GE*ZKAH5BAL2=8FZ1VYBGFIE^D(BUE#TLK>J1135D8?@P M L\$B/IT8V^N(\$T"O.MBLB6>0%5FCSJ>IKB4W02?^,2I M&27&5PX^EL+%^<^B.7"=P64BE(Q2B)>H2=8FZ1%VB+E&7J\$O4>I>"G6K16-V MM+IM;GYRIPVQ\$3S&I&OB\$G^G&(MDFIKN2HFVBW1D82GZ,2(SO."1L^9ZHEPWZ M(K'1515%2/4#^-.3AHL@8-IP78H">.@T 4=AH>H&HBEI1=HBY1EZA+U&TG M=2ME.(V2I^L% (GIQK3=Z6GD9JQSA M=Q8IC)^<7X5- %Q)=>\$Q1JLGI=0:FT7RFZ>+YAZ13(G.U4^(*IT*22=)9^NI M>US%A;BRJHAFU=5H_&#I=V%ATYZ&.5C+PYV")*<90F,-?<\$99I#_JG_-M-ELJ:2\$ %&7J\$O4)>J*FR=>QREL)ITF2'R@TU+@#&#<S.IW-ZIZHM;"1TJ MV32H1<X)X050MV(H8-IVX^SBJ&151X\$^(\$DDZA)U:RMJ5>WC=U2:3S+Q:X M16K- 6/*#&(1&516J)?&=X F7#8U2+0G%=HBY1EZA+U"7J\$G6)NB<.(3YRD=<= MIB;X9%I(C%B^UC-)Q-I<0IKK-FJN;8M+NG%UE/W)%4%XY MGCE0.Y08463Y+<=AO"5T Z6D19Z>7LDE.LFIEYE09BSZUT68.M.2IKM(MYJ=04'8A(P2'8VP0E.V&1602V7P@2ZG) M5@56%8D5B96P8J6*+58FB)5FERH=>+I(K\$BLSK-54I3S;15^")%PBIKIDFI M-1E*Q.EBA8RAYHKEH6T4+JLEVYK(EM(7D7R@<I <AVYKX.PXIT0#>G>+I MFV< BOS91T5=^YHA0JHDO#>+X+U7R:PFSX&J.L OYX M'W3P'S/GKQAG# M!#1ZTS?G/<0%SI(&Z))=A (DW\$ZPI?AD! (O7#23.#<)<KX1@<GR\$S JV XCCIG M2D81J LW IP.P 2V#HTK1.VT>_J\$JMI^99FP=YK1<^C@<^U4^>#>Z7+5DP8>?>20\$WSC^1BX2H 10I_8 M<+12U>12 TIO@X"&7HWAN>).Y8>W'PCY1 M_+I2+@YYT33J204_MW#J29D,3 (D?>47%'998EMJ<3XHF_@*_.@I+XI<MI(L8)1#21+I# @U@PGZDS#JG4<1 FXXGSKO-U/CX'7L'ZQO	.Q>D6 M?YV\$,2KJIFU&E.(ESD0E+TZ"%%V8TX?YVZ=M6VCW M5>5RG1?NC%UKVE:E M1VW 7>MO4@N7M4P2&Q=Q'DWA05P) GJCWGVJ+ 9P _GIM/I>R;)G3B1&Z217>LRI=#1<M M5>Z1>8DGCW_8(EGX6:#.T1B=(6D<^<^D)GS/TLT7 M"3<KVIDLOIG&=X /"V3RCV4?G0^I>.K+@6LBC.PZU6Z+PZCX4.NFWJ1^& M1QWD+UUIH8VUI@E"WM#KA9 MPBEO8 M-1%O:I? UK1QI:PSVP.4NTE<^ID>3.LSR70>6SX8LBC<*K GPRFI\$B7 SI(1L)SM2?CX<@> 8ISM?03K8 5FO MF^WC=H%F8. <&H6N5:AW21@18TLP1P^P^#A0&@<0AU VPID&L1L>P-ML"(40I4-7U@<C)1LD<65A-AT355HDW"12+3"31R;RD:WD3T.*Q\$##TA1M_\$.G8 T1T>KYNK<."^H+0Y*&H=BI3^LD9H MV.L F.\$R%VL".V\$D1K2C9TE9+, SD DEXV#75:B6.Y.B>>8=16HTWC1IJ M=NIB/K.Q"PV2O.&D?/KNO8)U1 S2E.Z4ZK^LA0^G<^JM.X8D^W<3Q7AB8 A=J.P#E.Y DU7IZ/%<3+&8DIH:BSL62>Z13.H13 M>V.KO?%? H" B7D6\$HWUO&5WZ\$S\$U&W'D;WAMK1N62ACK2SM?>IUS36 91V7Z:SIH(1#H>J+RB\$MU>ISCL(KZY7NI, MR05> IW36I\$XZ13#?)R7XN+I6^XO\$72OVH&2B+ANYRRPX"B@(<=I70:K1XIW& K*VI M1 ZVVD+LY=>R%MUA/UG8M.B<0ISEI?S9_CN1RP;/**M07W*GM-V)8IAD4 JG8%=<A2\$&_ /PS>2EE M6\$7M#\$Q3V"UA"15VBYVW9@<=1\$SH1YG. P6:"WM=%T> %GR 8IQW1%)>:W MMQ6YI_KSBH8IS&7:S%? 0B^28D5= BF+0UDLST4ZI H=-262/ME7<(BA^># M21@OWEUI3@<XHU<P.@6@7I-7I?P+U+C@<71^.#=J)2OOEO7&1R^>@G5T M"H^V >Q3F6MOX=W^GH4)D8(I>.M 6T9+FE+1\$<5%I>E47%Q\$9; \$ LAK0=I M^<8E^LHHEWE LA-2I?X1L*=32:HZJ:HXK@;?2 ZQC\$Q1HGM ^M24M MLK+XZ1?L\$1HUH)R(L)5I/5-IC'Z7'A?>WO1XAGZ18S?+HE26<^IG8&I MR+1J 1.T@FITG'XIS4LW.UJ/W.M4K1DMW.BE0>YVHSBYIKO*PEKXG"2U.T\$6OC'=CI&UD\$;X'5NRS<^<^&&@KF^YS@ M_"H 7I /4@+PK8B+JAS:D2P+R3 YM3.H4HX.%8"02QI@NDFIS&Y=U#K51 MHH>I9H\$DDXG\$M%>AJ9Z\$;LF(?<I3MNDI;S010U^NNJ\$7M+8P8189WS)I- M&^)WF6)@53.ERC)H3^WIR RO^K,I"/^:D2PI/LOV2\$KRR(M3X<

EJSUQ5I/PUF&(A1A2Q% *M; 7.CI2;GIDQ;H4H1 KOWY*?TIW J9I8VHN='D&LW R3KM,%"95QO^@:SOQJ>96Q+A|<\$3&0<^M^KNSI^C"% I-/%8_M4JA#TMPVY\$+L+ OIZOI=U1@X^N>:(W"1X96GDH0M.M/V-2W=*X93IB5MYZG+;S4_K;\$Y/K=4Y/NCT^<Z1Q34IY^4C^!:"Q*TO6J"J MF7?>VAH=;'#YI902.9R4JF<@WR+0_XZ<3TK81V7%VDH462ODH? T^3JO _@Y*?>DIP3J(=SW>I.SISR M1)B-FI *HIY2&K>IQ<+Q%RPMU;H:UN0&RTI07I>UL>ZL'ZB*PYDK@ITMXS M+>+S4X+>=Z7+5DP8>?>20\$WSC^1BX2H 10I_8 MN5A07ENWF/S>H&R5>P6E/V8#M"78X2IF3W9N9FMOIHJ_EZ#O: M@SJIT^256*QVH/W>Q %RRNMNR@_R TG.Z#Z@?>"075X^B>V7+BIH"O/N;# MJP8#;CG(A)242"IE_AK(P/KQO+QODF8GY8?YAYS+TCM>+MXK+QVL>IW)>#) MGS2L#BUC94>2BZ@?>I?N2SAW'DGOC^OB2USIAA^>4=5CFRB- N7>ZC717" MWX\$TK(P15BH+>?>ZJY OG&E.^<5UG6%41UEF5+4^Z>B.JFE P&W;76K;Z3A1L1ZHMUI-2J_5E7^? M2@6="#C^M"@N_ZIY=W%AH? 7N;1T))+1+Y&?#YO%..3OY/KM+6)R-G/T8I M74L/=%;_1V11<."E-(PCK"U=FYJG9W4IURI*6R'UT*WE9L=,@Y"W17X) M'20? HYM1QM7V= PWX">=F^@<U5Z&04)U\$<>^D-8N.G&NK@<^M*^< (M)F2> OUG^Y%>D+S+H12E2%30^<MQ+>=I3YVW#-H'U1+P04 "406=95"RT5FP2?0#A'0I'0% 'IR M=&M.C R-#Y.SI2;&#B+GAM;R)I>X<.>X(O^OI^"MZXYH@10%:#^HUV-Y# M1V&7-1#D1A)HEG63E;J15&77? OI#Z1&I2)E)B+U'IOCBM5&Q\$19 M048P^O_OWH&K\$S+ZNV/S'G R>1?2\$+FE N ^/2IMI#L_>+>+>M^? H+1+>1"VH\$V? %;FY+CFC/P4^<H;H15Y3_S9PP<KW\$MBO(I MPOIH7KLFE%_N;0(OOOUU^<62PVI(\$ VZ(8@01H0)FB/DP#+PL2+Y'M;"%71W^E(HR#; (TAB;T\$LC3E8RQ^89#Z-1D 1M69;IW/SKIM\$J-6>7-^21^O&K<80,,PW58TW5&HAKJ65R^>+BN&100 M@7J1^" /0257T-I@Z/ E17^1) _ID +1UFL^1C.SI/8=5L21^?N4<32YX/ TDS-VI2%KX/S)" S MF>7V1_5NPY(ZI6Y)369JPHY=2R&KJ^?%GLR Q87JN ^C^U1^XT8TX9.M9IH/K(?=I PWEK+Q:5ISOIC3)J1>R K;Z %32J1+(WA0/#WFMMLI2I8+MX>GAIMC4);USUI+G^#"C&"L4@1#%-(JRS.(L2B".8I%3\$C("E;UIH>^ MXA0XMZAI3PUA"ZI_L@/J/+1)21=I24GZ@30.O>?/1N_OFX@IM) +O MMJP N2.#O _I\$145J.O7@6IMA+^*6."3#@ MS-A1+K#F?N6)YM;(+XQ: M022HK=74JB@/I2^HG22M15.O0G6(1^>O^R3V6<_VWGGZD&GYTFL3=S\$1 M=&_AL89IOTU1M@13Y^N+13^<Q)WHJ43>2C2BA^C.G 13I>IQ EQIOBH MI>H47IACQW-6_&%.RY/QV3-/TEI!%<5B+5>Y I"1MH57I0I%L1<^&8;#WK69"KT XU9X"23MI+)\$)N*=BOI*#I.DIQCRO0LS7=XCC"97>* MJB0P2@<5Z1HB/O\$S)-U725 TYBKQEL Y6(LX^4J(MZ)(#1_L1B-AAQOP81GR<GL2DWR:9SNERN M3B9G/HP.6-9U(0UAQ\$20WCG6(L13V0)1_5ZN 1D1 @>1_@>1_*KF=FYB M UYO:22I\$-/@1^U4^*=2E9 PRV MWG<^<M^W7H> WYVAGA?1U9H&A87-2%\$S@GQH VY>E9:UK+7>BNQ^K; M-I73H\$EL&&WJ3=>=O1P756IKC/F&_ZAY@_5"GE>Y)4@P\$)F=P1O 2C.OA M-+(2IP@04%HL@-8P8^L^OAI_/O1_*Y8-OTO MYI72? IZ%GH13.W.L"XC8WI9>@<64QI/ABUBYA.K1ITQ M_Y4 \$%ZN_LB\$;\$C(TIC\$&5AIC'F#*210\$E41QB1&N#M;=V2AI54LJLXI M7H- 2.;Z>2MI<@>OI^MGC<43W/OB;6X)DAH9@JLA=6 C.BC'FRT2&6@QO* M=BBN-HB'GE&A%ZISOVSXW6G@UAWITBXK%<D- FXJY984F^IM7E'IR<@/=>= MU&AD7_1OOY3!B9J>UY>." # "IX@0TK#C=>V@.1P;I99 MPM; /80L%OOL=CCX.(L\$%Q;1 MI/TE@J7H15C? M5+@YIGU M0891N16^4)3M.QS)LPOBD28P M"U *I65A1\$4)XE1I_.G9GW_H8IV S=C1%<WTHY>NCH0W4Q:6ZF^>N(MJ#M5023(TT11V511.T@ZJ&>7GK<3\$T9S5#1M"10<8^B).(E\$@01744VCFE56QH.436+1@_IC.39+3,NTI=)16KK;GU"6 MBM_-W2I/MW6DV2J2I@IT%>BZC.60%Z13G_@_WN1+<KZO14I\$9K17N^<?+ MEZJGWCJZXW:AOID^V^952/AN_*Z6M_IK_WOH 17IW0;H5_R*JB^<^\$ MX^W)I(HY4\$<0>G4Q>R-(HOAB,HH'RPI>TG=VZ857MP9EEF722_/I&". MZ_.GHZTX4+^H.T>5:AY@HQ_A5H2E5JFE;=> >>OKK?_W&_HJADYO=MM55;F1X92;<<I:1I4 @>_?24^O53@IUZN/U^IK6B^EPHTX4 KG;N3RNM M^Q4 H(697_1<13H? YO^XIDI<3+1W>_!A7.2.O.82IV=UUQ+OCE91_ZY4ZE MZVRC\$5.4P^<Q(O)ND^Q=5E.1A9X2Y\$Z0A).LMKO3U2_1UJ^OX1P2.S8@0T _M8; <0>#D"OS<165 H.N%M>HOK&DAS.W^T=4QC)=FW M;R*HIM;+>Q=\$%K M.LSY6UEFC55XB0@F'IT(TC"\$1_<Q'8IG(\$6\$)8E^<END>)51IUR M8G^N10^VP.X^8I^OJGX; /F-1903.SYHJ/N^Q=@V6 &2\$S1D1MR1=#I M1-O_*H.F0L^N:L@MBF;50S9(CZ480&2VX7I61C9QIE416"YB?7O\$H<4JQ7 M\$S130\$OY3"3I&(DAH0F%#(48L)I_N.Z89=IU>=>8 J(6&F10=5_ZRT?6 M.YG.SR.F8AUU.VL6X5<IU=>+124HIAH7IY8^+17=O4>?RS^IGI#M>5H M5.IC-L 5IT/?\$US \$"\$&\$8DIF\$8AABG-2,23",B-?I-8C.I6^V+ (M#V# MQ)2D81T-3U+ORB9J;8#@.S120.177F1.B27IIT 0#CR&\$W>M? 3/Q4UKIYP MRQ-GY7>2T W-^%\$X%QEB)Q4F8I C&69A^Q%G\$H.#?>P2063KDRD57NF M26JF.I\$PH^K^@ZN^YY-G'1"@E#P8G;PTI- :P4M"86886DRI3#3KRIV+8 MJO30%A_#10M G<@>QU2.S.P-28E/RO-99.S? 1EVO.F#%ZSL_IW_\$.5ER< MM/4QNXKI6_&5_*B_"SOY67)V=;>0ZGV"/31%D?N)E 4QQ\$42^CB3V2 M)"*D4BI T/6KIHUQITJH8A@S BK%BB%!.59PV+. 9N=5I,STA5978\$I M>+<M-R+30@ZIS@&9C6&4&TLL.230SNY9HC I@IS67/B6TNY9JLU+>) MB@=I@KIQ394 IS0QIO.O14= K&H/U/L^L^K%YKNRYPU6K"N"O=#)TBOE MCI+((A% A%6+M^GD&\$&SIR) ZX4.Z06_YF3@C.XW_-A8)AMH_CSZ+G3AB MV&I/PSI>IT/KH^"M#E4P/AVXZOL0=<4G879N-3.IZBK=QC^WR^;3S/M M4<+3&3+.#G;6I7OI5M? (KAM5419VU9E9)Q8C&W\$N^N^%&\$< 6706L4 M21W50NBRKKH&Q_R\$H86+X\$IA4FM%>J+P&\$*2+N4,&WC-7=+EY2^%X>Z MH+L2E_V5U.4X-2 TPI.M3;1^AN-W#55JO27JCD;W=5T^L>YNOGU3DL\$G@>FY3A(29;1+=^AQB&? M0^RXIT;03=04IH_YPBICVHB;N_1ZIG75IHUI3DKVY+>#>AD_A&LSW4 M^@70-/UDT JHNFKD#5IAYV#6962#6;IQ3(3^>9:V&1>OE^YM!>7YO&V1 MYI.90#JPTIEU MIN(QC%F@SN^!@#C.(AB\$*<@P33R(N.N.Z8>S);KGT=(I=3O! MP\$OO+<6WZX(S)IK+I/C@GZ2S?6=,W).I<@92L^L1%LX7W17DP_=%>9X(K5X M6E136CPUU=MI^M?2_4UE^JBLA(DXP2R"Z<1;T5- (&"8P83BF<10\$)1^CX08F MU.2>13NZ@XQ3@O^FLDDM.0LXKZ=C<=<14\$ ELIXMF TZPXV1VLTOWW/MH6 M-A74N-(OYPG =C@X^K)OQ'M9;OWVHIRU);2.A\$10_1+4.#O^7K=#IPIZ^AK MMMUP@6812A09PF4<"H-4)HC%2N.V(\$8RQYQF-5I&B.K/A^<S&59W_"^M M13/KHH>+>6>7^VUO>YZWUQ?QL8>AC)ZIAJZ_#MMLC(OI&+%^<VH<1>@OIKO I6^<@CJEL2"1^F\$00Y1&5+H&#J.TJMUAI5-HZXR^U+KRI&5;_ IAT169TF1R4U2U&H5QJ1 M^7C3JWB8;3.97U N1PU6J.R R+>Y+N+18LY9&10)"01^G2F12-IEL\$1 MC^S28_#GM3D1740M? KP"L1TOD)65XI2OH5_A.YR^P7X.9NYWLUWQ3E-^*MHGH?2O&IQ+JMWG5HJZK??-CVI-MVB:98->KFV+S+\$DT.T^YUHUHUK-P%EQE7BK^<HS I%\$>41^&\$&1_88ICW1" M^@OD;I(K\$S1W^<VQ5>W49J_>F#J_L.U-ILKZ?_YIM0-P.EE= J.Q/% M1#419RN^0.L8;#GKOK\$5?>ENNIJLJ=IJO&#&@<E#J_L.3IUR=7">QIRN)V G MPIT=9=VL:IXK)@_?U=YGTT#)@G+L_HHV;&A>8IRF7) Z>FPSFGOS>#,&/M+C,P#(6URIG267^QY"D#88=95^06?QH.2I_*8NGOS05_Z1IDF-4>+%O;E^ MJ6S"1L_-=IJO.&O@H0I&#(OO^XJ

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#Z045319,+=P+CH6T5T (/4<=/M S-;$ Z9E40H8I=03UPO-5Z%D&+<J@#GD6AY"%=I_0Y<
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ME^E=D1AN0Q)5;8)VI2&44TC;L2M;3T^IOQVB MCM5JRX+ZAF^9J^HNP;C^Y^CJZ;IME&I^V^1^%I^EM<=73E0V.M^\$<= MIB^V1PDNRB^"QDR1%)
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M@<27A"=2;=>@J+)>OE:9V&WB@<"MB>W&X;1=Y$>Z1=IAH1"Q6B&EDI8B8/ MGS_SU#8RIG2NFWW1=L2_1=M:T#ZH?-J18TS?>
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```

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^KVY0?P MY2IE<^U4U&M3V,K KR617|L|>199)RFE.NVE$E|S|AT|KOWD|VWU<@:47N$ED8C_Z|H|X$EPA|P#T9V|Q|HX-2$.Q$)S186:YI*|(GCX M?
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MVZJ9M|@#UTP|M|XK9VMOQ>HO?>1%8;6|O=>I.U.PA7M8=W|G4.S8?2|P.M.EIN-H#M?
KUE2:VH@+>+04T.&C%N&EK1%Y4HN.#BE$80AHNAB|T|E+I3M_M|Z|K|W8|C|P|Q#|V|J|C9%3G7&C_S:2U%O7&K|YM<M?_I3*
H@4.1#F?_@#.M$>#S_O/M6U+R3K&5&SKZK|K|O_YRO@R#L|WLVP|L|K|O_MK_3|YEN;H|?>H?E|KGW|>|O6Q>71Q_38NS|6.?
A|J5TMD2|O|H089|23S_.M.PU.YNN+GF2WMOQ>HJ3>L5-E3.XKCQV>O>GG-SU>|W;R|XFTW@-8+RZ
M|GN|<2_+>07_>J7.3G=W$>3J6Y1=L|T|SV<8;NWKGM+&5R;6|P|R$+5H26H@|>|Y|L|U/$>9E_-RMA$F|T$Z|08"O1G9;X'5|<S.M^>J2910?
F_!L.MG.GG5;H|<K|WZ%Q%_ZR.&^|J|<=<<9DTS|G|47?|H|AL MW.CW:10>_Q30>=>+>Z2K%CAHNHV2|G@<C_R2R|Q49G5@<$/>AAR+|<F.S2N7
M|H-L7;_UO|INEZX|6.#7|7FQ>2|C|W=O|F|U?2|REH9|HN'FXO>|XW4>O|J M|K&H7A$&VZ3(|P30;1F?)D:4QO=C6J?7W.%8L(M$TDX.%=M#A
(C $X7(QOQKV56K|T3.NP1D'0W-B=E|'M;1F.R=J|UZW8DR4WE*4?T(4|_MA#|ZLZ&WADH?8@EO/<H>_8H/S'W3Q;+>O>.%1|V9K=H++++
64U5|XHZS|H<H>8G2=M=Y05Y1_21B;P|E|NEU_S+5A#P3|EP1>16D7Y4 CONH'M'8CHT7Z7>|>M|W_M_<X7W|<|S|H|GQWPD'4H5NKL>"9
L|BRZ7VFSF5+H53FWQ2?F1G$C|5F'4|A|OON|<=9N36:MJC MD|3D?>J5<=<%XR-2#8>M|VU9M0+WU9M2|C|CUYV+W$4U7J4GE;Y|HB<
M|S>>B55#E|*3|'R|U|X53P&|3E&H)D MM8>($.#1TDZLE&19F9A2;W|I"EC|XV.UO|MB|%'Y+V9AL<+%.FM^>P7(Y M8;
|<_>LCO(X;X;9H>|>9Y|O$3;2X_K)C|M| "9R9F&Q|HYV<|>N|>C2|M|H|P0O6R|L'2#D|P27W|F922Q&|E%$.S$494VQAJXZV+26LQBV"8UAG8_8F
|_M_|<+>C_>_?722#LQ>3>3_K_7V|VT$|B|Q|B7Z|H<E|EXD|Q|<U+R-M?>HBO&|T|X4_VK_O|AY_C|QW<=>?V|Q_V:54B4|O6|HUCP
MSFBH<|NBT8FV;K<Z#%ZOK4.K3|Q|RYR(PWT9BPV6_FGQ854LGD)99JFZX_.M|>|YS$^1^<C|Y$1N;6|<^<YD_PAAEHK%K% C|A|HN7.;N%$;F|<N
3W+C.M<=<W|9/K6?Z=>|>B_X4^U|A|A(5T<6|R'KB&UOX|L8U(D=>X|MZ_MDLW5T:41B6%5BPG_N-
1%0XMEG|<2>X>DN|O|RH|Y|O:096_VJZ*TXO.D/<T><6L72.F>15|R=>JGW|<M_O MO<O^>F|<25=>X.8_7'0R@0=|<@-
<56DR=>CZ6P.>>>3DS>GP>2>VJ47H MJB_73=H74>O|P$=K$K<1'8%#>OYA|<=>CWX|<=>997V|K.18;KV MOF>WWG=//B$;F|Q5&@<HWD1
0%$3C"1#94<@<4>.<>L|UDP|<N|GWH|B<|<=|L_M#>K>=>YV9DGB_4>"326|BMD4:9Q6.(HY.#=>PY+K3"0XQ25FRX)T'6V32L|
M9NOJEX|R4@_0T_>D73|H2G77>F4QFW@|43$K|<1@|DE/M#>9|P>MLU6|D7Y.LP.GOV=>RK$Y|P|RR'XR.4>P81
K>_>|/A$24=>@9C|O|UP<=>MZM#_ M_A;B|ZL|0|O;F|>#E1|EWG+D3;|16|D1R>|PX_UZ9*|X|7.3Y53GB0@7.C MJC<+>|P7"HR0;
(UGSNO6S3D>HN7HW>MY|ZV|A|G?>?>QJG85280<K6M781<MGB|H?J2ENU|ULC_2%M@X|T|EN|<R>K_FK|D|R3FRM?EVL5|H069VNOQ7R3P#K$
M|JCSRM$|L|R|Y4MCI-NWC=6UON7C%$>B>|<8DDP|E;J^HO+2_B9^YQTM+ZU ME2F(EF.M$S.WG7KNP*#98"/>(7.1'"!%>NAA"BME$|P9GLO$
(TP<#>MB|& M+|W9D0<G9VXE=MH+>W&N;V62U*1"O_>U(ZHE|AS|Q|H_.6)&RUKA2?2_M|H4O8M$W+OUTM"Z3$UDYD|O2T|C%Q7&G+>
|<T|<C;ZYCF^A^GIMK'4Q|O M_QW32 $="J|Z_5W2U+2;G.E1_J4|081DH<9TXSU$7EO2(<6M#<4AY&3_Y%"T|>#|+ MTMI2W;1@W&|?T'G'"W)%?
%DLD_V$|G2W+|ZR#>G49U6#T=>SCF@B7BSE|E3_ M;U|W|F<DLN#<4L8_UA2(D|H3_<T8#4T5)>$SGCKG4_Y%|>+>=>C%("11O06=>MUSIP?
MCT1|DDF|SIDP.M>=>C:9PEFMQ|1|Y8|_J_#>+>(-2,Y6B-P%=>LWI M#>YVYR|W|GS<85<@>8%>A2_P|SZR|H7>+>H|WQ.43&K|J;0|S.B@%=>G5<
MAGFC|VMM$EQO6=>.$%&|VDV?EJ_E@260%|>+>+>8FL=7Z|+0L_5_OLU*GN+L_M0BTEV.B2|H86;_9.Q3Q.T=CM54Z_KSLC8-
H|H|RQ4W$SU576R|H$S@>9_MU=K7G#0XQ_02252<@<H|ZQ_>U+Y|UBE|<PALH|>=>OQ_9@>|W|Q2U#>+>M&#>
MOAYW6_X69NN.E|H|U|Q90XJ_T|W5<=>8676DIK+&H>Z|AH^C5(8+1>+K0-5A_X8_M33A70EEN>39|O|M$3249T_N^&|&L@OR'SHVMF>
<737FV5ZK#7SX69J|CZ<_MUE|Z0_V_>K&V7_N"WZ8EC$K@<J=>BFEN%86_)<^<L|>+>@.605H!..F?)_M#|2'0&U2'_GR8$SEG4V
HUN|4|HGZK>6T@_12M|MY^3>+>J6;7QM6$<W#>+M M^>+>L|FT@<^&S>UNY7|TLX4.7.0(P5U^O_Z7|B8>@>P$F^8$|KUF?>6TE2G73L
M7GOM'C?>6A3@<25N$A2M.EH|53KE>+>L=5_7|HCYD9|S|PAU#Y|>+>L M#O<5ZRO0$E=XZ_3+WA?+>+<O5K9.0.7$>@=>#X?
<@>E|J0U>=GGWDUNO&A3DGW MDG>C_6M-3SV_U5(Y)>T2$DFA@M@PB|O|C|<024+>+M" GKIE
```

[illegible]

MUM9)VFU:CJIM9/I/YS"==AFT4A>51,"8<^<P>D\$;69(2Z)I\$\$(^)+50)MV-M+5=3.Z&HlAJTDM1J@_7I3+A^UPA<(F&44O!&*(>^DF Q)TV1140B1+W)B;L
MAK7;2?<52A2+L;ZBC99UY<?CZ8<O^)(P<Q<51PRWB1G)DL\$^C^2IO MB(OBKVNW)K=R=7<+VS!>^U;20!030.JUV9*%\$%>^1J7+JG(W
MN=7Y=TDYJDP1\$^ZQ2_.KE\$WPW.XG13B;@F-J=K1)*81>KB,O(IA&((AHO-MQO(*PIC345">F\$!"\$!&N@%SCGTJHZ80B1;I05)3!;
<^H:5GD>L;MA<EC_6F"MU"KGXS24RUFTB=1@)(5\$5^1QARZ(C12LEG4)2)GICUPZWLFJ^X)Q91!/%.*P> MOG/_31_!^VX1&1S.H+1%ZU".@B=NZ<^Y+
C<@.4F=>%5(1_#>+Y,8<^QFM<_.MPL^==FC)>K5B=V&F\$1^C30TX%JEG_.7S04H:SMY^H;J&1^M2!;S^-MT^7W/B6=6>X^XIAYSG.QL4WK8
^3S;M/#=R?K/#1/HG OHINE=>Q;7UXT>O M?5D/BSC.6XHY(+62H_-2A=APR^E5XQUET(#=>81@Y9/M-/&N N6=U!F(0E*#BX^KE5^EFF*
(QL:0!P2.6CN_2%1=B140_&Q(^(0+ MJHR=I9@>39G,+>DHC:GE>2#(N4009<089R050G3U8M\$U=9<14^0#6)G2J1V M4.O:1_%:9Q^GL1^7^Q@>^C2
2HT_03!1I=^YGD9F\$=#0.1Y=XICJ_5_9\$>X.KNDD7;P^DFB-MX^ITXY%|=0%3GFKIC>O&13+Y@P%3_-0%2Z^2^KR.R+E+D4AXRZ)/1M01 ML?<
Y4M&4GR1A%R&S1;KMK7SB;#IF/K^5E^XQ2PQ#T0281;P(Y=127)^XQ2P M+1B;47)HA>P<(H9J7YV<^&6_4U4.U9NICV/KQI/QNIMQ^I6AR4&ZU0
M&^DE0+^!81<(^8E.XV;+^@2KM11PFJFV14_@XIQ_V6H+3=RJKXT<(^50B4 MH>^>WASG82F.L8K\$XVW3F^F"!90Y<^FZX7>9VOE/_1&JWS^CLUI-
1\$!AG0\$ MIK^LNTU 5L 0%!>4FL=+MS@>275%VU61^ AZ#=#HJ7INWB^L7)LZOO.IM MJ3^YR?AZM;?MM1\$=%\$X:@>C%>8AZLVZV^6)
01!6LF1 WTDJ^X^T 5.R^M\$E^#ZGCGWMGIX(V2D:0Y02TEEC@IUAAGCGXY@P9)R^FF@9,_%>9^9V8VTMHK M0R&POU1JWV^/3TPZUN^48(5%
<\$N<201A M@6.NS3.^3/OE TKUBV.N55 M6Z=IG^T63_-!8VICHNOLJOKHOU5+!1>E_7H@2WB1#JP^U.>40NZ 61NS_1\$)=&F3M;TF-C!-M-U4I
7HHU_XU^X^0T8^O<_V7 A^>2X^>W79WYM7-WJXBFO1M^7UWYF_-5@M<=>162N1Q(;>L 1@>N:1(L-2LX-CU=-C MZ1+EQ=AWJH2GIZ8?
JWZ3RNOZ_08ZGV1_154Q^QD@O!GT/H8Q1!0HPY M(SSYCG.K2_VYF^>D=^CLGEL/&KY4#NN^G5J.M&.*W^!N_>%EYW=^6250
MDUAYHVR\$!31RMJRIFFK/E_ DY_3%T.FGR:QTSI>YX;WZH?JN.WKO^2@N%L MD",YRHRW3.ZRMMJ1:2>2RJKGRH^X MS29>9Z?
AM L_!/)OCV46H951Q:&V^YAB 8!O>+1.84D=>9)1F^X<+>+155%XYK2^N51/9SN42V^U<^9HG.M5E_MYW(Q19#EEF!
=M2X&86D45 BE4.OYRDAKL 2 M<Q^0%1.P G%>^+=+!S!PCZG^X^WX8+^IPBW=5OZVXQZ#5<^1-26ZY7VK.ZDM
M)I\$%>1^QK3&2.>A^!82G^@0L/2V=+!Z&@;\$Y>%Q^RP2^K\$V",FIZR_U1P ML 9!@%U@BEQN1H2M\$82Q*(4K_9^TGY^Z..LOX1<@+S<
M!^%LL+!1\$18%FE1N92L^0H^YI(9<-5!>^H: LLYAY%RH&T 2 5#(S M/DS!"KC-CPRKR.RBHEKF^>OX^QH 6YRX)9%;Q/24F2CN2SZEX_6&/_O=7
M3IDTAZP1L WYTFE.M8ID9^>X\$T^SKE(X93+5S(P@YTP+V-L@92J^FOG(1^MYDR^U^X3<2^5EMUJ5J?
SN^K<W+!0%LX^1.RIG0JCRPB(%TAS4.27^C"=Y_E M#G0\$+!Q&2W^X5X^S!MQL0)NL_>^E4X;56^"6>1^E!EDNXO(T-R E)D68&M3HGD'+/2HWZ?
4^Z8YKHJZ>LFD.750C4^0(BI#-(&^L0EZL<^"1%>80^V M40Z^KQ:NJ+ZRQJ5.QC=%B^YN.30!66UT:1?
NYEJEY+!U.R.P&E5#B.PAP6_#D_#1=D9:L^"S21M<(L8C<@Y^Z=>QKO.YN^=(HFLUO
M5EUD1;1X:N1B-L10H1LFV2_QQVR>\$V0>*M6B=5OKB5Q:50A3#+!S!GD5 MJ\$H2>R9#14>HJ7WU7B;f=M;?
WAK^M^RU&D1J^7#8H^UQP.2^YPZ7JB VET;^< G2.VV^V MW^X5@H+!HAI^4&^"(FLX9_/K11N^Y\$<>P1/9)1-17@*=IY^6@865@.F
M_E<0T^KW8MYDNI7RJWBFWY19@SUX1L W^H^AB6^B).L8U_4WGC^&F L M#<CLPJ^8;@>H V N;^V\$P19H;@%N6%>1%Z11H(1@*6.T^23F 4
^O867@X*" M?18;T?+M5^WO_!Z9MO1?);_VMBA(3Z1!+^9.T44\$0WVW.MYZ\$5FKBXSF8K#3!F/@>#3VP^2]=GA).D%\$1/YM13+42!2(P2\$:*BRGG3!P
M;(^Z;5^&"C"OMH8)>1>G_ RBCQ^Q UZ",EK GCF L VY4_&GQ14J6R151(T MI^REFEY8&1V0B\$E&1F16 LYLM1+OZ;3<9A)8)5!1U66KE?
&2>H&110)P8 M@VP@("1&2^).82(ZO2_#\$H<^/C3>0%Q>7^6N^YF@A(C^GWAIB&G.0>*M4LS1^BTR&^POK0.CN&
(36=6EJ.PY=ZYT.NX14EJ^S^DRWU^6^#A#>#F MI6P.ZA<W;^24L(2HA8.\$Q=>^">^@U^P!F<_X=+Y+Y+)=^E348 M=LHPO0^TK<+>8!>#
<9WYVR^W125.P9CVA46QRF !&^M^P^33!^X^5DG^SLM2.NC1_4QC=>#43GF^X^D@>@Q N1!(M5Y^Z2(V(4R^58&ED2^STO<^!<420
MTL5.7>B1J^1=KY:6E(C.H+1^!FGM^!<^!<D)S9W^HINUC.N+!W11^!^PS?IOX@DIRT15F7T^>G-C2+CH\$1%)^A7<+&XQED-A\$F+(B5-MV64%=S8V?
1YFQ61GPK @LW\$1^LAV^? (V8M^0%X(X1Z=>=5B!F7^44N!>_M1UWTF0.U4P1^6X3D<3R.G+P2^S0)Z.^0BE!GCS!UONF\$^ VK9++13%BR<
MWV^7H2.1^SW#N#&+2!ZOO:0815QAA12@ACHJD2_<7^2S3X_17#^X^W1Z M\$>2^QO620.^ICZ^VW&ZR&^6V2!J&^49.4E^H\$<^"1H3>_10EX3^JX^3Q
M-PCY11K? V^K1(BZCOE!+=8913F^UQ&61VOSY&H;KFXR1_ OZHCHC4!"O.M&ED>R^ZRUR\$E93;9^6)9 N GB\$G^>B6M KI2(Z@_66RGH8C-
Z+J3^TSX MY^V2.7261BGL5 M1F^O38CR<CB>#S&T2\$GFR.H@423>^!B1.2AW19RR M;MU^T5J7YVIR>J1_3!N@<
XP3^_OHQ<0HJ>Y+!4K@93!>9<1E(.*31S\$!MP;4-R^7^N9 C1H4D)OWBLX;=&5KNLY@;Q.Z11_(G0+<+>Z>O&>N=!!F L M(H:WLYND;62CX!YQ&1
S^P^Z.07HVD(X^Q1+1+3T@EZD1(O0^" M:0=EFJWTF1VS:WMT7^1^!1HKG+M1^02H@YH15A7!#B5M1QBCEJA30T) M45=04^W15!BHW?
+K;KF^2AG M1D?>VQX^WR51^4D4W6^A1XGM^MNU^D+^C0\$ (D\$1QX^XH/;D-O DOTOQ
MHAGFJG3^UB%;^NJZW>_F=A1^1=#WM;VDGOGM\$1^XEP_SG^AMTX(^U3X\$)9 M5?HUYB0^ZX:3B^!E5!<^JZ &DD^V;NY^!JZ^_E8Z-RUQP+D>@.\$?
HHE9? M8HF+>_>V8X<5@QA MSE(1^MPAPACGZ6^U1L\$SGDAG12C1+24 MW^EK1N_1.57W^!OC81!1E&5^4VK+1.254&^24>0ZVA@=M^<
>E1W9ID@OW:6PXD%Y^@JUB1B2X8.OM:ARW2%;_SR8!56^RRB;B1^!V24 M\$@O8)2_#P!DYAGP^PES1=N67,BB75?TRZ\$S;*2^A8U.1^<^XCCZ^!12LP
M#_QUW^8I6S^Q!>EVN5C;=>CT6?2C^!013GODF8(+!D4^GECRN;VBIUK W^G=S M^?O#1^0^!S%1W\$QAL
^X;EWNW1H17Y@J%1K2I7PI0.DY+8X^5^24U:1^<7.H3G^S1&=>^412M(FH)_M614UU8DH\$Z3@14001Q2!>E MG.T)\$>L^& M91+^FIO-
SRTV;W;JP@>90(8246326)1XL8L(BFAAOLK"" MH=>3Y+9WJ^FRW(0W3!SZP8^14@+^#IYL<^>1TW M<);@>372T1O\$25Q M7B^EAF0R\$#?
WJ7K!171^KJO^8UA7G=>^N^GUNLKEW M^SHW6_""N:0.1EY^X SU^>X>(TA&IZOWG=>7O&M^S1T1V7I2IX^N<1B^N@<O; M<^1HOG-W?
X/K(<1^D\$M^0G9Z^E<<4HB1;5^4D2.3>6%L W^W^K;3NOC0^ M9VU^!MG3!VBZ:P1?@PN^D&(8^>PE038PC7)U&9A!J14VEQ^B;Z;X&^U
M2:8D&T^FQN:2JD^F^#!P?UW;M!@S^J W2.^#&K08^5G@N.N:GV.TG1^Q\$SYAIV-M^YYY-J-K=TSX1^+(<^
YSJ(FTUP&K19^YLAQ>_>^!U@AGC^U^WM^ON@Q M^5YAKDL^!S<^>0!Y;5!WY2!);_0%7\$+!&A\$6#R&8M(1&0E)Q)ZP(+
MJ71Z1ZU^ZGHE#;1^<G_<22!N_DQF=W^N^K^<DALCG^#N7K4G&S=O2@_1U3 M&B7^+^PS\$1?
0T=1>N>IN<^!HC@>^#U2MC+Q(9F986^1PCW+1Y(GU3^7D=M.E.S@M_1VD)A6VNA7=PW+B^L!^9W(YNCRACDF.8FNC1O)5&&M+!IR(C MU)^
=>5PZL2H(75.ZT^!P^C;1C2^!>N@=>^8M4L/6+D(UB\$&^YYN_1E O T\$((IGE3;DAQ43ZU\$7H0>UW;IMEF^A7B-H9OLZOP<IR83<^L=& <=<=<=<
M6^LL@=>@;^AUOLK+Q1.7NG=ML^+^"CRI2IO\$ICHC!&1@/2_UC_==RMMU;L:6%7 T.A.#>MU4@EN)4! M\$4TH-H9.(JZ<^S("(%9ZITS&+
(L56P^GXHJ010(0FX RSUY+74SNX5- M4XD^E1;^Y1^FEUND^8G.T^Z^#1Q^UD4G\$5%V_>^<7Y+>O:RWGW1YSI M/YQO.Q_B_0417(RIO<^<
8:2-H^H119^QW21@1AXR+1^Q.O.V7^&TQ^GUA M^1^OXKB^MO+Z+^_ZYG/1!8^1^Q213QRW7KARCUL_R^U.ZHI<2B.2?
6\$OKC1/@N%Y;7SS2IVRWG2VL<_1F3U M&99=SF^FX?W\$7A>1U_.O5KF^SY+37DXT(J5XMI^%V%>3DP1GZSR_GJV!GO.MBT8!=\$29!P_TE=6
!SY=I8;P;S=YTUE=12J>1^!GN:KCOJ MI=Q_-=M^M52!XFN U=-.B+MV FQV<+>W)74K^G^X70E^E<^!1L!EY5Y1!BK^<
MN)T&A:AVG(G=5N1625Y1^4#N1JNNA>2Y^14&U#^#D1D^7=M-CGR=V^JCVJZS;1RQ^GICOH7C^TFEE121C_1P MRG191!1S1ZNTG)(Z?<
U&X(^B0.KGX1S.L!Q!O?KR=1!80+Q>W6SK^!^C M^MKYS&^>^!M>^GW8>IAK^_2!6_3!7^Q^7<@/_OUXW>1^L^LN!OL.E^E^M0Q0_&10H5/M&FA!
!@V^9Q+>^WS MR=WUHQKYFV5_N>W1B=1#=>7V&G6M^"R=W_2!HK<^<G1523@_H1VWV+
M\$0E+3E;ZQ2IC>5N>_!U;@N(9LW;1FH>2^P^RH+^*RG)_ONUWAO5U!Z^WUZ M=GW4WLO?+J3Z.KF&W1C3JNY=>_FJT?_@?+JGG^12\$!="T07R^?
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DE 47-4257046 2001 Westside Parkway Suite 155 Alpharetta, GA 30004 404 952-2107 Common Stock, par value \$0.001 PRTH NASDAQ Yes Yes Accelerated Filer true false false 77165973 41072000 39604000 13398000 11923000 7887000 5289000 73393000 58551000 19103000 13273000 0 0 2567000 1468000 879361000 756475000 1028894000 881294000 37272000 37288000 51603000 44680000 376091000 376103000 248819000 273350000 25477000 22533000 25058000 13649000 1759669000 1615337000 67009000 52643000 35818000 33025000 4205000 3934000 8350000 6712000 875815000 755754000 991197000 852068000 808081000 631965000 19241000 18763000 1818519000 1502796000 0.001 0.001 250000 250000 225000 225000 88064 225000 225000 225000 105098000 258605000 0.001 0.001 100000000 100000000 0 0 0 0 0 0.001 0.001 1000000000 1000000000 81440659 79589055 77092558 76956889 77000 77000 4348101 2632166 19278000 12815000 0 0 66000 29000 146571000 134951000 165838000 147718000 1890000 1654000 163948000 146064000 1759669000 1615337000 227049000 189015000 652635000 556333000 141070000 116682000 408486000 353929000 21748000 20129000 66017000 58286000 13733000 17275000 44230000 53303000 12413000 11423000 34620000 1328000 188964000 165509000 553353000 496846000 38085000 23506000 99282000 59487000 23246000 19997000 65836000 55461000 43000 0 8666000 0 711000 732000 2011000 1319000 22578000 19265000 72491000 54142000 15507000 4241000 26791000 5345000 4899000 4328000 9996000 6550000 10608000 87000 16795000 1205000 5121000 12192000 36348000 35252000 0 0 639000 0 5487000 12279000 20192000 36457000 28000 65000 37000 34000 5459000 12344000 20229000 36491000 0.07 0.16 0.26 0.47 0.07 0.16 0.26 0.47 77973000 78381000 77910000 78270000 80095000 78381000 77910000 78270000 76957000 77000 2632000 12815000 0 29000 134951000 147718000 1654000 146064000 1540000 1540000 1540000 429000 49000 49000 123000 123000 421000 421000 421000 1428000 1000 1428000 5255000 581000 5837000 5837000 11821000 11821000 11821000 841000 841000 841000 93000 93000 13000 13000 13000 11654000 11654000 0 5193000 5193000 5193000 75835000 76000 4183000 18491000 0 42000 141412000 159869000 1747000 158122000 1744000 1744000 1744000 190000 60000 60000 60000 57000 57000 182000 182000 182000 3765000 3765000 3765000 58000 58000 58000 8426000 8426000 8426000 10139000 10139000 10139000 85000 85000 4000 4000 4000 13054000 13054000 0 994000 994000 994000 75968000 76000 424000 18673000 0 38000 153472000 172107000 1832000 170275000 1358000 1358000 1358000 56000 56000 56000 108000 108000 605000 605000 605000 813000 1000 1000 1000 4786000 4786000 4786000 335000 335000 335000 58000 58000 28000 28000 28000 3707000 3707000 0 10608000 10608000 10608000 77092000 77000 4348000 19278000 0 66000 146571000 165838000 1890000 163948000 76044000 76000 2341000 11559000 9650000 0 102208000 104041000 1255000 102786000 1936000 1936000 1936000 517000 37000 37000 37000 157000 157000 777000 777000 10477000 10477000 10477000 818000 818000 818000 403000 403000 24000 24000 24000 506000 506000 506000 76404000 76000 2498000 12336000 328000 24000 102714000 114622000 852000 113770000 1746000 1746000 1746000 192000 43000 43000 43000 65000 65000 241000 241000 241000 10934000 10934000 10934000 831000 831000 831000 7000 7000 9648000 9648000 0 612000 612000 612000 76531000 76000 2563000 12577000 0 31000 112974000 125444000 852000 124592000 1501000 1501000 1501000 103000 1000 38000 39000 39000 1000 11348000 11348000 11348000 844000 844000 844000 514000 514000 65000 65000 65000 10653000 10653000 0 87000 87000 87000 76634000 77000 2564000 12577000 0 34000 123714000 136248000 1366000 134882000 16795000 1205000 44230000 53303000 4878000 5183000 2250000 2812000 8666000 0 2944000 2432000 3280000 906000 37000 169000 15712000 17931000 2808000 2630000 3000000 498000 883000 668000 12864000 302000 271000 3802000 5998000 4953000 61852000 72680000 0 28182000 17044000 15268000 216000 151000 7474000 7925000 24734000 51224000 83020000 0 6901000 807000 656460000 465000 0 44000000 2350000 2130000 0 1208000 1018000 136936000 0 30819000 0 22099000 17908000 116065000 165610000 4996000 4698000 84716000 157029000 121834000 178485000 796223000 56061000 918057000 739095000 41072000 24595000 13398000 13890000 863587000 700610000 918057000 739095000 53406000 54670000 0 596000 5751000 193000 12000 110000 0 6810000 236000 184000 Basis of Presentation and Significant Accounting Policies<div style="margin-bottom:12pt;text-align:justify">Business Consolidation and Presentation</div><div style="margin-bottom:12pt">Priority Technology Holdings, Inc. is a holding company with no material operations of its own. Priority Technology Holdings, Inc. and its consolidated subsidiaries are referred to herein collectively as "Priority," the "Company," "we," "our" or "us," unless the context requires otherwise. Priority is the payments and banking fintech that streamlines collecting, storing, lending and sending money through its innovative commerce engine to unlock revenue and generate operational success for businesses.</div><div style="margin-bottom:12pt">The Company operates on a calendar year ending each December 31 and on four calendar quarters ending on March 31, June 30, September 30 and December 31 of each year. Results of operations reported for interim periods are not necessarily indicative of results for the entire year.</div><div style="margin-bottom:12pt">The accompanying Unaudited Consolidated Financial Statements include the accounts of the Company and its majority-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation. These Unaudited Consolidated Financial Statements have been prepared in accordance with GAAP for interim financial information pursuant to the rules and regulations of the SEC. The Consolidated Balance Sheet as of December 31, 2023 was derived from the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 but does not include all disclosures required by GAAP for annual financial statements.</div><div style="margin-bottom:12pt">NCL represents the equity interest in certain consolidated entities in which the Company owns less than 100% of the profit interests. Changes in the Company's ownership interest while the Company retains its controlling interest are accounted for as equity transactions. As of September 30, 2024, there was no income attributable to NCL in accordance with the applicable operating agreements.</div><div style="margin-bottom:12pt">In the opinion of the Company's management, all known adjustments necessary for a fair presentation of the Unaudited Consolidated Financial Statements for interim periods have been made. These adjustments consist of normal recurring accruals and estimates that affect the carrying amounts of assets and liabilities. These Unaudited Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-

K for the year ended December 31, 2023.

Use of Estimates

The preparation of Unaudited Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Unaudited Consolidated Financial Statements and the reported amounts of revenues and expenses during the reported period. Actual results could materially differ from those estimates.

Foreign Currency

The Company's reporting currency is the U.S. dollar. The functional currency of the Indian subsidiary of the Company is the Indian Rupee (i.e. local currency of Republic of India). The functional currency of the Canadian subsidiaries of the Company is the Canadian Dollar. Accordingly, assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the current exchange rate on the last day of the reporting period. Revenues and expenses are translated using the average exchange rate in effect during the reporting period. Translation adjustments are reported as a component of accumulated other comprehensive income (loss).

Recently Issued Accounting Standards Pending Adoption

Segment Reporting ASU 2023-07

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company will adopt this guidance for the year ended December 31, 2024. This guidance is expected to only impact the disclosures with no impact on the results of operations, financial position or cash flows.

Income Taxes ASU 2023-09

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvement to Income Tax Disclosures, to enhance the transparency and decision usefulness of income tax disclosures. The guidance includes improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is in the process of evaluating the potential effects this guidance will have on its disclosures.

Profit Interest ASU 2024-01

In March 2024, the FASB issued ASU 2024-01, Profit Interest and Similar Awards, to improve GAAP by adding an illustrative example to demonstrate how an entity should apply the scope in paragraph 718-10-15-3 to determine whether profit interest and similar awards should be accounted for in accordance with Topic 718, Compensation—Stock Compensation. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is in the process of evaluating the potential effects this guidance will have.

The accompanying Unaudited Consolidated Financial Statements include the accounts of the Company and its majority-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation. These Unaudited Consolidated Financial Statements have been prepared in accordance with GAAP for interim financial information pursuant to the rules and regulations of the SEC. The Consolidated Balance Sheet as of December 31, 2023 was derived from the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 but does not include all disclosures required by GAAP for annual financial statements.

NCI represents the equity interest in certain consolidated entities in which the Company owns less than 100% of the profit interests. Changes in the Company's ownership interest while the Company retains its controlling interest are accounted for as equity transactions. As of September 30, 2024, there was no income attributable to NCI in accordance with the applicable operating agreements.

In the opinion of the Company's management, all known adjustments necessary for a fair presentation of the Unaudited Consolidated Financial Statements for interim periods have been made. These adjustments consist of normal recurring accruals and estimates that affect the carrying amounts of assets and liabilities. These Unaudited Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

The preparation of Unaudited Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Unaudited Consolidated Financial Statements and the reported amounts of revenues and expenses during the reported period. Actual results could materially differ from those estimates.

The Company's reporting currency is the U.S. dollar. The functional currency of the Indian subsidiary of the Company is the Indian Rupee (i.e. local currency of Republic of India). The functional currency of the Canadian subsidiaries of the Company is the Canadian Dollar. Accordingly, assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the current exchange rate on the last day of the reporting period. Revenues and expenses are translated using the average exchange rate in effect during the reporting period. Translation adjustments are reported as a component of accumulated other comprehensive income (loss).

Segment Reporting ASU 2023-07

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company will adopt this guidance for the year ended December 31, 2024. This guidance is expected to only impact the disclosures with no impact on the results of operations, financial position or cash flows.

Income Taxes ASU 2023-09

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvement to Income Tax Disclosures, to enhance the transparency and decision usefulness of income tax disclosures. The guidance includes improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is in the process of evaluating the potential effects this guidance will have on its disclosures.

Profit Interest ASU 2024-01

In March 2024, the FASB issued ASU 2024-01, Profit Interest and Similar Awards, to improve GAAP by adding an illustrative example to demonstrate how an entity should apply the scope in paragraph 718-10-15-3 to determine whether profit interest and similar awards should be accounted for in accordance with Topic 718, Compensation—Stock Compensation. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is in the process of evaluating the potential effects this guidance will have.

Acquisition

Plastiq Acquisition

On May 23, 2023, Priority's subsidiary, Plastiq, Powered by Priority, LLC (the "acquiring entity"), entered into a stalking horse equity and asset purchase agreement (the "Purchase Agreement") with Plastiq, Inc. and certain of its affiliates ("Plastiq") to acquire substantially all of the assets of Plastiq, including the equity interest in Plastiq Canada, Inc. Plastiq is a buyer funded B2B payments platform offering bill pay and instant access to working capital to its

customers and complements the Company's existing supplier-funded B2B payments business.

On May 24, 2023, Plastic filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

The purchase was completed on July 31, 2023 for a total purchase consideration of approximately \$37.0 million. The total purchase consideration included \$28.5 million in cash and the remaining consideration is in the nature of deferred or contingent consideration and certain equity interest in the acquiring entity. The cash consideration for the purchase was funded by borrowings from the Company's revolving credit facility.

The acquisition was accounted for as a business combination using the acquisition method of accounting, under which the acquired assets and assumed liabilities were recognized at their fair values as of July 31, 2023, with the excess of the fair value of consideration transferred over the fair value of the net assets acquired recognized as goodwill. The fair values of the acquired assets and assumed liabilities as of July 31, 2023 were estimated by management using the discounted cash flow method and other factors specific to certain assets and liabilities. The final purchase price allocation is set forth in the table below:

(in thousands)	(Total Purchase Consideration)	Cash	Contingent consideration payments	Total Cash Acquired	Less: cash and restricted cash acquired	Goodwill	Intangible Assets	Accounts Payable and accrued expenses	Settlement obligations	Customer deposits	Equipment, net	Prepaid Expenses	Other Intangible Assets	Net Goodwill
\$37,000	\$28,500	\$330	\$330	\$36,971	\$36,971	\$831	\$8,277	\$30,460	\$7,240	\$1,881	\$47	\$29,983	\$30,460	\$1,881

family: 'Times New Roman', sans-serif; font-size: 10pt; font-weight: 700; line-height: 100%;> Total purchase consideration </td><td style="background-color: #ffffff; border-bottom: 3pt double #000; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ffffff; border-bottom: 3pt double #000; border-top: 1pt solid #000; padding: 2px 0; text-align: right; vertical-align: bottom">36,971</td><td style="color: #000000; font-family: Times New Roman', sans-serif; font-size: 10pt; font-weight: 400; line-height: 100%"><td style="background-color: #ffffff; border-bottom: 3pt double #000; border-top: 1pt solid #000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr></table></div><div style="padding-left: 36pt; text-indent: -18pt">(1)The fair value of the contingent consideration payments issued was determined utilizing a Monte Carlo simulation. The contingent consideration payments were calculated based on the path for the simulated metrics and the contractual terms of the contingent consideration payments and were discounted to present value at a rate reflecting the risk associated with the payoffs. The fair value was estimated to be the average present value of the contingent consideration payments over all iterations of the simulation.</div><div style="padding-left: 36pt; text-indent: -18pt">(2)The intangible assets acquired consist of \$13.0 million for customer relationships, \$7.0 million for referral partner relationships, \$6.5 million for technology and \$3.9 million for trade name.</div><div style="margin-bottom: 12pt; padding-left: 36pt; text-indent: -18pt">(3)During the first and second quarters of 2024, the Company recorded immaterial measurement period adjustments due to a pre-acquisition tax accrual and security deposit which resulted in an adjustment to goodwill, accounts payable and accrued expenses, and prepaid expenses.</div>37000000 28500000 The final purchase price allocation is set forth in the table below.<div style="margin-bottom: 12pt"><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: 79.016%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 18.784%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="padding: 2px 1pt; text-align: left; vertical-align: bottom">(in thousands)</td><td colspan="3" style="padding: 0 1pt"></td></tr><tr><td colspan="3" style="background-color: #ceefff; padding: 2px 1pt; text-align: left; vertical-align: bottom">Consideration:</td><td colspan="3" style="background-color: #ceefff; padding: 0 1pt"></td></tr><tr><td colspan="3" style="background-color: #ceefff; padding: 2px 1pt; text-align: left; vertical-align: bottom">Cash</td><td colspan="3" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 0; text-align: right; vertical-align: bottom">28,500</td><td colspan="3" 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"><div>Contingent consideration payments(1)</div></td><td colspan="3" style="background-color: #ceefff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom">8,419</td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: left; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px

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Outsourced services and other services

The aggregate fixed consideration portion of customer contracts with an initial contract duration greater than one year is not material.

Includes contracts with an original duration of one year or less and variable consideration under a stand-ready series of distinct days of service.

Approximately \$13.8 million and \$38.8 million of interest income on customer funds for the three and nine months ended September

30, 2024, respectively, and \$9.7 million and \$21.9 million for the three and nine months ended September 30, 2023, respectively, is included in outsourced services and other services revenue in the table above. Approximately \$0.6 million and \$1.8 million of interest income on corporate funds for the three and nine months ended September 30, 2024, respectively, and \$0.5 million and \$1.1 million three and nine months ended September 30, 2023, respectively, is included in other income, net on the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss) and not reflected in the table above.

The following table presents a disaggregation of our consolidated revenues by segment:

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023
Merchant Card Fees	153,061	153,770
Equipment	2,405	3,219
B2B Payments	18,924	22,143
Enterprise Payments	521	33,868
Eliminations	47,099	47,099

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SMB Payments Segment

In the Company's SMB Payments reportable segment, funds settlement refers to the process of transferring funds for sales and credits between card issuers and merchants. The standards of the card networks require possession of funds during the settlement process by a member bank which controls the clearing transactions. Since settlement funds are required to be in the possession of a member bank until the merchant is funded, these funds are not assets of the Company and the associated obligations are not liabilities of the Company. Therefore, neither is recognized in the Company's Unaudited Consolidated Balance Sheets. Member banks held merchant funds of \$10.8 million and \$9.0 million at September 30, 2024 and December 31, 2023, respectively.

Exception items that become the liability of the Company are recorded as merchant losses, a component of cost of revenue in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss). Exception items that the Company

is still attempting to collect from the merchants through the funds settlement process or merchant reserves are recognized as settlement assets and customer/subscriber account balances in the Company's Unaudited Consolidated Balance Sheets, with an offsetting reserve for those amounts the Company estimates it will not be able to recover. Expenses for merchant losses for the three and nine months ended September 30, 2024 were \$2.5 million and \$8.9 million, respectively. Expenses for merchant losses for the three and nine months ended September 30, 2023 were \$1.6 million and \$3.7 million, respectively.

B2B Payments Segment

In the Company's B2B Payments segment, the Company earns revenues by processing transactions for FIs and other business customers. Customers transfer funds to the Company, which are held in either company-owned bank accounts controlled by the Company or bank-owned FBO accounts controlled by the banks, until such time that the transactions are settled with the customer payees. Amounts due to customer payees that are held by the Company in company-owned bank accounts are included in restricted cash in the Company's Unaudited Consolidated Balance Sheets. Amounts due to customer payees that are held in bank-owned FBO accounts are not assets of the Company, and the associated obligations are not liabilities of the Company. Therefore, neither is recognized in the Company's Unaudited Consolidated Balance Sheets. Bank-owned FBO accounts held funds of \$109.8 million and \$69.0 million at September 30, 2024 and December 31, 2023, respectively. Company-owned bank accounts held \$1.4 million and \$1.2 million at September 30, 2024 and December 31, 2023, respectively, which are included in restricted cash and settlement and customer/subscriber account obligations in the Company's Unaudited Consolidated Balance Sheets.

Exception items that the Company is still attempting to collect from the customers through the funds settlement process are recognized as settlement assets and customer/subscriber account balances in the Company's Unaudited Consolidated Balance Sheets, with an offsetting reserve for those amounts the Company estimates it will not be able to recover. Expenses for these merchant losses for the three and nine months ended September 30, 2024 were \$0.0 million and \$0.3 million, respectively. Expenses for merchant losses for the three and nine months ended September 30, 2023 were not material.

The Company also accepts card payments from its B2B Payments segment customers and processes disbursements to their vendors within the PlastiQ business. The time lag between authorization and settlement of card transactions creates certain receivables (from card networks) and payables (to the vendors of customers). These receivables and payables arise from the settlement activities that the Company performs on the behalf of its customers and therefore, are presented as settlement assets and related obligations.

Enterprise Payments Segment

In the Company's Enterprise Payments segment revenue is derived primarily from enrollment fees, monthly subscription fees and transaction-based fees from licensed money transmission services. As part of its licensed money transmission services, the Company accepts deposits from consumers and subscribers which are held in bank accounts maintained by the Company on behalf of consumers and subscribers. After accepting deposits, the Company is allowed to invest available balances in these accounts in certain permitted investments, and the return on such investments contributes to the Company's net cash inflows. These balances are payable on demand. As such, the Company recorded these balances and related obligations as current assets and current liabilities. The nature of these balances are cash and cash equivalents, but they are not available for day-to-day operations of the Company. Therefore, the Company has classified these balances as settlement assets and customer/subscriber account balances and the related obligations as settlement and customer/subscriber account obligations in the Company's Unaudited Consolidated Balance Sheets.

Exception items that become the liability of the Company are recorded as merchant losses, a component of cost of revenue in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss). Exception items that the Company is still attempting to collect from the merchants through the funds settlement process or merchant reserves are recognized as settlement assets and customer/subscriber account balances in the Company's Unaudited Consolidated Balance Sheets, with an offsetting reserve for those amounts the Company estimates it will not be able to recover. Expenses for merchant losses for the three and nine months ended September 30, 2024 were \$0.0 million and \$0.4 million, respectively. Expenses for merchant losses for the three and nine months ended September 30, 2023 were not material.

In certain states, the Company accepts deposits under agency arrangement with member banks wherein accepted deposits remain under the control of the member banks. Therefore, the Company does not record assets for the deposits accepted and liabilities for the associated obligation. Agency owned accounts held \$36.8 million and \$19.6 million at September 30, 2024 and December 31, 2023, respectively.

The Company's consolidated settlement assets and customer/subscriber account balances and settlement and customer/subscriber account obligations were as follows:

	September 30, 2024	September 30, 2023
Settlement Assets, net of estimated losses	\$1,150	\$889
Card settlements due from merchants	\$4,694	\$2,705
Card settlements due from networks	\$10,150	\$8,185
Customer/subscriber account balances	\$930	\$889
Cash and cash equivalents	\$1,150	\$889

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1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,252 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#fffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#fffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#fffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">>376.091</td><td colspan="3" style="background-color:#000000;font-family:Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"></td><td colspan="3" style="background-color:#fffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">>376.103</td><td colspan="3" style="background-color:#fffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="margin-bottom:12pt">The following table summarizes the changes in the carrying value of goodwill:</div><div style="margin-bottom:12pt"><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:81.356%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:1.0%"></td><td style="width:16.444%"></td><td style="width:0.1%"></td><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at December 31, 2023</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">>376.103</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><tr><td colspan="3" style="background-color:#fffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Plastic adjustment</td><td colspan="3" style="background-color:#fffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12)</td><td colspan="3" style="background-color:#fffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><tr><td colspan="3" style="background-color:#000000;font-family:Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Balance at September 30, 2024</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"></td><tr><td colspan="3" style="background-color:#000000;font-family:Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">As of September 30, 2024, the Company is not aware of any triggering events for impairment that have occurred since the last annual impairment test.</td><td colspan="3" style="background-color:#000000;font-family:Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">Other Intangible Assets</td><td colspan="3" style="background-color:#000000;font-family:Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Other intangible assets consisted of the following:</td><tr><td colspan="3" 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:36.619%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.1%"></td><td style="width:12.500%"></td><td style="width:0.1%"></td><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-average</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Useful Life</td><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands, except weighted-average data)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Value</td><td colspan="3" style="padding:0 1pt"></td><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">ISO and referral partner relationships</td><td colspan="3" style="background-color:#fffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">>182.339 </td><td colspan="3" style="background-color:#fffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#fffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">>136.059 </td><td colspan="3" style="background-color:#fffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#fffff;padding:2px 1pt;text-align:center;vertical-align:bottom">>14.6 </td><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman',sans-

Residual buyouts

Customer relationships

Merchant portfolios

Technology

Trade names

Non-compete agreements

Money transmission licenses

Total

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

background-color:#c00000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>(1)Included in amortization expense is \$0.4 million and \$1.2 million for the three and nine months ended September 30, 2024, respectively, and \$0.1 million and \$0.3 million for the three and nine months ended September 30, 2023, respectively. Related to the amortization of certain contract acquisition costs. 182339000 46280000 136059000 P14Y7M6D 143564000 101536000 42028000 P6Y2M12D 109017000 94724000 14293000 P8Y4M24D 83350000 64410000 18940000 P6Y6M 57639000 26312000 31327000 P8Y8M12D 7104000 3032000 4072000 P10Y7M6D 3390000 3390000 0 P0Y 2100000 2100000 588503000 339684000 248819000 P9Y6M 182339000 36506000 145833000 P14Y8M12D 135164000 92699000 42465000 P6Y3M18D 109017000 92781000 16236000 P8Y4M24D 83350000 56139000 27211000 P6Y6M 57639000 22712000 34927000 P9Y 7104000 2526000 4578000 P11Y8M12D 3390000 3390000 0 P0Y 2100000 2100000 580103000 306753000 27335000 P9Y8M12D 10210000 14512000 34108000 44968000 400000 1200000 100000 300000

Debt Obligations <div style="margin-bottom:12pt">Outstanding debt obligations consisted of the following:</div><div style="margin-bottom:12pt"><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:63.227%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.446%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle">2024 Credit Agreement</td><td colspan="3" style="background-color:#c00000;padding:2px 1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle">Term facility - matures May 16, 2031, interest rate of 9.81% at September 30, 2024</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">832,913</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Revolving credit facility - \$70.0 million line matures May 16, 2029, interest rate of 9.31% at September 30, 2024</td><td colspan="3" style="background-color:#c00000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#c00000;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font

On May 16, 2024, the Company entered into a Credit Agreement ("2024 Credit Agreement") which provides 1) a \$835.0 million senior secured first lien term loan facility; and 2) a \$70.0 million senior secured revolving facility ("Credit facilities"). Proceeds from these Credit facilities were used to repay the outstanding balances under the 2021 Credit Agreement and redeem a portion of the Company's redeemable senior preferred stock (see

Table 1.1.1: Outstanding Debt as of September 30, 2024.

Note 9. Redeemable Securities

In accordance with ASC 470, the Company determined on a creditor-by-creditor basis that the 2024 Credit Agreement was both a debt modification and extinguishment of the 2021 Credit Agreement. The Company expensed \$3.9 million of previously unamortized fees and \$4.8 million of debt issuance costs related to the refinancing which is reported in debt extinguishment and modification in the Company's Unaudited Consolidated Statements of Operations and Comprehensive Income (Loss).

Outstanding borrowings under the Credit agreement accrue interest using a base rate or a SOFR rate plus an applicable margin per year, subject to a SOFR rate floor of 0.50% per year. The revolving credit facility incurs an unused commitment fee on any undrawn amount in an amount equal to 0.50% per year of the unused portion. The future applicable interest rate margins may vary based on the Company's Total Net Leverage Ratio in addition to future changes in the underlying market rates for SOFR and the rate used for base-rate borrowings.

The 2024 Credit Agreement contains representations and warranties, financial and collateral requirements, mandatory payment events, events of default and affirmative and negative covenants, including without limitation, covenants that restrict among other things, the ability to create liens, pay dividends or distribute assets from the loan parties to the Company, merge or consolidate, dispose of assets, incur additional indebtedness, make certain investments or acquisitions, enter into certain transactions (including with affiliates) and to enter into certain leases.

If the aggregate principal amount of outstanding revolving loans and letters of credit under the 2024 Credit Agreement exceeds 35% of the total revolving credit facility thereunder, the loan parties are required to comply with certain restrictions on its Total Net Leverage Ratio. If applicable, the maximum permitted Total Net Leverage Ratio is: 1) 6.90:1.00 at each fiscal quarter ended September 30, 2024 through December 31, 2025; 2) 6.40:1.00 at each fiscal quarter ended March 31, 2026 and each fiscal quarter thereafter. As of September 30, 2024, the Company was in compliance with the covenants in the 2024 Credit Agreement.

>2021 Credit Agreement

On April 27, 2021, the Company entered into the 2021 Credit Agreement with Truist which provides for: 1) a \$300.0 million Initial Term Loan; 2) a \$290.0 million Delayed Draw Term Loan (together, the "Term Facility"); and 3) a \$40.0 million senior secured revolving credit facility. The First Amendment to the Credit Agreement on May 20, 2021, clarified and provided further detail on the Credit Agreement's terms. The Second Amendment to the Credit Agreement on September 17, 2021, increased the amount of the Delayed Draw Term Loan facility by \$30.0 million to \$320.0 million. The additional Delayed Draw Term Loan is part of the same class of term loans made pursuant to the original commitments under the Credit Agreement. The third amendment amended the reference rate from LIBOR to SOFR and increased the revolving facility from \$40.0 million to \$65.0 million effective June 30, 2023. The fourth amendment increased the principal balance by \$50.0 million and increased the quarterly principal amortization payment from \$1.6 million to \$1.7 million. Outstanding borrowings from the 2021 Credit Agreement were repaid on May 16, 2024 as part of the refinancing and the Company was released from any related commitments, guarantees and security interests.

Outstanding borrowings under the Credit Agreement accrued interest using either a base rate or a SOFR rate plus an applicable margin per year, subject to a SOFR rate floor of 1.00% per year. Accrued interest is payable on each interest payment date (as defined in the Credit Agreement). The revolving credit facility incurs an unused commitment fee on any undrawn amount in an amount equal to 0.50% per year of the unused portion. The future applicable interest rate margins may vary based on the Company's Total Net Leverage Ratio in addition to future changes in the underlying market rates for SOFR and the rate used for base-rate borrowings.

Proceeds from the Initial Term Loan were used to partially fund the refinancing of the Company's existing credit facilities as of April 27, 2021. Proceeds from the Delayed Draw Term Loan were used to fund the Company's acquisition of Finxera. Proceeds from the Fourth Amendment were used to repay the balance of the revolving credit facility (used to acquire the Plastiq business) and added additional cash for general corporate purposes.

Interest Expense and Amortization of Deferred Loan Costs and Discounts

Deferred financing costs and debt discounts are amortized using the effective interest method over the remaining term of the respective debt and are recorded as a component of interest expense. Unamortized deferred financing costs and debt discounts are included in long-term debt on the Company's Unaudited Consolidated Balance Sheets.

Interest expense for outstanding debt, including fees for undrawn amounts and amortization of deferred financing costs and debt discounts was as follows:

	As of September 30, 2024
Three Months Ended September 30,	Nine Months Ended September 30,
(in thousands)	(in thousands)
2024	2023
\$23,246	\$19,997

[illegible]

[illegible]

225,000

Dividend payable	225,000
Less: unamortized discounts and issuance costs	(5,605)
Redeemable senior preferred stock, net of discounts and issuance costs	219,395
Dividend payable	225,000
Less: Redeemable senior preferred stock, net of discounts and issuance costs	(219,395)
Dividend payable	5,605

The following table provides a reconciliation of the beginning and ending carrying amounts of the redeemable senior preferred stock for the periods presented:

Period	Dividend payable	Less: Redeemable senior preferred stock, net of discounts and issuance costs	Dividend payable
December 31, 2023	225,000	(5,605)	219,395
December 31, 2024	225,000	(5,605)	219,395

Accretion of discounts and issuance costs

Accretion of discounts and issuance costs	219,395
Less: Cash portion of dividend outstanding at March 31, 2024	(7,122)
Payment of cash portion of dividend outstanding at December 31, 2023	212,273

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</td><td style="background-color: #ccccff; border-bottom: 3pt double #000; border-top: 1pt solid #000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: middle;"></td></tr></table></div><div style="margin-bottom: 12pt; padding-left: 36pt; text-indent: -18pt;">(1)Dividend payable for the three months ended September 30, 2023 was paid on October 2, 2023</div><div style="margin-bottom: 12pt;">The dividend rate (capped at 22.50%) is equal to the three-month term SOFR (minimum of 1.00%), plus the three-month term SOFR spread adjustment of 0.26% plus the applicable margin of 12.00%. The dividend rate is subject to future increases if the Company doesn't comply with the minimum cash payment requirements outlined in the agreement, which includes required payments of dividends, required payments related to redemption or required prepayments. The dividend rate may also increase if the Company fails to obtain the required stockholder approval for a forced sale transaction triggered by investors or if an event of default as outlined in the agreement occurs.</div>In 2021, the Company issued warrants to purchase up to 1,803,841 shares of the Common Stock, at an exercise price of \$0.001. As of September 30, 2024, none of the warrants have been exercised. The warrants are considered to be equity contracts indexed in the Company's own shares and therefore were recorded at their inception date relative fair value and are included in additional paid-in capital on the Company's Unaudited Consolidated Balance Sheets.<div style="margin-bottom: 12pt;">The following table provides the redemption value of the redeemable senior preferred stock for the periods presented:</div><div style="margin-bottom: 12pt;"><table style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: text-bottom; width: 100.000%"><tr><td style="width: 1.0%"></td><td style="width: 63.227%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 16.443%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.384%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 16.446%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="padding: 2px 1pt; text-align: left; vertical-align: middle;">(in thousands)</td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: middle;">September 30, 2024</td><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: middle;">December 31, 2023</td></tr><tr><td colspan="3" style="background-color: #ccccff; padding: 2px 1pt; text-align: left; vertical-align: middle;">Redeemable senior preferred stock</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;">\$</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">88,064</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">225,000</td><td colspan="3" style="background-color: #ccccff; border-top

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Under these redeemable NCI's, the contributors were eligible to receive up to \$4.5 million of profits earned by PHOT, plus a preferred yield (6.0% per year) on any undistributed preferred equity interest ("Total Preferred Equity Interest"). Once the total preferred equity interest is distributed to the holders, the redeemable NCI's cease to exist. The Company's CEO initially owned 83.3% of the redeemable NCI's, which ownership interest was subsequently reduced to 35.3% through the CEO's disposition of interests to others.</div><div style="margin-bottom:12pt">In November 2020, the Company agreed with the contributors to an exchange of shares of common stock of the Company, or cash, for the remaining undistributed Total Preferred Equity Interests of \$4.8 million. An exchange valuation for the Company's common stock was established as of November 12, 2020 at the prior 20-day volume weighted average price of \$2.78 per share. The exchange was contingent upon receiving approval of the Company's lenders; therefore, the binding exchange agreements were not entered into until after lender approval was received in April 2021 in connection with the debt refinancing.</div><div style="margin-bottom:12pt">In May 2021, the Company entered into exchange agreements and completed the exchange of 1,428,358 shares of common stock and \$0.8 million of cash for the Total Preferred Equity Interests. The CEO received 605,623 shares of common stock of the Company in exchange for his 35.3% interest, and the Company's Chief Operating Officer ("COO") received 413,081 shares of common stock of the Company in exchange for her 24.1% interest.</div><div style="margin-bottom:12pt">On October 31, 2023, a lawsuit was filed alleging that the Board breached its fiduciary duties by approving the above mentioned exchange transaction. The Company denied any wrongdoing. The lawsuit was settled on January 30, 2024, wherein the Company agreed to unwind the exchange transaction and received previously issued shares of common stock of the Company and promissory notes for the amount of cash paid from the CEO, COO and others in exchange of the reissuance of PHOT redeemable preferred units. The returned shares of common stock of the Company are recorded as treasury stock at their closing market price as of the settlement date of January 30, 2024. The reissued PHOT redeemable preferred units are recorded as redeemable NCI at their estimated fair value as of the settlement date on the Company's Unaudited Consolidated Balance Sheets.</div>As of May 30, 2024, the Company approved redemption of PHOT redeemable preferred units for cash, common stock of the Company or a combination of both, at the sole discretion of the Company. The redeemable preferred units were accreted to their redemption value of \$5.9 million as of May 30, 2024, through net loss available to common stockholders in the Company's Unaudited Statements of Operations and Comprehensive Income (Loss). The exchange value of the Company's common stock was established based on the 30-day volume weighted average close price adjusted for market illiquidity. During the quarter ended June 30, 2024, the PHOT redeemable preferred units held by the CEO were redeemed in cash for \$2.1 million and the promissory notes were satisfied. During the quarter ending September 30, 2024, the PHOT redeemable preferred units held by the COO were redeemed for 408,013 shares of the Company's common stock and PHOT redeemable preferred units held by other holders were redeemed for 404,628 shares of the Company's common stock. 0.800 4500000 0.060 0.833 0.353 4800000 P20D 2.78 1428358 800000 605623 0.353 413081 0.241 5900000 2100000 408013 404628 Commitments and Contingencies<div style="margin-bottom:12pt">Minimum Annual Commitments with Third-party Processors</div><div style="margin-bottom:12pt">The Company has multi-year agreements with third parties to provide certain payment processing services to the Company. The Company pays processing fees under these agreements. Based on existing contracts in place, the Company is committed to pay minimum processing fees under these agreements of approximately \$21.6 million in 2024 and \$25.6 million in 2025.</div><div style="margin-bottom:12pt">Annual Commitment with Vendor</div><div style="margin-bottom:12pt">Effective January 1, 2022, the Company entered into a three year business cooperation agreement with a vendor to resell its services. Under the agreement, the Company purchased vendor services worth \$1.5 million for the year ended December 31, 2023, and is committed to purchase vendor services worth \$2.3 million in 2024.</div><div style="margin-bottom:12pt">Capital Commitments</div><div style="margin-bottom:12pt">The Company committed to capital contributions to fund the operations of certain subsidiaries totaling \$26.0 million as of September 30, 2024 and December 31, 2023. The Company is obligated to make the contributions within 10 business days of receiving notice for such contribution from the subsidiary. As of September 30, 2024 and December 31, 2023, the Company has contributed \$16.3 million and \$11.8 million, respectively.</div><div style="margin-bottom:12pt">Contingent Consideration</div><div style="margin-bottom:12pt">The following table provides a reconciliation of the beginning and ending balance of the Company's contingent consideration liabilities related to completed acquisitions:</div><div style="margin-bottom:12pt"><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:77.701%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.099%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Contingent Consideration Liabilities</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">\$</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">13,438</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,343</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,240</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">11,339</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,240</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,240</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,240</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,240</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,240</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,240</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,240</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">1,240<

align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:left;vertical-align:bottom">June 30, 2024</td><td colspan="2" style="background-color:#ceefff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,494</td><td style="background-color:#ceefff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accretion of discount on contingent consideration</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,066</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Payment of contingent consideration</td><td colspan="2" style="background-color:#ceefff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(840)</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:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">September 30, 2024</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,720</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="margin-bottom:12pt">Legal Proceedings</div><div style="margin-bottom:12pt">The Company is involved in certain legal proceedings and claims which arise in the ordinary course of business. In the opinion of the Company and based on consultations with internal and external counsel, the results of any of these matters, individually and in the aggregate, are not expected to have a material effect on the Company's results of operations, financial condition or cash flows. As more information becomes available, and the Company determines that an unfavorable outcome is probable on a claim and that the amount of probable loss that the Company will incur on that claim is reasonably estimable, the Company will record an accrued expense for the claim in question. If and when the Company records such an accrual, it could be material and could adversely impact the Company's results of operations, financial condition and cash flows.</div><div style="margin-bottom:12pt">The Company is involved in a case that was filed on October 11, 2023 and is currently pending in the United States District Court for the Northern District of California (the "Complaint").The Complaint is a putative class action against The Credit Wholesale Company, Inc. ("Wholesale"), Priority Technology Holdings, Inc., Priority Payment Systems ("PPS"), LLC and Wells Fargo Bank, N.A. ("Wells Fargo").The Complaint alleges that Wholesale is an agent of Priority, PPS and Wells Fargo and that it made non-consensual recordation of telephonic communications with California businesses in violation of California Invasion of Privacy Act (the "Act").The Complaint seeks to certify a class of affected businesses and an award of \$5,000 per violation of the Act.</div><div style="margin-bottom:12pt">Concentration of Risks</div><div style="margin-bottom:12pt">While providing SMB Acquiring, B2B Payables, and Enterprise Payments processing services, Priority manages funds that are held on behalf of its customers. Because Priority is not a member bank, these customer funds are held in bank accounts maintained with member banks pursuant to sponsorship agreements which require, among other things, that the Company abide by the by-laws and regulations of the card associations and MTL regulators.</div><div style="margin-bottom:12pt">As of September 30, 2024, the Company's customer account balances of \$847.2 million are maintained in accounts with certain FIs which are eligible to pass-through insurance subject to FDIC rules and regulations (refer to Note 4. Settlement Assets and Customer/Subscriber Account Balances and Related Obligations). A majority of the Company's cash, restricted cash and off-balance sheet settlement funds are held in certain FIs, substantially all of which is in excess of FDIC limits. The Company does not believe it is exposed to any significant credit risk from these transactions.</div>21600000 25600000 P3Y 1500000 2300000 26000000 26000000 P10D 16300000 11800000 <div style="margin-bottom:12pt">The following table provides a reconciliation of the beginning and ending balance of the Company's contingent consideration liabilities related to completed acquisitions:</div><div style="margin-bottom:12pt"><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:77.701%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.099%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Accretion of contingent consideration</td><td colspan="2" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">December 31, 2023</td><td style="background-color:#ceefff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">13,438</td><td style="background-color:#ceefff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accretion of discount on contingent consideration</td><td colspan="2" style="background-color:#ceefff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">972</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Payment of contingent consideration</td><td colspan="2" style="background-color:#ceefff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,071)</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

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700;line-height:120%">>Fair Value Disclosures</div><div style="margin-bottom:12pt">Notes Receivable</div><div style="margin-bottom:12pt">Notes receivable are carried at amortized cost. Substantially all of the Company's notes receivable are secured, and the Company provides for allowances when it believes that certain notes receivable may not be collectible. The carrying value of the Company's notes receivable, net approximates fair value and was approximately \$6.3 million and \$5.2 million at September 30, 2024 and December 31, 2023, respectively. On the fair value hierarchy, Level 3 inputs are used to estimate the fair value of these notes receivable.</div><div style="margin-bottom:12pt">Debt Obligations</div><div style="margin-bottom:12pt">Outstanding debt obligations (see Note 8. Debt Obligations)> are reflected in the Company's Unaudited Consolidated Balance Sheets at carrying value since the Company did not elect to remeasure debt obligations to fair value at the end of each reporting period.</div><div style="margin-bottom:12pt">The fair value of the term facility was estimated to be \$832.9 million and \$651.9 million at September 30, 2024 and December 31, 2023, respectively, and was estimated using binding and non-binding quoted prices in an active secondary market, which considersthe credit risk and market related conditions, and is within Level 2 of the fair value hierarchy.</div><div style="margin-bottom:12pt">The carrying values of the other long-term debt obligations approximate fair value due to mechanisms in the credit agreements that adjust the applicable interest rates and the lack of a market for these debt obligations.</div><div style="margin-bottom:12pt">Liabilities measured at fair value on a recurring basis consisted of the following:</div><div style="margin-bottom:12pt"><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:43.490%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.052%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.447%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Hierarchy</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Contingent consideration, current portion</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">5,521</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">6,199</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">7,487</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,438</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,720</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,438</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,720</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,438</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,720</td><td colspan="3" 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1pt;text-align:right;vertical-align:bottom">13,438</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman,sans-serif;font-size:10pt;font-weight:400;line-height:1

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GIM-4ADt@3;.^H?@%IYI&%-CB:K#S IBU" <=>UWH9= M2 S+=|C=|KX#AG+18MLW0#,&.I(Q5V<=NVQH|<,& OL; @M#5=5!4=VROZ9|K< M9BQAQT>C4TI;.%[0:=@>5]L#1!2=.;57&.CH4C<P1T62G|@N^08G;.:!L?1:WS MNEXSG:82=A>VD>EM;="KE" (61R=FA6K2C(HM3< M/K&/'KN47:'IOJK23TI:AR!^Q^NT/18*5!W/0A2%LTS*#7W/U6>DD:~|+ MN.M!\$%-OP_BB3=K<318^.;P@Z*JZL1M1JZ\$' M#GK#NP1I4!'IXH&D'YZ#>@U=K9DZ8X*'|J-IS2EFD;D'80<O>/T8.;2A&O;MD 8@B-.;>A^LT/19*>[ZS_XAC:"@6FOF4Y5 MJ0:2 12/!;V_A6P1MCHY5>9IMT?';CC/1&JICQ|N#4M/92;/%&O|NG<^L M1PE=2RCOY4P^,GYXR2=P(=BN2\$ _XK:G!T@+CEDKIO@L#^?V;.%T4:OZ>WS5 M>O\$?4\$!#!!0 ()1!9UGEPIG VP< /8|C 9> >PO=VIR:W-VH965T M':0VF MN1^KCDUM!|K|>ME.2/E(=%KZ K9SSKGW7#N^Z:<X>? Y@%)!65RX.1.*+7JN M*1,<^BS/^0*8?C+CHL!\$3V/724KP;.[ZP7:LD5V;|C2L+/(<|4|>+&Z%G;J.2D0*8))PA ;! M_1|DXI|6|W BNY4; &R93S!S.YR@:~.9Q("JDR^EC +6\$E.HAG<9CK>D&R M(OUQ<=|Q6_V2I:R13+&^Z0^2J7S@7#@H@ODNJ:KEJR|0^|S)HIO^X^M6=-9S M4%|P08N:K#H""O^<5=-APV^UFDG!#4AV^5\$+Q#^FA >D&R&J^="M^X^H^5P^M^X^Y< E6_.X+OD+^H+6;&=C|6|:N%v^FG- PIH9|2S5/Q9ZS%;%489:AKRH^ M@:Z8PFO.IA304\$10\$KU^PX(+1?Y@NIF3)WU^";#3!|0F5)YIP/U=@/DY(SM_) M(@|Q|RWIDM;"LNTKG;"Y:9W|J,HG>?"%\$USIG*)|BR^K(6?'.9?N^INC9- M@8)U@4;|0<|6|RCT^N^B^(60(9^T/V^S7_3)/T??D:8G);0ZH7^G);| M26QK;V^FJV*#|G^6V|L5&|LVU94^EYK8IK^;O;|P?ZIG\$S MQBVBHJ.^VZAD^Q5&OG>QC9KLHZ+HLON.VK+::>OVCK?+9|H|/99\$SCM-N52M M5U%G/Q-OU_D^QM_%)^V88!%&YC^M+MQD1<@YK:#2FV@9*IZ2Y05IDD/ M;6_.61_YO;?'LI|HIE|UX&? YZHO@&HLY8!0)1F5EOWOD^G^HNFP4U7QAVVB4 M^IV4|@#7^R8@#%_GW_NUA,3H/G4B2^4\$!L#1!0 ()1!9UER-U7)"P< M (E^9 > >PO=VIR:W-VH965TH+IY\$)W0'S125B73DAD+>.< M18WG.7+XECQZCV+Y4Y9_1X8X^1K\$J?%S>:"|IWU<%BL^E@2%FE29CJ7BDTV6 M)R\$7+ /M|: CE+&R704D\M S#&29AE X6_!#_ EBGNUY*7L0T2*29*\$>;>W M+;Z>;@;FX,<^Z/M Y=O#?!S7;AE=XO_WGW(Q:MA35E""4N+*\$M)SC8W@S?F M;-4- &5;.^~B3?71\$809BD8M\$TX>V9+&L22)X_BG M@&|JG^+P^D/NE|<?>?EIL^+;/XSVC^VX&TP^9LTVXC_G^I(FRZ@N-)6^5 M047Y+WDZC^4F |!+&SQ+JF!Q1\$F4!^M^K14/XBA <+H^K^K_<@T8G0FJP#| MT<RC^FIT;<^"X"AA2^N;1^ '#!3V/QX+29NPKJ^9:9SRR)^VT^C^MCX0%2!@%P12UC&JUC+1J><>*XEIL MIGDN5ZE=EI=5DIC=8KF<|F|22EUR><^'_A_- X^N1(3;ZM\$>05_U=|U|J;5 M^M@&|RJX^<14@8<4\$80K8PO\$|^#1.IFW_9^K^LK^BE>U37I PE6|MF#7 MFFRB- Q074;HEJZS@G202N^VYIC.MF=WJ3PVOIKJ2CMV9DY;5,BT/A(6&44 M1%-Y=2B5R1EG:N|YISJ2^FFV1/-UE4H|K6.;V?U-E&MO MMOWSTI)- GZNWNHNCQ"S=H0A|""Z TBJ*1,FG<>E-OU @^CV4 MYDP^I/1060&D415/U@:CYIM|.?Q|^C9)I0NZS7.261GTHTIVKPI:M=6A2G0V< MBNO2D;|^ ^L+!^K60VJ!E\$91-%4XC6-0ZBWI|GPC|>KSI|8>M%64 I7E0 MF@^E15_1:=42UZ;UH)E0#=?^EV+Z\$T%TKSH#0?2@N@-(JB|1)L>@Z6ON=P MN8|6@32VUE*?J|>BS->?J|^5VAB^TH+H#2^HJER:9Q_2VOKI0731+3>"Q;V.M.GVKR^LS3I_ZIVUB^T50"E M>5":#Z4%4!I% MT50I;I;- <6.UU@G^DISH30/2O.AM !^HRB;>DN QIFW1?|HIO;|^H^ H32 M7^C-@|)^M^ V TFA%.IYJK5GW7CLNF6.O\$G3^S#?1FE|8K81<|<5!P^#Y?|I M^AU>|Q7WD7G|N|2J|G^R0^%OS0%?26KO^U+ P04 M^ "406=9#M%EA?V^|Y6P &0^'AL+W=O|H-FF_=#4_3^F1C^Q<|^<|^GO M8G|AQOE:AOJ+Z^ 9+HPGF&L|MC#7U\$7CIS4OYR)|DW_1^&^CU|N|PR^ M9?+^|2TKU#-K+G|U5VQ&99;P>BJ^I1G0>RIL_5T_ID4LK_E.M9EG|O@A2|O^+/-P-|^<C@: |IYE-4#P^7UEFI8/9?ME^<N^C<^|JLT M9T69H|(MKX9W^H^2X1P%5:BW^<^*GLN3VZ1Z^0^< U+=B58W ZO:(Y:Q1%\$8 M5?|L3M6996DJN/7|AT: EN^|9S^E^M^X.Y@.R8FNZ MR^17 ARRY@5~B A65G 2YIWVYTYG Y+1L2GSG9M@;|SPM|Q_3|T7XF2 8Y9 MX#0G<#G#.#1LV T:4#QLV \4#|LV R:4#ILV Z:4#9LV V:4#YLV ^:4# M%LV Q:4#; OPG:LC.=Q_R^N^N%32Y;7@ST14VRNONE&'KAZO8I(657W<2Z&> M3=4XN739@R2?^|T0Z^N^EN0? Y^?7M6.I!|=MKA@:T:6 MFU BT.RX+&^,YU^R,S\$N^X^R8FOH|Q#B9&B/H#6>^CVAV9ZB8J2BEVZMU^ MDO_2VU (LGRGI|> EQKXVIM>I- &\$.YIOFI&:AWN9\$)S98_NTOIM3ZT9X2& MD9B+Q^PDXB.Q (F^2^Q^C\$T^VIB^?R14E?_ BQ2R0A?K15?LBMHSH5.2V,K MLE:|I^|/3>MN6HAI |0<+;SJS_7PZ33OQFGIYAV)>4C.1V(|\$@N16(3\$8A^F MY7URS|OD|KRK-3D30H515^SE.6.%@DC^2IE5_3W^N0D^N-Y5_2->1 W^DC. M0V(^\$@N06(C\$B06@S M^M-C|P^&Z=+Q#L5U22VXU@K^X\$ 4|N6^*KBJ|: M'G7%WJCV708A.1!>4C.1V(|\$@N16(3\$8A^F|U<|^L6|LSZ*1^M%D32,Q0&AX2 M1Y%8@.1")!8A1B\$;34Q/I;\$W/A^8E^3_- =3AZX4"/38D,2JB9+Y4M71K(SRQ|S MI^V|!";|4J.9#M0^JA5 M^M@FQ2M+R&F+R(\$>)S<(#Z%NCQ.JY5*R7QOQG2PE+595UM_1DM#9EV?^_AH MGJGWVP&TQPS5^CF016@T6Q;Z0:35Z7!+2#-5BE*71-M\$MLU=Y)^8|E| M8|QANJ#=_QIE? N4KP@ON@^CD6W\$;ZCF0C4|JOE0+6@TVSE)_O1J3KXTX|Q M5(M1FA|MH5LFWO@AN#+9JX9?&C|&*JY4.V#;CY4^OKM5?#^KX./;0Y#M1BE MZ<6%0^|.VL=6VK#^F^ |JW1YUYAI&H9H+U3RHYD.U *%4^V":C^?<^N^B|I; M<^POA)#|PCNHYD(U#ZKY4^V :B%4BZ!;C+^T^FAIRO:2^BJ:A=X5 6T^0\$4/ MJOF-INHHUK+U-4T G32\$;A%4BU&?;|I7VUQVS_WESA72!|O-;|N_P_57^CF M034? J@50+81J\$52+49I>)|FT:VK&A^R8^VF&:BY4Z^";#14J^9^M0BJQ2A-M+X^VP>P8.W0|VAFK^=Q0-O+4.V#;GZCQ?;%G5G8R9 3AQ^M0BJQ2A-3W|: M^W.;06-?T83F?*>?>|.ISTXLEZ|G4.U^ZYI4.UOM-.SIT^6F5#-AVH15 NAG6+35812F^U; MBW8FV_*;"<JKEOS8- J/E0+H%|H(U2^H%J.T03S:CK5CIECW/*" =JNAF@O5 MO\$;3+N3A=*Z'_|Y-OV=63M13E3OFG7:>4AA=O&5\R601D|:VB|USB_B/G%UC M)GOG#=#HMAHF>5;|:|VSD@+HK^%4BZ!;C+T+|=8;|LG4|+|1D|T/N|^M+;03|QX_O&D|V>4YB7ZYAW=;G+2#^"15"!9I M1BEZ<%N. |B.N8|IOT5 MDHGLA6Q%6B3IEF9D_U_?2\$K5;-2;VVBG65; AA5#SJM|^14^|J9^M0BJ MQ2A-OU9BV|^?F^NYM_M+P=67&#W0!^DIJ? (*M^37|OJ.%3YHGZUD2C:2F> M=?V@AT|K034?J@50+81J\$52+4=J^H8GU^#-F=C4UWPN5;9WA=Q?CO?XZ/&Z MTK?UU92^|>: |BU^ HF^3&B7|V^M^M^:YFZ4I?^_SO+IC^::^HN^H^EY+G|QJ9G P 2PT M^!D^X;|TW:W)K&U|O5=M;JLV\$XKA^8."91% MKY:=U^806RH:8.6"9FT_#/U 2V>J>J2|5G^ 4|4HIF6XJ1=|F^|Y^OYICG> M^T^'Z8Z+V+^W(H;H;ACD9=9RFV4VEI;MDPW4^YI;5=0XLZ^BX|G|U+|^<^&S; MBMSV">T^|I^*YJ:M3L137FE%MZS|4;I!3N: M:ND;|D%|V-X)G-DM2|8**7C)1&PFEDWIG4RT7@#^A@) ?&1%NRYR+GMOF M^O1^X(<4J49^X|P +R7|A;XVG%:K4@ONCY_8WQC:T98EE;#@^2>6|IY^8|I(Z4^E^:7|&KLFE52;:(|Q7K^R J>|C1_V!)^G M7^|K|+QC@> 9 ^1D^J6@%I=|^"QG2|MMTX+J^1E!|=T1H-+|+@?&^ MD49_L5+GR:T2N.M03D4Q+17Y8YFS- =61D^0WW5.7A%6DC(WO)^TS.345G@6S6BGC=YYK=|^1|J|WO2;21;R|RR M^OGXM/S^?D;?-= ZPGMRQ-PI27@/VTOB.Q?<|R@YSR+EXOI? >.;|V^W)=VL_M<G:29H5O^/QG^.;5Q!4IR4WZM6*2Z=2X(OT_?O7A^HIE^P#89*&_/4|HLFM_M@D)^|DN%6EG0KTQ7PFNYI2G,+^OU\$LO#6-&OO|BA| |HO#D.2Q4.2)0.1^40L M^.;6G&^VDL+5:7%3PC|X4>#Q;O@^EZHO-C5M^&CU1^4A^GPO^*?VPI3 MNRCWZNJ?|(B^NZAP-&/N) (N:C0^0K^%=@_!NTG:3 IN^|L7_2|QK8R) MF\$OYA>EZAAXO6%6<\$ 1^O<=>DK&B9 DFY5+T^K%8XVCMGX#^Q^NEB7.<8%!=| MGG;.2GI DSW0@5|^UBGA2;?<^899L|^>^>^TR?&MMW-(LGA|F0@LH- C-M^C^|F|T|T/&;SAR>(AR9^R XB-FDC-ODQI732K91NIVOT06&G:G0Q?K=|=\$= MHF^O=8<#B+5IRR4QE;N^=K5M0_0WOT?KLOQA3JQOX_OJ9^8Z^ M<-<F|H<5J|G(NQUC?1-VZUQ?%MZ8W77^9G;X9^O^U T^(<^N7|; 7M^RGZ M^U+| P04 "406=9|5\$KY5GP#^! #0 &0^'AL+W=O+^34Y7 M:XD;.*?=>^78219U31I6T9LV3OR^|GY.CNU,MESP_6MN|X29;BY+(N&29S|HJM93* D0^BM29NJ;S|_Y_ ^4^D|40 MVC9|L8624BJ>-V(=04Y9_4_N&@X|L<^'|@?M4@=<(<O^<^\$;@/U40-OJ MZG8|IPK9\$D95YF1&ET)2L(35%*- S0^E9O|K.V^ M1T&#WOD>Q.\$ACX52KX&X|_O^>=1A_|.91@;|IPWP^|I|LU+V?^KC|:8X%|=TJS MN^L|=Q0\$M|;^M2B&PVB^PQ2C6Q6DIP+1?^ |5B9-.*<#|QA@4I9\$18 2KA4 M090_J|7FR\$P1172B.Y7!L|@G?B<|=P|A5+^?J_7>4U8OK#&|&+8_|M@>=M=O! =Y9=VKBO=W";&^FG> |N:'O^GL+2MS3+8AVTUQ3LG<K^:31)^^ M;BB3*(5%N^SD>8LZN-^W5^|J.ZS2Z|TZ:BZ7.LO)|^F@WZ^XEPI-.P1N^WF MFOT%4\$!L#!!0 ()1!9UG&?- S3@4_.D_9> >PO=VIR:W-VH965T M^P^F!J@G^6.19?KOU_D@D.1X8.8 MYSCQL<=|3%|I^B\$&?J1)1B?: MEK^=G:|3<(M22&_Q#F7|ES4F^63|EFQTNB, (1J53FNB68;AZ^N.FX|+9TLR M^>.)7&E@30\$TA>71 "=-Y|_./|B^UM6- "GXQW^J079>=Y9U@^|3.TPN+1);NW@7A1A6#L2UC5Z)9HYI^|Z9C@/2%" M-5*) BL4^9C I8%Q A^ (KAL-7 M +.(?(\$P(Q1^DVH1!G89S\$LSPEO 9? 4;K^A.(P3BA-|S| M>34"S_<@ \@SL#7+1&3CK^/_EE3P\$;X^T T#6|EB+HC|UZAWZVPC;N<|G|7WDF M=? =UG;^WO89O2I9R% "%!5Y5UW=E.G63S(HIC^P|^=#HFIEN8IE=SD(S_>=PPZ)"XS^Q1UM\$7";4BX M4A+&0B'=-;|YM(HK|)JU BW7^C^9,= ((UX)2^39W>U|ADVD|^S+9=^62K^ MD5@K-X9;.@Q_3=&3^3^L13T?=724^269-/|UJ5;17==R00Y|E47^14"16(M MU^Z#VLB2LYV.(Y %+_%\$>505F0-B7\$Y>BIWHOS|SWN J.187?>Q (C;VAV M8|:"^I+7Q|1_O.W|PRG |EA)BD2W6Y|S7I+68&9L\$| M+&J@JMM+L<L^%Z- |#A(F2A=->G5N04B<.(Z|(0V07|25|@)RHHQ?Q5U MMHWCN)=BRC=3E@2""44K E.081>6+R/\$+&I;T681^75^VZIW^9^U7SE:HM M^K:K53SIYM|+ |D@<#N;-8=&IQS,6+&NUR#H9AAGN89^PYGI=7_T^4@KV,D=G M|7+39JY4S5>JME^"1|JA2J|U^|SDX2A^9E&>%"3UOK4|WSQMSAWORI.VSO.9 M>=>>@N>+XIRR/^@ZRE>^G^0;*,.@@2M>2CC=L@|J|JISP^J^X5UY;6"&<^I M>;E%;\$D;,"_KS\$FAYLB0^-Z_T/4\$!L#!!0 ()1!9UD|KIL)?@0 (C: M 9 >PO=VIR:W-VH965TT@_#/M#2L^I MD^H|=:@CC.;X|L5@S0064K%V%EF5^|KHA7D&@Q?P^@ZLR^|0Q+MN=>^V3L>^|S\$D(L- 0^KOPW>O|HJDAK|Q+J5^UJ?|V^ W_7+RZF#D6<O2 M:R21|J%SZ;\$EGB=RBG;?H;R&D%QJ^|L^4F%T+=MZ#HK7K0L%1*1L9(O6_BE M-&)/H#C-@J 4|(>"P1%!M01T#P6|X)>*>B=*NB7 G|G^MOK@02SP9<9% M7+=6+UAW#=#JY1>A>J+;)%=GB+=R1024%-OG@*; 26.HT<5*> <\$C23+^Y& MF^H;H^&8<4RG01 1%"^K@H0QBODM&WFOV0AZ^WWB2/3N_:=S&C6V0KN^GUC +FTDR^Z:N.R|J|FLK3B0! MT4^W3Q^< W^_ _E02="^A\$ _VA; @|YKY.A>BOS^'94|A^ -^L^?O _WA M-%EQ\$Q^A668+4@:|H@|L=KHDY|L2 (J2.K>5^>F=VIDVBH+5;Q7-09/M|&#BE3"?7;A90 MWZ_9YD^9K9V?>|,M0F++,%JE@|JRP>MEE+=BTXQ7^_ K^J_0=38^CMBB7^600 M3M43C5J2)\$YFLP=AJ5U>.>^Y<1.HU^W MJYDYK,P)2Q- _1=Z)A^>^=K6VL^YR=HF+&0)BPK8 ML^|>D2LOZSLOVRUWRR-.I9^W0^G>B|C.T(QCOE=HJE)S+.O=I-&VUO^|YI|N M\$Q;A\$668+7H7^71N^K|YDKFT&R^0MPMB+L%J0?&I7D^BRR->D.6|JZ(M@8E3!^D^U4|Q>I4FG6YL<(^H^|WX(8.#|HVC|UW:KM.@6K6|V7B^HVA> MZ^ T@%|MLX:|^|Q|GWB%5;.:46V:+5HQ7LHA6\<38K.I 5^INTT^HMLD6K MAVI70/NMI= D^7-BWK^<6)R5N(R^PCZAI&:BULEI;9HM4MWY7?^GLI?*,+ MA.FQQ<)FO7|KE19:46V;4H|^HIO_6.>? C88JR6UE;46V;(7C|MX|^<SXTGS\$^AF:RJ+U_5T>H^RR?S M6<=-2^<^SCQ@OB14H|062NI=#-74X,4^CV^|LMR^T9|S^5EF-E\$>^_Z@3J M8\$R^|N@|JL|DYI02P.\$% @ ES\$G62;9P2|^ P^PH I!>^"IW M^W)K&ULK59-;|JLX^T^KAIH4+&+^W|^M=M07\$1L>| M^Q|W+2^8@^|T+; (2*1^4G;S|W^HJG3_.MY^HJBH^2)Q#>O8SR|6>N|8-M-FPHZG)=W""O1|>2MQ9^3P34|E;B=68Y)"(M^%&@^+># M^&AS(X1^&PUK2ZD(1X^/ZG_7=>=M:RI@AN1^V>ISF;6V^I^&B5ZSNQ_P?>M>D^CEXA8X+4\$KT^|7B^X+&+M^:82@|020C1^VA+^ITN^ZFI- FY|-8VG4NR)-&A4.P^U^S4_6+>D.5EOB6(4_ ^M^Y^ |KJOU^F0%G\$E);G&EO\$|R(4|^Y^Q|OGI+O5\$K^M2?ROIW:EHA7^S@NU8 M^CQ5Y;_- &6Y^HB<|^16"?+CX2^X(X^1K)B|^\$FIJ:TS7!+63-K5YDYKWOFH^ M^2^XSA19^A32 ?|B|IRAF^C39U7WI-7<^<^LX K^2^<IGXCG>.%/C>OI_M# MY? Q91.5O1S|RP<V^CE K^2_H286B^!);(U^<K^A)>^<^NUTI+ /#_UKJ1BP8 M^C^/A\$|5(-&9A.U=@:R|%;J_YT:7T^OZ78XBW^EFFD=K0B0:74)4- +4;C\$|4ZYB^9Q=YXC)MB=VCR*2@:N|XQ^;\$57W+OG<+&633^JN2G3^(<.;S^CPIQ^L=|@H+O^>.;P5-E|W/5_-) M>^>1^19UOT2NW20D3N5@:YU^|TL6C.91K|)3D.OZ0;_44Y07.GY_CYRB?&4 M3GJUV@O^FY>W7C#LPO^-;37%*>Y9LK MTQ.P54) (U4I)=>PF=6K^ARSF3|HEVSC<_ M>RA2^217K#JQO4-^I&9V/AT=>#-R+0|J|OUA^?21O^<V.HWHXQ^F8TK6PBET+U^_I2H+8@>^>?&|<^1^< MDOV<9- ESDBV>B>RH^%?EO@4>|IHH2I^-&NCGA=&^J^HPIRU5&P2;U M1U%PEN#-8^W^H^1^P;^|MDPVWET+889_O#>=>F=..#926-6^DI(%).UXUR M7VEOI0?>A>VO#^RS8#(//N9R^D^QNCORA=U/MFH@5;21B4.I0_NA<|TKA)H7; M^|5KDC2C=6NZST< 5A^I^YR;G;?T^ERGOP%02P.\$% @ ES\$G63AI M^A^K P 4PP !D^X;|TW;W)K&ULK9==;YLP M^G;_BL6|JK96V0H!|=0E26CIM^ZVB9NTNIETXDSCE0^T(CLS31Y\$D&|^2C-(Y9,990D6LLKF M)D^L8X%^>DMBT+^MC)IBDCA^0;6/F#6@N8I+^F^&)>PEF3^<0T^<70:IFKAALR MCX1J+U^IAN

861> M&DM5M: [UL93.CXVK1U54]#4K9>FW7ZAV=LK\J+FD*OOH:12"0091!^#?S9 M-Q&M_.\$C8HE.TH>(5 0?Y74XVR!>@R%VI5<+I7F+7? Y52!U<JY1J3R+0(>:;8^NSG!990G*2MS)9"COMT^8XHY, &JIL M:<<86RHGNA!^0*+M7.QT: KW.P%ID56TA/L!_0*6+L&><=E.EPAJX!%19Y0& ML9+ZLI0_MS^6IK[W"JE=,X(EP*= D?QDCP5)2+VBO7-A!;9V#* 5X^ M^R5(G)\$"UK4&K _EJCSCZ.19J(1MAJ1"*!#> </(EJ+&Y/<(UI49J#.YN:+J MD7L U2I8G_<^3P3^&PPZ1-X< ML4_*V*!>?<4XY1W?>P&S!#C\$UUV7TW^B0- W0: S,+[CI*VR7I=JvZ^3@R!> M^U4C_>S@H!*Z^X%A!^V B)Q40LM*P7X^!<GM0>M!>1.M14XU!T!VQ&_I=W MZ?<:"QQ@Q=<9D1I-5GYKIW I/T4-2KB"~T_!SO?2S8;>ZBCCS^YL3>IPC MOF:IXI^WN OKVG:>Z/P-V(M%.)PX(7L8_UB2!IOOX0_?#PH#>:F^1PXV3 M134>4TIS&:1LR@:(L.F:??>T85_1:9S5>+F.77^W>79BTNz#>Q4XCX0R^BIEB MZD1@Q8>#CY+<(Q-415H3J!#12R1!4G7XV%!)NUJ-?_#%>^!RL165C M8F\$31=E6^J(ZAK3QJ-.6U.14NRV)W8Y<; LM2^N5W&RD?Q0=F\$-UKIF8^~.1 M^P@>ZNA-R.X2?W*M@>A%A*2YUS_-M_!0T#>*:G1.0WC/X".X2%=>^!IKU\$ MP.4I2HB^U>I^G*GRR^IFP!)CL_@>?X3!PG!\$U_-W70^?8;C!3.1 MC6&O8E>Q#OMKKGP:"E@:Q91!9AY54*1= M!^UE3X)6W!37JOP+>?W!D0YB(W MQ7%4V BGK<7@BMFSZ_0:=>[Y*875,=#DO9YB6=>1_2UK OWL- \$A5!)BKG:QM>A^(W_ MP-9EJZ I#36!)ISF-K1IKT.*>*L=2^ZI^3P-B4^;W9=+@(&FUG?B@>*,COKB MYMD8D)5?L.? G*W"TES0#PG(O,30\$[3%>3ZC1!W.1?>M B^!YUO6^ G^ W M!M@>+S\$9A_ =1J27^-^78% +\$G+VWA!H_4/E^<PNAJ,+ #OJGUF!_ PIW2! M%/WR*U9(JR(2!F/V:IZ!<~"LZ!JLEW0!4.DZ" E"!AS(G.FS967JBR;HN= M#VNA%6MO9N^NBM!E.9TSY%J_[SWE- FK(PE^W7F^LJ97#1.SHP!4%1/#3PJM.RXG MC#2*1KB_G6CN@NBIXZ.KFD@J3^D_<HHM!XQ!DP_*N_-Y^24-0!J@&2021^*Q M315<~*TOJ_KY3;I@+<X8NG?0OUTX^S: E\$VY+<B!08\$& D+!16!>1_6A<^! ML@P?<CP"/^_W-?IW^"QJJ8_<T_YG!HHG!Y+63!BO!XIT=19- 4CV3NBIG0 M8VIUB_>+V(MMR!5^KI!K#891+6>4;RZ?K M^N.1 MA<S WSP\$% KIQOC#6C!ITSD7D<+96<+4LR30X3WM_E MQ M5=U^#L&-5!P^&^&(DT"M\$ _OS7-D-:/~NLL:&N&KWGYV?#44>JS4Q3U77V M/U9G/3W#TYK!^<T?>#/:1!M.V#9VT>O-3FP?MM^ORXS8-O=O9Y MK!V#C!H!<8\$:*6!>I@82!L@O!< R&G\$SIR\$S43:<~AWP.7#1P!JHW2IB0TG^KST MY5WZ3W^<8!)0ENZ!X4D^5B4WN^WAR?E(T!1? PUK^X>U\$08E_\$(K1G)=:"M53"2J3_VDVBZ=>+9"1-56>ZI>YG#*T6<8=M#RLLB!78\$7\$<9T JPK^ULC.FD.MZ_53DP<=<NBG3\$F!/>WD!\$OL/3YF- I\$POJRD:("!(<7S);HGP, MX:~6T)NHSLG^-Z!&O_E3!>L^:"QB.4C! B>TAOOL1D_1L M%K0!OME.3!9Y&-/(C9WHD%- <_NM#YPNLY7RC4">_<G3^F\$!>D_!>YA+>5 MHQ@&J?2T]J_+G# ^!IKH<4>#!1Z:~\$MJR14!Q/2S>1QT2WWN!<1 DUPOUFD8 M0J!<1%9K>4U.IQ2/ 8<%K\$<+~!3M74!PVO.J3!CA\$2CC@_YMEM(9&!)JL M!_*(TO**%#!DG^B#B8R5!4G09>.BT.1!EK?Y 8!ZU15X0!H!X8!Q:IW M^T+ (TIYH+^<4NOF"!SS0!0U^N(<=<0X(EPKKB+^40QEWS[C=O2_B\$#BM7*1 M+!UBC3Z^VP!L1LM8RI!^T% H:YD!DELCL/HLG%:!!^?Q\$Q/XD?~*NLO! M!W+^*AYS!YBHYM_L< OVEYJF#&R547!0^C!D)45:2\$W15HJ249>_O3.P^CH M#2!2JPMODYL2H*A77=^!>L_ OA/O=>N#.F.3@QX+X!WFX^F)!..88R85Iz:(9 M^JVE?SO^0^0EA^<#;FK!^!GL8D7L!IT@2O!(-#JDGEN^1D2_E7_#HJ@&Z#&@ M9>L.V04AKB.S=:N.\$2\$9>16N=G=UV"~H_ (+44^ MB/>E%G!J_1=\$<S^%ODX <#FSW143K^R!#%V_!J_CU/PP#=\$?:CG#OO^+H7 MRR!IS6- L^b/Y.L.%3^8!&L_/H2A^L_3G(2P>C:1IE3I/FF4%A?I-UEO+_, MX&<0F?BP_6_*EA/CM/FY3%6!RI=, 7B.I>~!A_#F1@<=8!+!ZP8^E_/SD_/^8 MLO!Y/XJF9!<9D0BA:0P#3GF!0H,N#~W!O.S!E^WAOAN(EQ)N_#!<+Y MH_R_>Z>X@77L5W;JRM?TW.G8!R/>8>0X#WNHZ-/? @XG4D4S3!^!<^VJM;J!IQ_ MNW!P!D^M!O_7S!C(VV:AI8!0B701M!%J5!HH =X%\$!L_781C1B\$^JZR:= M(C- IX=I\$!63"3!S.AM":\$@_HAI@%VIME:&>KNOL_C!< "ARI/HOFNX M+!L9/J_7M_6*3U!36!WB/!S+J+MMPBLWZRB/G7>#L_NVP*(8!L!IG& !^&YVN=Z9J5\$MPB07!IAQ+BKS>J^!STU^ MZ>+>_IW3C^6!^9!+W_KZ8>Y^&9C2^O:Z/TAQ!/>?7(L6 W^~.2\$;H@E_RQ\$ M#^3^T2(\$2H? A9X9XW!Z-8;W<:8XR!XCW#ST&7A\$[SOTY3^OM=NA.O^ET/ MMO&W42(9C8>Y/V7!@B MX?7#K!9P^UWY#H!)!D!\$O@>B YIZP@>D>!F6F##\$0V/1=/%?O%T)#^00#3ASX4WA37DER82#&_A5:@P>/@T>~^EIF" M&U!<=J!C!LTX!&?^POL!9CC!)7.1\$!G<@D!V0V.%RD-Z+C+4- 2!ERKQ1 MBN<0!K_/?<^P_V!QWB9<(*XGN>_&JYE8173W1K/@&MDQ5.)H3K D(F88#2 M&SE!I!@1T(Y@#Y!<I-ATME6X12!R!>PZ^!L_KEP N#8_+T+<OC3">L.39&E M_JL TEHJ!>U+>GL!JK WOO=<^N!J(%BVG%)0?00!M9M@>N-N#YH_<K5!TKJE0.FS!>ZR; MOFG^D^VP^P=G\$S**OYLDJD7LUV#E+A!%C!B&=H/K8.<X@DB^BSF^\$2&JR&N8XC\$VPU7_ M^DJW^OA(4U_4!U6MLM^JHSPL\$. 4JHSd)^<H!MARY MX?#J8!5GE-HUL?>O^U(!4^*AI COG+^_C^F^K!^!T!N78-XOM.)(\$K7)* M5X 2R(4-(69-\$<D!J7P19P@O>)BXW!AG+I 8.E_@1.T.JZ3!MP&(-KB#BYI MB9^TSA.H6H)PXL7Y7X%73=G;JP^K!<PM39RD^P+5 Q:>!!OU+HLT2P-LFTPS MJX% :7\$A69IYA^IZG^IT=<1^CTF^!QJ2P8.C^*!!V7@H_10!^5H@R%P MYG/O.G!(J>Z.N!^OAKA:8L/MXA?RYZR65K!L!B!J?P7OAT9^YL?WFPa)DC M#^2NK_~"R-<9?7N:IV7.E#JRC3(G=B!6!GSH@E>I983Y?>SSM_I/ 6SW4 MU!/@!^<B&^&(DL6\$ JB#6!@<U-N/_%G=FG?88_~?82T!:(H#_)QY!)#&6!X MU!V51C7%YQ9_N/D#N@>7U>C>?%2!JIE%+<^!7O^_?^+<O8X^E=E:S5^P< M^3HNJ^Q7+LYR@/E2(*A.9Y?+~^XR.\$@6(O9^9H- @5QN:W8^XBQ!PFWK+P! M0#AFS9>=<G=K!J5O&M^9!5E:ZV:3!)EC71-K_FSC-!J1<~66T=E.LXL!< M#%;%5UCOMFC(%47)=L/N:~0":8+4_/#^#T+&@16+JB606@C!]>*YU-7S! MN6/E)2!Y5!JDIXQ?<N-^>^!IUUKY!M^HN0BN^I3=^/1.5#6.G.TWC./!H MN^!!3Z>XN<~>QHG-05VZ!-I\$!YAFXS2?>[YN:QN29F4_&G&I- <+NM^ M0_!X+163P#B?%W?L/O>J!_I!UC?P00H!Y5C6%[L.9G+725@ 33=WE:V^<8 MYV>J!U:OADMAX.8:S8!4_<^G3C_3_#%F0-Q!OJB@&L4NQA0QW3!48 MAD%Q<^!J_!W4N_/A8K:1!+CA? SK@\$U@K!C(21SGWT#MAK!7^=KVZN#_7* MJ@N7!>W9_O/GK@O6JYIV9J!>9F&THT_&"XKV/JX3C6:H_*W V.L!L5Z3^*Z MMR_GL^_5#*3_.Q!^!SP/? AU\$&LW>R!MB6C!^!A9.J!<?2QU_<WOL!J_! MW/O!L:RF25O!V_YK^*~42.PAO3UIN^TCW8^9Q:~+SRD!MXA^6!J_!JW^?OJZ<LZ3K\$;+E1@>L8!>V^<E6 MPZ388^RPYX^+3S?<CSI^!TBC!&49J33&U?</:50&:146^MIZV?<OG85M_#_ M+T="1V^*B@: 6"" 6W/U#2^ RK+U!6=0/\$_JLN-T=D+IH2#!^L9>^<3+X M/79(T#_ /8Q7!)^!E!(6<&DN3Q M:A57623^DA^5Y4F(SGUILX!9!&OM.\$ M+OS50:T(4!D.*1 FR&:[5H_<G 8L ^<^"O3S&:&FU2B>*PF#?ATH8DYVL>S) IQ+I@H_3S!\$)S/R\$; M+Z:8U8_Q_ E4(CO^AAIB&?<PZ\$A^N6:62F^<Z.6N3^?^ST87IQD!QOWSIP(KBN^IQE@<6F M.TPHQ1^X.DY-&I!+&Q\$U!/+<00DUQ_E [NLOP=9!0@AR17&@<6/E&G&DV M^63J!<@<9U!<BDNVUCFJX!4\$!EY+!0D62!/^ @U6!J!J!P!_HVOFMDZ= MYW>9:~X5820!< <4MZ1X20^96(11\$->ML%_!J!IG!D=L!O8!XN!AXK_I!<PA M>T^3!@>AY#Z5%1_4#0Q\$C!2^#_)Y^EV#=#[T8Q:K3X81^*MOD^T(<9.&_%EKG">.>2* [G:B1^+7/OL@M386>-1)0N> M+:\$+GM6:RH^3XE^8UF>_M JU5UY^03RA7U^9T!7YF2P-0!KWN@75N!KVA8T(M/6(OV?VGM^9QTOW7 QJN=PDJZ=B? 3JM+8J!4>8R2U_E_4X12_ C24:T661 MJ_3MYVWT&RJT=3AX^J^Y^H6%3CPWXTOVI>K\$#)E!4N2:&31^BJS M6Y>1#1L!AI- NTR!20!<=:SFZ91E06<<35 [X\$W^M^J!J!B1PTXGACME4V MZV!HNMHWD9D@B<^<G^8KZ8>!BOEY!8YIP@72 MY672Z!U!>?> @UV^V\$MXX9IR2SZ@IX?O\$H>7#1-O!2WUWZ_O_!T!2!7MD^K8!&V_/99<%-T:C2>MVNE^*ON2:9%Y 8:C&K MU9^<C<-!U)Q%:IPTCT!6X- ECB1!PNJC.5HAA=>P/KD!&_OX!SB!ZRZ/AH8P MTA#+K-!W4!Z!N@_ 3&H^<DDB?R<<67!_#^FA%:UOF 2HHK1!7RL\$B4M+T+!U!HK5W8:~!>2!CXOVTV9#E- MO?7_33BR4_ HCMRIG(#<#L&A^B-!B=XWI+ ME.%4/+))XLP39K^5!\$=<D&C=)!B!HEQ5>29V:J!-E_!/^>:~D?KS_A+O! M:13DP-T@KOKC+~+N:~8:Y3UTC%Y5=S&?J5^/? ZUNCFIVX^DMJ#\$A34UR2!MNF%Q+>G.?<C?>#Y@V @!&^N>@<~<8/A3<5K6RUB-? YW#^"IHL!>QC M6!+!F^!X^?%Z^AU=JZHV^K- !W&5&G??..2#_-N!<M#;\$G@?>?IQL8Y!N@> M^<=E-D^G^<@!> FTL!)YK!&(&@!)>V!<N^N(O?&23;G_7G3+35KGU=F!Y5RG!2-NC%+MKV? K.1^V!0Q2BM70A<X!7CH!H^0!;,%E7^H<(>U^%3?>G M,W!9VN+QE/5HUE80:9?XE#7^>#ZI^SA^Y#6%81QF?2M-^+(YK M^O(7HS/0 MM&LUEDTPOS=8RX^<K@<N.#N^%R_!T!7&FH!23^>W!J+6K=J\$-W!<).(37P)!E ML-%F""SCV9S:=9Q2Q4;Q!2MJ!- 9)YK!KWD6E8Q^%DN@<5^GRX_/SDJH23 M^7!064\$IRGO+DL_714\$4!H6 <#L!\$%OPJ_!91#%FRL0_5BR8E:J5^9+~"W MIMRW!EV=&RKZX!0!S- R78ZPC-_%&B^2Q_?7ZK^_9E9:G.\$VEE@6^QMFA<: MP2N6Q!^9W&\$>>V^9*=P\$X@38X<%3+?U^!D&?_ \$VQ28+V)YK^C^!J5+3#; M=TMTDZR.S0K!PJ#\$6LGVV^!&D=XT\$!94 EMP6!IQDONS.PM;P-HQC+I:CF M8%8HW!4. H54!2!>2)&^<Q&L\$US!@P4K!79\$4!3L^O4_!E_ Q74!617\$U^N^P M7%F8!18QVK;+JD>&5DN4RDVE^9:9ZV\$^0+4L,DYG8RL!/IC!\$2/162:Q#!- MRU4IDA(%3_1M)R2!-8COP_DD+~%F:~BQSOQ<5XW!JIV"+!58117+~+M5OE%4_%_M_XM/\$!0!6#EIGH/5D MW:2-9_1V:GSSLOD^9\$8Q- !F!19HVELK^~.PSQ^<DR7Z!K-!CO^R594!0#!39 MMO.14^H:~\$6!67^D&AB&6!K!BKW!6(UFGBMMDOD@7ZG.R3D6B8W0&J!D0!5!> M<C_1+0D)JA^*~MDE\$S:1GM38/JZ6!<C_~J9+W2,Y^; M!254!78L4!112G74LYW&5TYWG(7JZ3N+^BNC^RON.XH^U:C_@OZ@<XCN3I M- RCC\$4S^757P!7>^/8!>~SE AJ7!6!A3>:~+!>R9J!JORYFYW565!IHM= M!7 I:S>XU^<74>A74^!FFFT!_BE^_F80M!J!<J!<N_HF? 1/A.EUQF8N)"^N(I<-2^_ M!59M&X&KO-~7P^JYK=OZP/G!^CIZL^V/7^Q2DM33RE!7G576KLI!BDB.>^B MCU8=OT^EK="J5SU=\$8P883IGRS;2_<8@<^P/W_1(PFM=J48<CK^L!&R4^: M(60!TLD\$<~"-ZY/ J=2VID#>RD_VR#; PJ2D!F+Q!B!TKR!\$WDAOE^N M!84!5+!LZ_!S/A=VG!OS^CIY(\$%KYVD02KH!^9?H.INZ+R!L_QEB>JZ MHL@&! M^Q&LMUU? =HG%YD00<_<QFN)O!7Z=9G=-LR!L.G^E^ZE1VW_7-N#A\$>#L6@ M5^_<^"DZ!J.BB^L0^B8!CHLNJ(MF\$^M<\$!<>EKSP@_ O^V>CR)W^WE32!PN01^_TY/RJ6!C M8!VZISU!<1_9\$9!AD=HB_WKS!<6^ RNB(KNBJ@R-04QC/ULSWV^O<0V_FAB\$R^35I MU!U>W:G<K\$!WK!^!C(Y:L!)MYR.YE!#^!&D0BRG!NM.NYV^O?F>@<K(X M\$?)\$8Q6RF-4XBZP^SI^ORYIOM_+^8DB!G- LYC2&5@!N6_DZ^<@&O!CB!J_". MHG# M^SV>EASH!<AFRT!#<SW8TWG=!SE^43U-1IU4^_>6@=>@+?>=,39^M M9PW1^F^Q^8MIO>993,~S<:)2 !5+^8)+9:E/5>@<L!^+T+2M.OBV58K^E4 MH(K<\$779.C!01#~:XW#*~2*10!>3P?)@B^K.6.5L44RA^2PYK/EZD(+23W M5\$^:A_U55+LSZ.MJG^E\$EAS2>5U^YRFE^Y.VO^C^8Q^WH38&Z>V M60!185:8\$50>M\$%\$_.L1D_?W8O!W5>IV!JEIR3!_>(>0>*5A(RD54BKEE\$KS M+I>F8^JK+>4? J:6B=@:FH^Z^ZH:O-2X1^E= +U!^T4^7I("SXU=#UG^HT6POH^T&2.W_~^%:~@BSOPLA7)^#=#S8PW8^M\$_.L=Y@D7W03. M&:UCI:3+~^NR TCUQ!^YSGO_<DL#&^<FD^A!Q&M!U^<^*KYB_>#>=S!+W_! M!^H#<^<ZTV!6\$X%G(Y^O\$%UPGNF4W^#R_!A^M^QZITE5C_L(!^!GP? ^+JYQ M8!70!19!#XXY; YW?2!6!V1G1N_E3T>L55KW&^ULP+<7;KJ! MS.H-YB\$5AH80 MR6Z^<HYM^K^CHM7O-JRY+&H;1B4M!_XIU^ZA^> [!@4!E^<RZ.L_<@G:9HS MEA!FRW8Y.*~!_Y34^P6BF>J_3-SL2X!^#HY.T!<SH^D=^F^N#^>_ 71Z@: MP#ID+TC.CQ4GW@H0:U7M6EKQ5P>@(%? %PSX+~.#JMV#LG:SYS^(YGB8>..Z M=D^9!H/6EG+8L_0D?8FOMDN4RCM!J?Q@%)YT.2Q!! X!DYR@+!_P^!\$-D MW4J&AU(!D!3(!O!Y/Y#_2!TX+1!JXU_AGO2:ORG^+IT-0TN(LH^+S44AGU2MX0!4V!C>1_!850A4!<Y!<2!>CL5F-^C!7:9J-4! MO(6A(&~:~*9:\$!:_!MF\$K^RQDF@<NR(!M92-7K1=9\$21!AR:=6Q(C FL^MLB+TR!5^!7 GN^6W.L?5RA3.IA6Y.I.V.J^_CNE6522JLF++E42@<S@<L MM#NQ_@.S &4^=<^_PD%<_!U\$U-FHT76!0N!J!U!%513>7R!>=54!@!VH^44A_ M^<=U=BHT:2(24F10!AKYHY&4!8_-97+BIQ439E^9!O_&1)DC65+\$P\$S50: M.R2;ZZ- "S4@<C7<~3:J!^38?0\$Q!>O!NER+2+V!C!N^3!KYK!K9!<~M6F!NJR M9!<I/9)6.9%6J8900?J!&S!U=^J:Y!+^TR+!7L\$6B?0-Z!NA9(OT3?J!LP9M; MCR2NB^U(Y!HSD!>I!M8T226!2!EF900!_L^"LH=QG_CXFNQ^PHF!FX\$M3Z9N M.MBE)M<+9HDK_F^=M;N2?> 96MSC/^E%M/V6@JXX.5#)A!#B%66C07?FYR!<M!S-W7MC<~!<~>J&T@W?L-%ME^Z!>=:~HITH)<9#V!5!W7%H.PTJ+~*(OCZO)G!CMU1 M^+>V>T.L!O9!0ZPF!_C(2>C@U%Y!J767A<~<@.SMT<~>IT^HJ!>6G^\$HDN8ZB MJ:1ZTVK!J!U33:~?>?>U!Z!>9Y&7!%1+>W>K_<^X&4D+2ZG4?> 5DM_!^/B_4Y!_I+3_!\$E2X\$MCA&!) MMB\$^AY1KPUPAJ!2JPM(!<KV%O&^>:/E!5K.HC!>@A9K^M!<I&7&D.5 M^!J!- _K^NB8#13A!7+88T^M5CU0402>PG)7LVCUUMF9V_.LG8!CC^AUQ-Z M_1E\$!ODL!84!MV1-%66#3!B!J!7!8!^~VE@U>I2YKQ@6%78G%.BS62^~.PK9: MIMRS!J47!<8U2BXO5T2Q>2QEY&LU7RFQ\$;_#=:4V3\$<0\$S:9D60K0#<[5C87!M0!85CLV!WOJD:0%172^D+0!HBM0^YFCFZ M^W+?>DAJTB!2!!IE6.U2O/OT_VMAU-J9!2C4B!T^?97F58J^Y^<K YK MZEY^2!>@V1^<F4!8YAN^BPI.38-J!J!<V!P@G30!Y^YPI>_JJBX^+~ "U86H0?&G)86D> MO:R/< IV=9\$<Q@6!\$S_7!Q\$&4\$;TH!LH^<J!< MR6%-<FU80?HP (F!A&2OQM^+K!^!_J3!MB@<9^XMG4KHY=5\$YA1!R+Q48^91 MS1^U:&W0BU@HPT^PY-:/TS4 W8^<H2!>(6JY?<H9\$ M%J.M(ZI^!JIDZ^YOE^<6U&0?<C!&^X_7WS91@L_&@JRP.<~%9:~.23= ME!L/M OP^PA^HX!O4!JF5!LJE^8<97OJD+0^:172^D+0!H0<~<GO^Q^YV5@_ M2D\$S:J!J!5Q!P!DVI!P^J>SO9>GJ4E HI%5!J0M^DBE(18!N^YVOMOMQ3 M^#Z?>HJBQ!7K^"IN^W<4J\$.6%<MV;BD<_!D.I^2%!6DXO+363. CZN8E!U544^=<P!<J!C!2 M2\$V!ST?5V^C1!A92^6L5=%-75>1^!<

QT(U^M1>CCA#Y,%D"1T:0:3#S MM2S:GF;3%5G1\|J%<+{JO@FM4)JL:Q+3YJW&W/'9)6:(U^6D4(FE3#~6Z^ M%=% K=P:;+EL%)
[U(YU16:TB)Y7:97FTJOUK<=2.F04B&E@1-JBB5YCK& M=*4S, Q3UK19HF4AR HXTA,7&S76S@Q-
"9SA092HHF#X/&.-0H\ZB%,\ICE+,UE&*XW5+H(IU?C5B%G=7 MB(:EL=E/0 O^Q%+XPYPZJ=!)&*1R&>S_R;ZSR[4S=R,X'W)N>V#>;FC1?
894V"J<1\FIGT1\! M981W 8FX:#GXQR=GZGA#Q1QV2C"OZ=N=1%)VUN@34:D230H+ VM5RQ47,\=VG. MR:12>10SNW6G%DI]>:X&2\,?
=##R_X&+^J@YRS:M1^/F/EKH1@Q=4MSC.HRT6T M_98^AN? FQNB-C+.&L&SR=L.IJY\UNG@/F_7CC&*P^YWIF_>HNNAG62;.
M_4O3N38T&G)E\8VUJM^WJ2J&[>482%OYC|B|J\#42M9\.- M/3;1F7%;<7FL<I\XQ6\ @&TRBW\|L83@-DMY0OC1F:PH\N\+\$/#>.=8&3
MLCZ5PSA\W1>0^7U\@0_?Y=1E(*2OMZ*M80+=!,/SRLW\GJ<8I"#!ILNGC MK9Q06Q9\7;@^&4W%-VRLJ\T:O^?G9<-21:C/35^6= _8_>[XBA""!
M^X\I6XL(P?Y.U5)660>0^6^2>+HBE#-HCWR+?>.:6?ADIPVZ>I/ OKM?K\ MF/U\=CH-DH^PXUV\$-(QE8P8K4YOZ%B%"+0"E#29:8*:\#8.I M-HV
S2T@<=07S2TB6Q@MO%,*2)8).>@521\G50?/.OAV\L#40\KZX;>>WMH9\OG6G"/L. C5QXS3,+WA@+9P0\,+EAN.#GX06S1%3V)6>]M@.#\$Z\$:\(T
M\L%O\I\N/,@+1_OA8N1%>YO\I(9\$<%W8MB.X2CPILS0T\#\$^PX837L8UV\|C M_26\3=SA)'8^&D8OYO^G/@9.*U8:1*X?KH8=LD\,WY?
O%/EXODA:9Y9L8 M^I\WZ:T W^F^ITYD, D8WD9M.^|>CZZE(E;FM C649..P:O06^A?13^F M>7,V^++^!\$YO6%@_8/(0V.5-B=PU^|
[=Y)Q2D:FN\|=JO\TS8=15^B=3^Y%4 M\|=/[SSD..?B\$>C2?^|D\|<(LZW6WH?P<I M=:K2^|\\|*2JW=V&^KV<1W1<7\$>1^?CEUQ
FR^T13\,E>:1#)P^8YS%4S%Y MSXE9\$HX^1G\$P:L6\8X'_%A8XADL\$0^ZCN&D/\^;JW^BM#"/^Z)-3+<_3\G M02K\%(^EP=LPKP0""
[=>WS8OZ&W^M^7^IQ:=@H@TR^HG^DL,UP EZ^*1\$W M.X4E7.W(EI)H_4- |3+AG^9LP5+|RMB\ G^G^D3Q,G=F^N7\N\N^N^C,G_3\I
W(28^*U_ M\I\J280+V\$ MPEAV03\@V.56U7.V.PN@M^Y\$5;6%L&85+R99;.D6\TS6IK^RE,[MP^+^J-W+&S-WN0\,EUN9Q,(E>YGDW07^R74#I
MQAU:L\$V)RSR,K\ICQWSR0=.(C)Y8L3'<74_SB?6T>?NP>)W=|_?2PZR:N2,O) MUB%3 MW1B\Z^V<-X&Z;I8A1O(4^ZHL#%
[I\LYL+^P:N^2&D&EVRCL\YE2Q2ONK3 MEBGQ^1^X^M5+W9+I7\;G<9^?M^A061\|C@+G7\&2MV3#J\U^E9G89/OJNZ
MYR^C2,\$K4FA\;L\$KU+#+6)O2 M= B\^"OHS^XGVL\,5\B&^J\IRK9&L>A05\,D CF&^#F\|016:L^*G\I\,EPE M\|V8^*YAZ:THX+ P^T^5S\|D\|
|2>1KR\N9G\;C4Y;8IOUK\,J\6FJ?7%AM\|B M)+L\IG4(O)\$E\$K%ISK8%JOHI&PR=AC\|J0">6,\$\S-/-&M?(F.@IVL)EU^3R M7Z^88PC-
WQ>!\$&2^(\RW7^X@P>9NY=A6O&^W\X=4#J_7.YAXN517P:~5> MENDE9P\,W^#_%6<->TPOAF=QT&O\;6^N^F=LB\|RW6BE=_XK-8R4+^_'.W#>
MDRN2:6\Z8GQ%,M??^1A^MEX^DIW,X@CJ2V.6M44HV_?F^C^YWS\8YC6\$ZS MB3=XZN\ NNDCE8\|D?2ZY^VF+TCR03N\J?
JF4\|UIG\B4KYVI>0^+NA2D\2\|) MC\$A>M0A8T^7Q2+>K,*8^BA>|,E2E8^4^&%=>L19B^@;X\1TP.16M^R/^+&Q MSXU^Q=IAIOAOXB," "O^*" ^A0C?
1\CR^=N7%2&YU5^|IC.B^H\LR\^E4^9 MF\;C>:DU&3\$N^|JZK^"<2\ZKXTZ\,JZQ24^"/ATA\|126P:~2.9& M\$=WX@X G_67BL\|HYWQ^*B>4O;H\|?M\|?
JR^3N^HGHIPF;=,X\H3F);&S^A M0R+>GMO^*9\$LV\9\$^Z\+;1695#(NWPVE;7+D3\|O^YV6=L)=CN>4.T3_5 MO\2:E6N16:9:1@U^=G^AN_S@P^5#?
GZ_7D6CW^W>>+4\F42\J\|6&?E_152_ ML6U_57L\$;N7+5^>:HYO:P.PHN9\$S^;5U3+9^*VY^MXH62GY-AQ\T\|Q)O5E8O=&6CF^1^2V\I9D5NT3P^Q7?
W^A3K036!<1A+^_EZOUW^W\(^54\#TN\ MGLG?&S-S\|N\+G& Y\5WSH8=MK>KG7^*9P%4\|L2E^LY44^?N\|0\|<<^|3 MZ^
ZP\$UP^+&:SDZ&Z2A^XXE@FZM,P_9Q_27\T9N.)\Z\|Q=CO_5W^3^O^P M4\I M\JGF4\|@E9E=HT2PRO\(&2\$&OHW6+5^U^++&+X\ L^*
|2\|N^KF+O^YF^@&EUE M\|VZ(6EE0K3UB6?WAIWMRXWQ9.P^2>ZLKZMU83D\$W=VNL2\$#S\U\Y.58\|N M\|F\^"U^N5\|)7M_32^ZK
M5.09W1\^|S\|Q\W7Y\N\|M6^4\6:X65)U\W>=C9R\J35X4W7%|JZ;S6""|Q:(ZLN:F8?F M;E\$|JDL TE^|C<2:Q^M:7Y\J3B;<^CH%ARKK5ZF\3)Q?
OQ^6W9.V\U^F6Z\7 MN^S\SRV&3UB\+9MTX)9.X#X#6E MA\J^? 8W2A:@U_!5=^:X\Y\$X\7?25Y\XO)WU>?^L0_G02V^M.M\U+&+G7H:51U=9R\^\$
H_7\4;K\|M@9=@+T^5%5E5CPXST29\2%X\J7;: R\A MWHXB\|P01>?FE38@|EX.R\4GEL6H-./\|PLOF-O ZUG\|D\TH>N>A4S^Y\T^
MKV8R9%MI=;E#C7PD:~'M=ICYKKI&K0^KO8RI M(P,0=JC)DB-@^8\WBEU.^*)\$&\$ 5^Y2\>O9:B\| MKJXA^6X\1KI&#;B.OZR;PE_3FA-5@3K?
&W.0\U\U^S^6\U\^|U\^@JLK-77U\A MUBT Q\5\IG4&9&Z\FD\|G\;#5D:B:26RK^X^Q\|V+&C MA67Q>.>S.WW^OCEI^8A.(XIC1^?&QDM1\|D)
<|N\W9BR&Z2:B\|JBCNM\|NK>2>_ MT\&S\|7\^+>S\O\U\|N;N6^EAWM&DB9\|KJ325CT6(2.39X^@SDB8UNH^2SFOP^M_.'M\|JME)2,+&W-
#_C3VY20^9W8IPX(X3Q9V&FN6^EUM\|FE-P@|JH^9T5 M&@+LA5W0K\|VQZW;J.S.P#B^>5\|U(P08W^2SHIIMRO\|!&K\|HM%N\|ZLG+
M%|OTY.X^L^D\;Z^U^08P\|@^VM8HYC8UN^#>+O\N\|D03^ATW_MY\|X\!=&|
M\|1(FGX5XR=MS>|>6+7;^*7WR3M_P^N^7JWBCKI:QOR,D4CP1^8QV+T>F\|Z\ M8_0^>#?N;J+60%6Z\A^RD76^H5,1^W@NY_/B\|
XU:|06\|LV6_<^<9SW M&_1\2_!^|U\|P_0^>B\|XAI>B9RP:L=I>+>(|A&E\|6/=^?_?Z\|6J^NAX(%P-M,DR3\A2_<@>VQ+&
|RA%QPO.-4L7&/27Z\|CAK&06.Q\$7CQ33^J\MM^?4HY\$&Q M%4WQ\$V\|L4SS\|J&2H\N\|?_?|L^N:Z\T^N^G^?0\QTX-6^+>+L\^9\N;)=(<L M4BDH@)?=NL-
6N\|AUM(E0S&|N\KZ\|X09U=C9Q\)=Y-F=AO#&J\9/G^8HG^M MT<8)^3\H7+!%K,8^*1C^Q8E;N:1EPA^NJOE0HM^9U\|FP7WZ\N<^|SBI
MG8\ CSG\|16H;N^K\OPV M68XS2\=72Q^4%<X+A4_Q\ND^AVGXA2^G^+1\|D&Y^ X\9>4RTE\G^8C\|C:6 MA=J\|HOYQ619\$LS\K\IZE^W
Y\$PBU:H2\49\A\,|DZ\>4\$^V^|,3%DMZ\=(M9>&5\|UZ4?_1)6%|RH4J\%#H9G8^_U45FMY\;HL? G\^O^#1_2^?Z\49?_KEP
MYY@_VU^29^N\J^SD1?>8O^4H?>+DO+Q\|D\|S\^+UA^NV0\$X\|324SH^NG63^Y MW^#33\$^*X6(&HWG^|S|=126V\1N@P(73XU^H\;OOG
MEKTI\|5\Z4\$7\4HQ\|C>7\5\IKT\|CGRO\|63\^L^3\|M,MX\|YH03SH^X^<->X^#;^8F+^|P^E\|L2NX5\J M^|3\^?WY@3.G\XTRYW-
_U\|L\|70AV^".L>Y/B:A=7\$VF\+K\|MG\$V_3\|R4 M8:8\T.DU.Q.O>S^*THSN_G)296\|CX6^CF?UT\$P)AX@A838F-@/(B=6MSOD%5S
M^|J\$;)|P^>+XP^>A^D.LO\)/M@2^F0F9D07^6K6_L\|L86S#^1#0B+>^M^M<@<B<.; MC&L#^#^?V_1\5M_.9\|4B.T^8^M^NWAEP^XW2\|S2SI^TCE#|
I^*KQH4\|C\MM3^M88QV^=66\$E\;X@6 M\|V\|6\|E8NG^#E6GJ\|C2SNYWL\|1\|L^"4K=CA%)ZUG\$OE2^";(UN^5M1+S=MM5Y)-6^"
(M671L,40WMMW4:L^UKO@SQ^YBEGDHM\|JET:&3E@*S\J@G.KB^* MO3PX\9V=;4M#-M(^?5^G\;1K^F4\|J&5OR2RH.RNSU#^6U05E\|=8
1.90\|OU^>^N=8@2M&X^M^FTH^CXQ\|^%X^2\|>Z\|^1>6H\|2E24DQ>TDWR\?|D\J^WM@(\Z2+Z4\$ ML&6MMJ_.Q6O\$M#^(D+Y\|J^VL^DS-
L\|)IKS\|3<-AP= DM^K%P\|LB;Y^V MP\!_LJD_SUX139Q\;H(A+MZR>>|+>O^R^OUE& 6.2TB\;I_7#15\|OBW^C?_>%>XCS""_0QMM&^<^;X,
O>MD\|Z>J&ZD_L2 M0H:4^KNARX^&^/|OZV\$5_EXOYM^HY>4UO=80S#/(+G+OUEOP\|S&IAOA^M,38(G?E9
=7<7\^3X\5\|W3P\$S/GKOL\$V&A=Z9OS^T^RM(&^)=B/(T MW+^|LAK<^Z51/^G_X_NC-G4Y0O=&|J^SG>BXL-3;A0\|8)8U\|OQ+JFYB^6 MT\|=S%?\$
\$A\|J\=(\7L.0EF/7U8P\+5Q0\3B4\|L<4^?|2M^?@XG+>28LH=Q M^K^"A=%_O_M&8Y7U\N\X4HSM\|H^6(H>+058_Q1_O\AHY\|)7^XK\|K7\$S#)
M\|O\|1+948\|M95U6\|>W^B\|=16WD2:X^?2\>+>+^&PVP_PD M\|3KOA7\|E#_M&D^VY-6>M\$;JE^6_?2&L^K&BD:29\|Q1QO+&O
M\|V63K=.)YQ&W@J2C=8S\W\|M->^E#@ZW^UBBD\|1>X\>#18R\,25=^E2Q\$;V M(T220QGG\$^Z\U\O\|H?W3U\A\A4R>_W^*OWU25QNI>S^?OF\|OS3W
Y0?>DMT9 M6+>^JY\T;BH330^?A\+^HCR@|FFS\|G&\$^O\9OE\$76+^*+>VJ^K^@H_-MBWZ= M^KC4_V\|SH^S3+E7C^/575AA^0%BJ=^F>#-
5IBK\(|P=K^B76% HA\|HC MD757^OVB\|U+152\+422QE^YX2_K3\|83QW\N\WWD^?YT@N =+WYU\|LF^<+E M@4\51N\|V\|G8EY\$XTA
M^C\|VR8K\|C\DIGMOA\$S\$T2D.9V2>>P2^8T+^H^K^>W.:2>ZE-N_H9F\|FC%/7\ M2^+XT5^X^3^+@>"HOC\|I9^_|\("KP^O:Z=MR
Z^D\|TPGSBO<1PN@>|/G\|JH M0?>Z\$O 8\|R%UV\|AX5\|MU\$H\|HFF33UN?>=5P\$J^K^W\J^?7-26>[XVA.R6Z ME&|DCXW\|O\|D\|F\|<8\|/279\$R?
X\$P^K=;_# K^MCG9RZQ\B59G9\1\|J\|: (ME=XU^O^L618\J.RBU: 1V_F+GZ292\>LSNU8\^49+HW6_1\|J=_F.W\|F1\|O/?
|C9\./%5/KFCEE1N^.#F52M\;#)LO\$X\|J(M2^S7 M\$+A(>MLDVLB)G&O^N>6-F^2\;F_T7Y@G(MS;"IF\$3\,2^*|HF\$%M&T65>?
M^V\N(8&SQ60^6G;^C\|CBM\|~R\|J\$19\$U\|/KRV<_WS@V^T\|L@<?;2W DB M^10\|QC>?>?>2\$G9<_5TVGR\$<2\|7A0D96Z\A#MW\|J8N\|HC(-1^4C<|
156 M9>WX\$YBCB^TC^6B32?1^91XC(EW_.L55Q89;^QERF\|UXS^|G63\|RL\|)Q+
M5@YHR^?;8\$HT4^X9^V1^CO!!A=G@|N2DX\|P09YVRS\!^|S^:M\|8R,+>AQ\|SB M>=&=L&*2/C^W)C6WHA+6WEI^_ \$W_#Q:Z(TP^/B_>_<6\| M7\|
>SE\$U.92&@ET\%-G0\$^_12E^Q^|F7\|A@A@E\ M\$U7N\|28%?|OCPN;M\|U\|R=3GU>8^&^UAF87:5>|ZS=4=BJ\|D\|JCKA>45U^K MZ\|G=, 1Q\|7EGF)=X-
|R.AF\|HAM_Y.\$25Y889G4?PERTU^FW.YWX=QU+N8Z MQ^G\H\N\|YC3XXR\$W7%>@3^2^69V\W=4I+>9:B\9JGCKS@|E\|48S\|J>M3
M\|R73MMS\|=Y^M\|P&CM5DS2 \$O+>P4T4\|^"JLL^Z\|2\65)=UY9C.*G^7A6FK M SPP\$Z\NMMR_2+3^XN^5>^5^AZ8\|6 U\|
M^*G\;3+5S\|P9\;2^OONQ\|J.EZ^U\|C\|>=O^*6LB\|@=0^XFBK0YQO\|!\$ M09\$U\|1+>#1<6^M\|X^@9&J\|R^?25<;P^9\0XL2GDM4N7\|6FP4\|OG92\|XO\|^C
MTJ^VL%<O^MP?>K\|J+>7 LH\|1B_BYCKPG35(7Z7\|GHM3\|VMZ\|NVP2SL8^)"K_#_M^0+N^R^>3K^Z\|J8^?S4T\|NF\$5LXS^*0G^7^?BK9P+G9_L=^
OUC@&6\|0BC^A^M\|JH^?UR@F\|K\|V\|=Y&O^+T\|C\|7K=WCK\|7%&K\|6\|Q\|V\|P^H\|F=|V\|@|S8;O M3GO^F\|N&^93%|H7_7^AV6V35^C.N\N\|^Z^*?2
XT_."K^P^Q+Y\T;H^6)S\|R3LCP 6_-E9456 |T9\|O\U9? DUG^Z00(="3UMZ9Z\$#/_+ MW^U2\|GLEU\;6\|SE;92T^Y,
|IAKZ\|L\|WDB\|G)Z^H>GT24\|O=|J9^?JO^?&23+G.6\|T\$ |C\|6\| (MN&:FA>|>|&1^JX\|XUBUQ\A+Q&^5NL\|19\|9Q\|F8\|14>EV=^W5YFK\|PV6+|J>#
M^G+@>^C\|B^O^3\|<+E\|QY98; DX:CSFQ.LNL:C\O\$Z\|>=>(MNV7\|VW\|^&S^& MWN^H^GQFTR^+2D\|L^&6DM^?E9\|YJO<#S\|ERY\|
|<>6\$WSP\$S_K\|QQC^8C\|T MS7D\46ME\|PESS^*T^?F2R0\|X^Z^B_6TL8RKA^F\|G\|CYCO+P=;9^L\|<^=Y@FYT M;HE14\|NVO8^Z\|U\|YH0^Z^6K6\|JE
^LV2\|4WAG=HTZM\|L&G=JH4QM\|L;_6VD M(75^QMEH4YM+>+1.G9E\|T6H4Q\|LUU0D6\|+>Q+&|E&G^I^?AWM.5Q_|D\|9 MYWBTQY2-
WC^6\4A82\$A\$B8^G\|V.W502H-F\|X\|J3X\;YU7\|LD^34\|4UW\|F M<^H^R^T^=V\|B\|H\|M^Z_6\;L\$;9\|D^=VEK^#4\|4=RL_Y\|BZ^EN\$J+>9S_V_1^*|
M_.XZ\$W.=XH&90%&;AH7^NN#;"G2R\|S\$^_HWP>E8+08W\|J\|HU^_ 6X(=Y M838U;FL;0U7SPH\|@J+|JL^|W\|PBQ;N8BPWH5S\|U\|F82P OK\|I^5-
6^" H\N\|U\|7 M25D8#^%GG%Y87Z&=2H\|2B=^G@+|(-?OPQOPDOQ\|UM8R^?C\|>AS-478Z7\|292E2\|UJ~8\|C\|H7^F=@@+>26K4
M^&=E\|WHBQXNC\;P\|L\;HUCAM2HK5W\5-Q\AK\|K\|M\|S^384\|Y24\$=6&Z\|KK2\|U>^IV^C-L_P+U^37%N\|Z^9A9OX>%)|TK=A?M^GA1
M\|H\;^NWPOM^N6_Z-6\|K^SM5=.\$YZ>Z7^#"#&K6UAKG.Q5N5&K7U>R8U:KL<M_TL_D?JEA.V:M1<^<TB1\;VGJ?
F\|6S7U>_?EMF\|V\|L5@|L.MK>T\|J\|L6^M_4-ACS^B>_ N5\|GD\|N\|R0\|U>Z^*C6^H4PY\|9G^V\|WN2\|G\|J8=^XG\|@TZA@^P M7\|1KEF\|5(K2-
ACZ5\|1OKY^?E\|T^?M0DCF2:9\|K\$OD\$>+>ZBHJ^).U<^<7\|PG+5\$604UB6M^Q\$ _1\|.XBFGR=E>UC7\|Z1-E=16_7U+K^* MT^WFRH\|^NKFY9H@J^
|JE^M462\|^8:9\|DF7\|Q.Q\|X\|T\|V\|JZJZG2<^8\|I">= M-PFE+Z 7\|M\|U^H^2^E\|^=CV7FVERW^XT^Q92O^-(#L_L0^FW==4WLNM:2J MU\$J\|SKWJ;
9X>50YBHOJ8^164DVCFJ%#A_)DW^E.CNPL+>G^E^GL%X>|J\|J45\;02&1L M1^W^P8_=_E&
|8&DSSRE\|C9^D8T^":Z\|8T^C\|O^?Q17K\|9^*JZ=5U M<|8\$3BB^X(X\$K\|7#6.07.Z@Q\|T7>Z;K1^X@KP=CAK\|YWH+^TY=UY^VWAH^I6C
M&\$=J0^KP10^=1NEF6ENS^WGR^9.W+&S(O.Y\|L^?V\|SAR\|G_#|^?F2NQL^R\|V#<<#&S%G\|CZ\|DIS4.XZASXQ\|IUM MGG\$Z\|WBF\$&T8_?2
9&YR\|A_F^69R08/E\A8\|Q22^D^6^AG0V\|Z3;M09\$^TU\|4<|C\|G M2^Y\|L\|C@|0F5^@N0\|H_@/OED-(>|J\|J#&S^?&W\|@SR\|^X^7=,<^?M\|L<|
M^&^N\|T^M^?>C8<=;3^S\|576? 8P\|O557C9&4X?|7L;LSD^9\|Z\|YR.B^V7\|T MV0V^4SIG@&HOTWOY^V MUC)QDE8\|X\|AA\|T64X;XW-T\|X7P2@ZR4C\|
<7>@6\|UF43\|U-1.TRM>+8^F\|J\|55M5\|9SM:Z M^%M;KZ\|YH\|Q30X\;L^52\|JG2A.6\|5\$F\|D\|^9\|U>FUMAV\|^I\|W^C@^(@Y\$B^?K^6B M\|9 GD^H-
L9%P6A\|H\|CM\|JQK6>#|@:P\$|^TNZ<2U9^C_OX#004PY53X00SEHWCG M5WCE7?@%IN=WKN3Q^O\|8\$Q\|L@IB8\|5W2^O_7O0\|+>B^*Y_J\|C1<=,"U:(K7
M\$U=^|C\|B5^50^M\|J\;OK^>90_2.W\|KHW_1765\;1^M#;9T_2R^X4Y\|WK\|6\|WX\|L^M^EOW^?8SN^P^Q\|2A2AQ^#^AB\|Z^&=1@>|@Z;.
M^0_T4HP^C92\$4(^&%W0B;Z0.R34XC^O:UB;Y^M@&S^A3^T\|PY\|D0>^J\ M&AU^H>9>|LBA^8>@W\|2\|BK^_5 M^1\|L3 G\;I
K\|C^I6_BVH^A\|VNM^#8;.L^_0\;O\|J>^|O\;2B4\|7^05X\|JK2 MFEFCA89;4BWK\|D\|Z\|T20M&;J\|L^Z6)=AM&Z\|75-U>@?^N2\|LVYG\|JA?ERG
MWC^12+8Y\|6\|J\|G^&^5^L9>8\|1\|Z\|BQ^C\|3E\|LO\$Q00XB0&=^X8\|FG^59:B M^P MLDX37+1^O_?CX\|Z3.CT=O^6M& T=7L\|W\|J25J5\$W9=^M3-
8D>7U M^9\|J;C\;|+>BR6^+>B8M9+2\|Y^XGCD=VH?YQOD\|<+>@C^?^|J\|C-0NL\$;MUP\|^8EP2N>B>KW-5\|C\$|(+>+6\| MU^VOND@^JZ\|U^2S1?
+603L^"%RU7P^N<+>N:XTWTWR^)%N16;<_Y8@>C(0\$5\^V\|7SBE53.Q_T_5_U>^_M_HK5NM\|Y^0QA^M1N\|Z:2\$J5S-TZ2 F:D^25WK\|W?
E(Z2;_SL\|8H_LA9L;KBLH\|N\|V\|V\|O>=;M^FA\|B;NR9\$<@^3GSTU\|K\|V\|W8\|S\|UX\|U\;PF#26.ZSMOOP\$|^+3A^E\|F MUW3WY=B
KY@&Z.R\|7^A^DS#.^KE0^K\|16F2\|V\|O+>R:\$B\|FFXA+V\|B^W^MS;I2 M(HE#K^04ZSB\|U^2J?>=J\|T\$S^SQ3^G\|XW\|J@<=^J^K^<VBCD\|9JTY\|70@LP>
M^M65923D\|8(^YMH>Z;1.LSRHY>AXM&5^*0.E\|+>7\$WGS\|QO MKF\|I\|XTKX2>Y6.OU7K^M<Z^?>=Z^M^KMO+>%\|^_G@3\|U/?

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T:4PH70/K"6JOBY/BL==@, @+|B)S+E+AO) #<05:.*$ MSVWQAQ\#(3/4/Y17 6:/INNGT\!/RI/F&8WS?I*=:VC>' 'O|U9CQJ+.??"3C
M |@/HJ3OM&X >R%3AFWE|KZWY"DB K^ IMU+ B.*9"50ZT=7L<8PRPF2FOJL
MAS/E|MN1808/>PI/F#F&NPID#<D1W.Z|UR*6DWU:|9Z4|1Q*LB-JF#I=@ MSRU|L G09GZ7&|]=". F4&7(FJ)/!>?"
L+/,FTI+L, @.=6NTA^MSF&F&FP)/ MMA<=%5C(7^ ) "DZOCT:V=62QE: /TVF*2DH/RR'(D/H0EJYL&L/6K=DNPHJF MIT$::XOG|
J51"YN:(8)1U7KC9>@ *+>T32,U9H 9<@1R 402@KY6 I(B 1 M>,2JYX(%3R J%L( AN)%PWM8.% ^1^316ZT58|VPH|G|AAI^Q%+LW.C .^UDC(92-
7UX<|O>Q^1C|73H2+ M15B+A.O.CW*,3U7|L|M52PH:J|L-H7VP<*F1:I:.=|O|>MD J:ZLW2CP91I9 MSV:|XHL_X|U+|G|VIA|O8C1
M@=<=4NE3:UJ6*9:-8"&Z| 6<1ECPG:672"HXIX ETJ3J: (C-Y9)G|X: M^JF&RA|, &L8K/(5>9=6%+QRB6=82Q&^4^X
MF$2AR|ADCJQ0V&-3KL|C8#7V4LE/I @3|I|5:~PG)P04&S:P:|GSY0K>USG:K":KH30*U<*F"ZTAM=@<@: B 7 E.K M|:63S:|T%R"-F$-F/|((G^XVO#V'G
LZ9>?|JOX2T MZHZ:~%4|J|7|P: |D"7NTGH|V|W|O8ST"63^25Q)APO8"B95+5ECTK N5 M2G'<2$|L#@/MA|8A A6C/^5NLK1>|
|U|HLN|75CTQ|O|YCD3GA.9 MT>RE,HD|D|(8F7E|LPA"< UNHPG:6GZ:I<+9 %3$^4 WIN 78I$59..C$7
M$O6A1:NE|C@:|SPS^H" <EO|P.IHJ|T7^.:S;+LSK|W9Z|L#::|LK&WNM0:~?+|^~$K/L<4>PY&*B6(KLM15 MO&51I-
4I" RATT|D(4^#<=NKJXB6I7A$V0ZD0:|IT7|NQ+0D-.6G<R:V.N:!! M:4!>=GT0C|SNP *EP-UH)|V:OB.UP2Y|RSSA<|JF>RI2IWM|ACO:(I) M?
H3IHF5&^1 @*S^?2: HZ|9I3|ZVNT|HOZV3 4=4U@(<|Y)MKC3Y8"(I|6Y|7|PK=WP%A3H@ 8N-U ME6|$: (G>B7EO|F& OC:|
==2.1&X19%/O.$@>)W$C|MY7^|L&&<.,|C^_9@ MF2>[#2+5@5HB|L"X|QFYA:+M0)3& J<02&+<C)9524#:@P0^BA&"FJ9_IW@^ M5Y"@-BN3
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M$SS0A5|C Q?VGS:R-RAA3P5EQPD7T5|J0X+@| K|&L^"G|DV&|YX %|60: M. O8=
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%19=P#=3K+PH MS|IGQ3K?E,X<3%+2T|XTA|U#&26+4-83E 9.2G70% *UTFP>.+>|N>+AYS MMW|>.U|D|&SV5S-.I5P2.$|(<4 M$0I|HBS%2|(<
LFZ.&KE|F%3*73M&GK_PN-2.#PC6J6K4WP9_XP^C| M|A>< &ZAYP:Y$&KBAF#NYE+&|U9/L T3T|L|G<|MV20:4AHDX
MB|MO|E>1="0%"/|U4.@F$(M%)M$189<|@:1 I=6 LS5C5>:C9W|U9L|RC| MZ#4)5V^%A(TV8RQD)E#J|32BWK-OA32B^'|=>|/VXQJ8/NHB
M_7@|G00%60|R M@NE=2RX:3@S|F-FO|O:~F|R7<:BTN|J5.8B*ZB'DBURUL 0.3B=: 7|L(V|P M^C>|@7|&^4 P>@.0.HJF^M.C|I-
%L@<X#OMO>@W I M#%:~+E+7:~#9LW6I#<3A|YMIK=MN555|18S%|K)9'359YGR G)MK|&#>+P>J6-WQS MHPW|J|WOW#;U0|S|^&PY%=3Z|I-
Y?08~80=0.5X% />F:~H:C>G>V>Y-V|DF M:AJAKM#K"Z:75QMZK^G<$S.WS)IE7|N1>:~@K""~8L|GBDU1^P/PH2NFP>R|O
M1D2Z:Z~FPY|G|3B73E.H&|I|/ #^_&|&1=:B.20MPEFK5=2.OX8FY@QNRZW> M8_OUXP^|BT.O0MKDA|I7OAGY2M)^L"/FY_-M:~J|I)1^Y$(69$?
KZ>RA9 MJ2R#J7M9|CX362S%XL2|X1#W"~B|AU:OQMDNH(6IBRK)7|3ZHN_MPMJY#(Y#N:8|J|VOWP|QENX|*+X|)=|O7F0<K|(<YV>AQTBLF&3Q(
M|N0~D|J|Q2T3B07|<*@:"BLI%6B7W~V|+|Z W>=35|IM02FE|?>3QEWEL M|E|H_&V.U>|XJ2K^3@4DKL4*(%+X)|RQ3N3OIT^"00 5"
S'W$J&:C(P1MCW.N% M1>5H'DRP1#9/FK2H'P:~*30/L^6:|V/D+XQ+2% M552D^V.@K-A0B%&T.IK#(O+^RQ4@V?CV^+U
M1@O'SRIYTT~HRC.TD/SB%39?DT0|*&E|42B^E|_&M4JHYT4"~CA+3AMB M|N).H4QV^<Z5$&+LP-%SNQR0#N|JDB|@O|AEM7>|?
=|ZKV|LC|I4A:4>~MG.185|J/K#U#BMY|23EXE|I42|J|J9TD@.VN:NZ|12N|SH|>V#":M9ZA>E0 MMPF)5.O.MBO< A35|EQ3?K|L4?WWEJ@B*YZR#8
1V8P4#N|8JA|F5)I|KMJ M|MO2|NLD|>T:G6|JW9*0#N:OG|U2IMM$&X^C><2/* 7.MB|WVO:M M|4V&$9:HI=*(X#I|O|D_Z_LNCG|49AT364?M&
<5N|LNCNM52M0K0SE+2U#&A M?2&ZK9N34.UA^O.L4I-4R'~BX|W?T:AVD0M'M0K 6*88HO#D-#|J|Z2IQ&X MHM1MZ:~N% M
1MO:O|DDY M_||KXK8>|@<=Z^K>~TW&20-< &E-N|J U:E| M|P&+C0|5CEY7@4)~%:|Z:|=[S9U@:|J+ZNG%<8M>X^N2L|UT85P<@9- MYZ?
|BE>|M<|P#&9U:~VUWUF76;EG ^9F|G.7|BXW^Z9 #%|I|J5NW|J01T3 M"/E6.M L'!XDVMLF<$=0|3I7.(T|O29UV<5T>*6F2 X|(<D11RR>W56.I
M8:=UVU5|G2):<OY-CV.%51?<956K+X>P^HONCD|8&|@/76H?T^L?Z>L$6_M$XJ=L0446%<5<@O:EI|D|B|1.OPD&0*|WY|.N|7LON|UEU+DU3
M|L%+FEASOF/G>|GT$~.EXEWF|PC|""$S|V|@U+568|J42M90FE|4C6EA-|O|U+ MAM.G2L.R^A9C2DD3|D02>1|O|N|I:AKS MU9K^N%~3.2
FJX0I%:56K3C)QN?>8U$YN(|W:/E@|S@=M3"3IH"JAD.1^< M@H|3/2:!! V6K>FVAN>M|B@|J|M26BY|N=UE00)G=GN.)|(<8HSCO*OUKCK1?
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Y:WACYQ=|U:S|A23|KHY2>GF8|H|U+&Y MYU.C#O>Z3R.T031|@|Z|Q|PR5B0|Z7=V7L#W.MMV.9Z0*MVZ6#"M:H=#
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|QS> M#| 4>~24|S03*~C^K3Y"V:FLK:~+QTC26^4=|MZ@|H|L8G*5R$J7ZR MPZ7+~?^D=|H|:DB|ING|UO2.GBV:
#P<<+|9|O|="+=SYK0D%7&6YNS/34( MM+H^T%|@:U:PZKW5E:9D<~HAX>=|A.C|T:~8W>GFH%4 T.H6KZNO.D&4(I
M|F@B6X2BH+~.~&K|4.07A|N|B|&L^B^K9|0&6260=O"/OQ*7V+S-|O=|X@3 M4_L| HX V9$ %RYG<+N=OVP:X^W|QH@_HKZ':H4-/KJ%
L:70F+~KJ77: M|H+|J^JGZREHO6XA:2|ON|N^Z.O>+94H8|,SE@>:~<1(HH8=HVN#F:~T^~K# M_%|M|C=D3 @^_XU#
P.O/SW|WSOY.S9@P*|#MB1FF TRI6ERJP=Z.M@H%&#V4|N%Q^+87P6.*5MVB83H|WBX0|<~R@.B+&V9#XGC|I:C1F+O-O M|_|#
|O4FACD9#*8&FYZMS:~C|J6|M$K-2339|7T|TKW7|VQJ8.Y@KNE?P M|JIGPY5 _TZEWD-@FO@63|49|B98
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TAB+8FCCFA=>N?W^X<^~DWI.24|V|U0.VHVPZ^E*D9:F=0+%C= M=JN97WW;JP9J=MMV<%)TLUV<6;KMS3K/*|=.#Z|IR.XI.L=->JY;BF.I|R'\$
M2S<^/0|MC(=ACW3').Q|6&T|Q|@Z|C:D+LA3&YPK^D1.HA|;ZX|B+&^~)ZBW.M5|B#~"NHW6"MT;^/=S<2.LR(4.T7BIG|Q|/F|H@#>@1W|G|D)?
C\$Y<1|~"KUEW.0T\$H\$~ M9GSI|2.9H=<CP|R\$.Y.P?<.^%+UWTX0.N-H&1L1%Q7V.^|H3|:SE<01^4Y1.MJGH<-
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MYYNHC|'CX)P0.SXR;|B<|>01|5C^R@%S%|YGC|8Y).PIR7ZZPQW|W\$U6P..M.Q61VU/9.VI6E^28Q|WZYZ#J8AO5^MUJ^HYR@;F|Q:.9+ICZD-D|S8Y4|E|T<
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B6B;|V29!#XL|B(DGFI|T%&95^R5.MBB)|>4.^V.Z:BT~WZLO+&C)=NUY-%?X<N2726^W7ZP?|D9D'9.U|L|Q0.MG@?~
=X^SCBA6F|V^QAO.CX%SD6|>G8H|DH\$7BXDLN3G-%ST?&SW^~J)|S.MFF2PDIZB=X.76-B1N6F^::51)FLAFW+S-K9JZ^P7+R>+ \$N0566,+OOJ\$O-
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&^LS3|B61;E.B):F4.M^+.%Q.4JDH#RX8T^&/.>WWQ=|7XZQ>~*%63.JP25(2|L9^UY?2|NQ^N%|H(C.M7:+OS).Q=/*M=12#F0=;#"+S8#4J|E/-
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M0Q|S6W|CXG@N.M^N(C|JHAL4QNE.M.0G=60E57|@|L. M2H|B|BLEE#M#CD@|~"BH|>Y0U|H(9UPTJN.MEK<&N>SUBF3?WR*~A>
|Z|MUQ5(CX+."C^RW#=?2NY&XZM1T;|K|46|ZL)2|M\$F&L9(L.%<>^Y3ACO|'79".-TXFT:9DVA+|TX\$;9L|Q079-F|~4B|878TNY!
ML@~6|=-|9Z6<60H;.GLC|N|WZBS|L.P|I|B\$X.12+.R0.&.^2^~QOK<~.G2|M\$9HE&~^Z?ZB\$^1W3^M(XS|J.WY>~\$E.3I-56F-UY-1S^~9#A1\$E%N)%AT
MOIS.-I|TCC.O@C^D9G\$R<-(G:7|G3.^7GP.M..04TVUWN+I0>O^BDZ>00B>.@E~K^T^VN-?2|5BF4?~"X2BID?~1%?<~.E|S.V.S.M|4GDVA/F^~)
P|L78U.0|N\$N!|3^~|E|F65K2|D2.L:3|@E^0<\$~/|60|)W.M%Q*~HD*~RBI&Q&ZACIVH:=;5F|S|8|WH1\$^M6F).WT|@|J7U"SW:IS)W%|G
M|LG&N>LAOI< 2<|JK^NC^~Z2J.XVK.IV6|F|T5|JF5ZV;8UQO2.M|+(9C+BA6W|3&5%|X|+6SX>4V>5|?P7X(C|U4K&L4Z|L.Z|P^|L7(39V|P|K4U@#Z
MNLQ6J8(KV<|9G\$FID^N+.#.T=G\$5&4|L|76S|>|2XGV=|B8+>|JOS78YG-E^N|M.3C\$=V;3|IC-U(>V.W.RBF^UN-|J;V^P^N:NHO1?
=BK69S2J.JAEC-0|*~ MS6\$16UL>>Z4&;HK5?+GZN(K(Z\$;2-8|I^EQ?H^&6N^2):5L>.#C.9=N?0(C-M.G.)I8|CP0&-B6:P=)WS|JRH.5B&-
LCDC9R\$915OY**Y9V&X1+HD>G\$#D.MH#T6.&5EH=PD#L71D-JSS.%~AQ|XQ4^M^OBE.M.\$#;.C0.-Q.^+F9Z69>~.;|/MS7%8012T\$9-
Y/HF|2>4#G0.4|A|>B>MPAYM>|6H+PCO|QID|?|ICL|V>L.P5.3K.^Q|<@-|L>0X|I^YWIYK8P?ZV.M#.|?)>+T?OGR+7WB_W<_P^JDSE.H^P^QO^4MY|:
|Q|U^~M^|R8TE.EIN>WW2^ M1XWE?KJG2 NX|2+&\$>+|L.^7X453Q0.D.72X52.WG8."|LPHZP|QSE>\$>J>G|TIRD.Q5^|TIG...%9^-6A8V7RAV|@~"S3
MPL.-V|GOY|S.ZW.X^C/U(>C.;TR7ZYP\$W>|@RH7?~R0Y0PT:@~"6Q+6AE.D4ZQA?G.B/>..A2.;K1NN^5=TK\$|08ZPD&B
M6MK^J=B42S#8G&7%FPBT.BN1S(6.7W&L.(=NO=O^C.GS%?|L|~25@~"X.MO55X3N37|2IO|>H^~>#|B;|AX)>D&^85R@709\$EC\$<8(PH| @%
|9CGP^4B.MD\$=RAV:6.Z4F1^&G0&L^~8P4MZRL17A^~|@~0Y\$~PX<~A|Z|04^1K.B?Q\$
M6Y(7@)K^R^~NMMC8^F2M1>U02;MEGA4@:@HB7XD|JNEH|DW=R"Y^>|&3.^~Y.MKU.&#Z";>|31;Q=K4E+D.Y|EJSW30R*~9|MY%|)=Q".
_H7Q^>CBP|N|XH2^Q(C-Z|Q|T>D>VV9?;3H^~TW5WD3^~"M|5&|@MWP^O^O^S.C.69>8CF?S^=IA3JY|U+.=)>|F+>8RK@1%P.M#P.2V^8GF?
WDS5N|U|M2^<~PLJ2|P^~Y+>~05W|2|L;5C|W5L\$W|L;H|J|9.MH+K+F|DI|UD..=.\$(W^*.X|T+L.(1ZMXBAB|I3Z|L^>R9Y;|J|H.N>6DZZ!
MDCDUNP#+|WMU-).J8LPPT=\$D@S.8M^|03K\$OHF4VPKK^|%'1 @.|P%|.6=YG&M^3;7N;9|A|A|L4(N|S^KO%(|.*/|?9A|E^CSA6CSO5"
@AXL2KLZ|L;3^0Z+@|T0Z7R^~M.^|80@J=D=IZL4S@&P9D.B.M^#N+>+|J|>?T8^~J83|5.R.T^>F^X^P^V^~&~0018KT^~MXS&@~|1|J|S:
MH+M\$|L.P^C=+&A*9+T?K-D?^\$|J^.'@|L.G0|S^X^2XYRLP^~OBRK<+~|L7.M5M|^~&~(S-AS^Q^&X\$U^>KN|G6TK^N<+~#5|Q^Q^N(K^OBE&HWEPAT)-
IM.UA^5=5@9ZT0:03U2L|:OWGQ|L^M9U|JMED:31Q47T|B72DD5L:@.^*8.^HPR0Y.<7V^F6MQ2^R\$|LQP5Y^M|=C|E-|737|=B^1PPN-
M^H8BLEG^U^E|F^C8Y8E|J|<|JL|A^>|XG?MBA#|?IHA2+DXA>8|PG1P^5DX:Q&+~U=2UHF.M.O^D0F&|A^:PN4SBG9
M<(|L..PVGPOV|J2HJLE4C\$;M92|L7Y.KLXU6)ESJ8LB2XV.8|J3B|TNE(G.M.MVYZJ#>O^|~#5|2^)|5S|J|P|B.S|JMV|Y|J^OH-(<~KK\$S\$OY)|^~+V1Y7*S>T
MPD|DQO<0@~7%GG8-1|LUDE>S0P-2|SBA\$E.#E.^694<4Y.MSS6=C.^|K|T|F^E|KWE3\$7^~1^Y9PVK|>8\$FS+3F|QWV|J8B:AL|DS^2<~M3
4/E*4|QON1%SV&(\$?C|BGAI|^|L-XBL.8:=HV?EXOMI5O9>G9^~PN.MM^R1>8P|LAD1PB#I=H^KSMY.4.E\$0\$~*~%JXQMY8BXOM-\$P=S
M|L^CD7^TUDBDX|V|T5A67PMB%23%~^1M%(KD&2^~)LFG^W^GH.ME5M0^EC:W?WCN(W9K.M1WF361^E|D.W=3LPI^QD&Q.0TF\$=;6-
H|PNKMH^FC9J8G^F^M^Q^0^11?W|YWN|J|.S|^\$Q|+8|+>641E9&XA|T|S:Y|YT|XKHV7|JEB0B@~C^A.M(^G+O^0^)|L(CZPV^5#GE-MF<0?>~V/
ZQQO^|BH|OS^E|V.DX:LZP/L.YDE9EECK#|@|X&8."L|^\$C=M8@6\$K|AV@Y<~#^J|K2MC.ODK^BG|L^84%3;#2CH^6K+~NCMU530^XT|X|H9^
MC8V@U\$4LJ;PR^B6UMD;6-8KG|J|S^F|E?@RY|>J|M(F:=W84|V-EBK|@~^M2+OB.B7.282Z~*MPPY3JQV^D^C^AC^~|DSOC.RMPS#R1B@)
66+J|S^WFX.M(H895^D^BT~|WBF|H:Q>8J^*~YXU|L;:=@GYM0S^K^UF>5|I52^AUL=W&L.M\$-DG0>S|46Q|V^2%G0>N21
@CQ|D1P\$%@P@CP(1+|^~S|@&X;@HZ^7R=\$A)83R.M.ZU^GX-R4^F2|EN/>^L.&0KX1.^F<1^M(@~.QH^HZ^Y\$V%*|BU7/HVZ.(M&~|PO+QVP-
^X;+B^|7|A^Q\$S.MX.JN^2QV.H^IDEF3<~DDD|^~R\$5>M58|I|STGC?^DFL7^H|N|0+3+A|X|H5@0\$P562MN(>CY^R|J|TVU)UO)##|^2^M..CQ|
P.HH.GX-8@P|JMYK|^Y.^7V\$EOA6.887H4|J69@|D%MXESVG<|E~M6^|D|!4.H4413L<8ST0^W@|X|P6|8X^Y=#N%?^YF7@;U2J2CLO\$|U&
M|JQ5T^?PFS+^6S="X)^~|OY\$1YX|BZ|G;#^Q|M\$8.L3BX|0^T4|X@RV%9\$;"53X&|3T#|+-(9|P&>QOY^A^
MB25&BT>8VEE|AA+X8D^WC:W&X1&0H05.2M&H7^ZQ&^8BH(C|@~Q^*J.L(S<##A+.^+S0QB\$|^~^1L=L=%XV2FEX/Z<2
M|K|^I\$5Y#^0VZS@+?2\$Q|0Z)>39DPT+1^4KS|1^QO.;&#^9.TY^*0|(B8.M^2++
M>X4<#~P.T\$YQX..1X\$S|GH.J8Z@L+|^5+^0FFQM.Q.7\$9>05=IAXG;|0S#B^Z|J|^*25(H*7HFC3YH= N#AF&V#&%.30.WD6.ZW#%I
MG79WV&W:H+2V86P>U(|1#M^MY1?~|D0+|^|I\$243SVY|QOR;|MOKL2|^E72W.MNP^#>=I6HW5Q\$|KL|S|R|>1=2MNV30N^K-
M.;2V=+NVW9R@8NALLN8Q(|X^*Q^NMBHRWQ5<1+AP^6Y^M|@Y|4.9YU|U|9Y>IK;Y9E^0X0?>FV.M|X^3VRO^K2S>QP%|5%6&R;?K9^5.M.R:-
#C8.&^C|K2\$2NQD83&C(+Q^37)|PSEFP.U^JWN|YJ9K^E3**@~YK.M9L|N|U2>WKHU^YVKG<.OR8#~LN.E&A.V+1C.^#4.LDF.^JEOE?
*>P9|X|+T.MWQO^?)>.Q^NUW|EG.^J^B08GY@:|K.5PH8E|&V:H>|HJ^9."^1^DZJN^M1M<=T&6)A=|^/
Q#2;F+6#G|J|8>E12.NC>JZS9M8F.LBE>CU|9&|M=^~L.M34Q6(|>TLKCH@:@8|W3;@HL&0^R0K5@ZBUL\$*=~N|O^/|^V^CD|L)9XMF
MUL0(|L:MV\$5^YL.G)=(5)^|L.2\$-R0^2XZ.M&O8UDC^S|N^VN+GD^D|T&YPI^E>~*#@;Z|9K|M-L<~^Y.CO|Y^49<~2R2J
MDE.ZW#^|@KF763|7J4^Z+>|B|YH(63.C^~9.07.R8\$X6S)V86.0H.7|S|@8^YK4)O|X.K.M&5.RX.MCP&\$35^#9NC6Z|J|8.^#|L.E^S|^A93;
|KT4^5V0^637R.8\$YF.M40.MNZTE|V.ONM7|D^394^252Z^8Y8.-2%B@C5Z|Y<~"XY07+^V^*9=7|KP^*M8.CYNWW^|T5&A.^*DL^J^@K|?
1V5F.150^637R^|JY9GXX.^72|S<~<D|L.MF|L-L^"EL<\$1/H6^T.DU3?^TAC|2^<~<|J|DV@QOT>~(E9S)75BD7L80UMXMO)?
G&^J^#^QOM;MEWP7|U\$OUTEOL4;4^|+25-D@N|JF?J|:CWBWZLC|G.M^EK|U;^LHJRAE%:6LHFSDVLDJ.M2EE>7^DU64LH|25E&>?
QUE>M.6R|K16|L|SGPT6|=FMZL.^LU|L|<~*FP.M9@YLO|IMK|N|Z|755HSJ>0#~@9|(4Q8+|^)K^~|J|B:V|N|^*I0<~^.(XT.^99RVC
M|/5E&:5DOBMBOFIE^NCEE%658180Q&Z^"8.IOT6.Y.X)^%~R50;|
MNMHSFA^\$D566L|I2IHON^=NM(V&TWVG=#G15|QTL+63FM&2%LP59:V\$%;#B.MZAU992DYH?FJ^AF60@|T^LH^U-7UU
MT^T^4L@RRR;0S#7SP&1P^K&1P^NE++4;4^Y;|^\$ZD+|E)75|M@&~LL=ZGF
M.^~42DC7X.XRWOU81E.EFAS3Y8Y)5A&^R^T^V8M15A^*D)912BK^~|JQ.M^605H.PBE%6\$LH|O|J|=9<1.|S0@~@~W?0P@S0|7T@V-K.H&T6;0H.7
|S|@~4BK^C3J&XRLW0|B|LXLR8^2.8.%@%H35."@=3LTU^%V<~"J;9.|FD|)DP.VY.99
MBPC|OUE\$^G0BIBO4B=K|VX^~^@Y@Q14|/5@E^+KLD+J0^9WS6Y@~\$K^7H.MJE3#.^+B|F|P2E%6^%R^NKCO;
<6WLHM|YQX>~NAV8JFG^VBC^A?^D>L\$AP8.MV(MQT)<~Z^OG-|3UD4S@~\$SLW7;+Z^~D|S0&^*Y9E:H6^18^P>H4APT&W= MFAW5^13/SF218|
-HYIKYX+|^4;Q+^F^E>+^L.T^MU0>~|F.M8.ODB@1+|=H8QO;^1RS.^*L=6.C^F&L/6;7|V6P@5CV|YH=|DGCZ3U2
M@O=W+YM#^AT>|M;QOC|R&S5H^OSV.P|^#?V(74LW0F|BUKOE^Y7VQO.IH|ZWI?M^N|^V48YZZ0&UYH@=SWF<_R%7(D\$7-5B|T0Z^FDT87_2 +
M0H7|7#~WV.G0ITD3.JZ5UNW4K^0-ZIE|J|TQK&(SSCCK7C=~^SEYWH+YELA
M+^SEU9C|M|+NEE#8|8&G%~^MUJE1^~BQD^B|@.BUGODHHNF|XV|P|42D6| M6.G.D+>HVJAH2XECK534PU)&U>P50V0I3%PVU7U(=?
(E9D)**=K82.M:Z6B.5|17|7|L|=4M%E4|S6^|6*AK2B8|N="0571D5;.\$2:Z0B0=,|^1%0.MC4X#~+|^~^~8Z-0F7L3>PHC2DQ&#&|(+*#&>6RB-
|B|C&T4:8&66%3W^~MIV6|PWA|L|^|L.^C|9AY^T^C^OYE-G^ARGN:BEW:2^C#^~\$Z<4W\$~QGT5^M-M8K9N7Q0|^AUP^J^FFJ4^|T8CH?+H|ZJF@-
&Z^B|GHPZ7@|MU74&231Y55|/M5|E6W|J|D|OC^/GQ4E4?E.MIR>|Q|R.K=^&S87MO^*~|J@~V^2X|W.A.A:=FBZ.W>ZJFG7 =
(BB6KGP.11B:1|I4<~<@XIB;J)1+4E3GE4HAJT;DW5U|H0^X)M82?JZ.PK:8.MB771C|ZZ|K:H
^~2|AU\$C&Q9+|^2|EN|VJBLM^14853U|UMGW.ZP^Q@=N4C.MP5R4^EEF.O.B;<86(19^QUIN%;S|...H\$|LK|^B2Z.4H;DBVFR8\$^P-
EZTE.7K7N|J>~>7TQAE4U.K;G=|L.M>6|1AAXD4|^G^P|6>~^"QJ7|KK\$>Y;~>1B#^OZ^X.7L4\$03X=^~+Y3.W
M>N::AF597:7.5C|U|B;9PH|21Z6/^S4.=C|3=Z^J^_U)%I8L+%EX1|^M>EEXV+K5>V|^*E8|K^DX>~F|Q^~|AW6L|U4-|V|(N3.S<~ZE4|J|I^6V@5-9A
M.5MW|SIU8|^FS^UBFW083WAW|38^~(W/^S|V2|L6.9^O|21>TTEO|L4:P&#&X.M^B(N|J>G.NIFI?~76EEE|N(D-
^L7J|BF)|8&J|P|E.W.Z|J|O|S|WW.M>CW=--G.(9.6N&GFOU-86(C19N0S|Z|>--849OK&<9VL9X(YGUP86)KL1NZ.A.MADTN:/7:~NX^~WW@50?
^|QK=FS\$G|6:U|V^O+>X^T@B.^JTY8DP7>?X?F.M89.L.X0GY50%18.2WGU|X^N^YBOW^OS.4|@>G;L^..+O<~F=2^FRJVOOLY
MGK%)Y+~Z>K|WEJ|L|YS|^L|9+7)=Y^<~)76R^C|^L^~|9NH|Y;O.P9^P^&|M9SRB|XD8\$^+43.\$R6\$KS&1\$.1&W%(|L|)4#M=^A|@KB>L.1823?
@R^2S9.M6B^9VC?V@~7|/7.KMO5.L9M|9E;N|J|ZU^FM8=U9>O^|Q;MUTK|HX-6ZE.N|29^O.KU=|NR8^LW1^90^VO?MF%97D|K-H7|..RD.H@
MG8|H>9\$|IM33|8L|JVR|8UK^2|+>~N854D%>7>..W^<~@C5|>~^*21R9^<~6>G@|L|J|T>O^G^MYQK7@0>Z|B^L.606W|L.2^~2|U3#&~9-
|^ZV0(1+XQ.D^7E6=R2|4^J|+M^YK|H|ZM.=G^J2|L6Z^KVK#8>~>2U663U58+^AD-6S=&CW5."7PRI6|U9:4
MU:2E\$=|L|N|J>KWBZ4Q|AM7+V4VM3R61..7FR.M:(2+8^X^Y|BU#9E2)5M^V|V^E^S^*~RW|&|J0D^?|C9J5^B#DOX90HN2_VO^DCLY_SHZ.M^N^9-
>G2^~\$QV(C|V+~B^KSS|L|JEF5N8M\$<^F@YM^8|I27>~)Y|2|^M8L&HK\$5&Z|P^Q8O^+(+1>7|W.S|^12T/4X^5^|I2.M1=Y3L
|L.M.V^~NP7FIFE|S.#1#70#4&=0\$U2O|J^EM.M.60L.GE|7^J5<~>5Y^45Y+7E^7(Y^63|+|32&OEY3>|WXZ9>.04>((##CMHY^1|A@>:26#|I3?
K(|!|^#&|^~X^M^|ZL.MC|&L^Y|W02V7X^S-@+K=IH9^F8Q\$#H>|O|^V|WOR0QA(XLE=^..J.O.G5)Y+^+X+^~W73.MOXGT^J90U^S>W?>
>A&|^5|M|C|D|N|QY-FX|KAD|^OA.CA^>4|H|N|UN6.=L.M7A+|^1^*V=36S0.|BOD1P@~^|CLT|F|N@~2|I~|L~|4;~&ZT00^
MK|JCIYE9X^GCYP^K5M.I8P7|P.2^EN|:OC@2|4Q|<6B;|SYL.(LN+<M+L5U@:@PV^VK^FMZ#2OG@1D-FT^O@^W3|AU#^9C%|~|^|J|S>*~RBGIM(CK
M^G|F<3H|C|G|8+>3|S^~|EQ.YG-&^~O5F+^\$H.Q|W.S.L7E|B|F|/8&|J|P|E.W.M.Z|J|O|S|W^W>CW=--G.^|6\$W|GL4AX9M|<655K|QGF6>Q.^Q.D|ZHYUL
^MS4HP22C|L\$+G\$|3^~(W-2^MXC@34N^Z8;.^~W3|1-2|L.A^#P0MA4H^"M^V>|^PF^O85^28F3|J8K14|6|H|V|J77K0S6&D2V5F3^*O^QK|>
>D5;V|C|30.M6K=Z>UWV.RRS@W-)^KB#1\$|^*T0E|/8K\$.P8XMF57Y>~WPI^5=DA^%NB^*R1^E^140;<|PHX5|@(%H<Q&P.^SOO|>VE|>V2@~*~?>
L|K|2(P7|O.^|V9Z\$.XPCMC^F).M.\$VX%+~XNLV2/5:7.SV^X-C^O.FVMI/UC|^T=K.7K22H|J9|..U.;J2|
MNT;Y2.88%|L.^&Q^UO6^=F+L|^+>O6\$G>..VOTT2CLS>~D.SYQT?^~^|K75G>~M^A|1HVX|J+L2#<~.82@)|ZO0WC;>)?
0|=D@7^1/G02%."G9.I2Z.Q-OK:VP9<|>O>S>|^1\$Q=C(S>H-B.MN83^|40Z2DNAU2W^Z>GU?H.T^IN263ZXN@U2TXZ>GU?IPU^1L&E^H|T^8.X13P?

0,PN"?!!=K61@WA^I?_9)F+^\$R:76K7EP MOY#F0-1(NLK3E7ERI:(#)JHNEM-U3K5%N^2IJZ\$IDYSR%A^6@:B10XD85TK M89W^1'7/6:B0-2^3<ZE^62QZDQ0</G^C A7H+RC,<)<ICJA(Z9V6W=M#KH\XF1I:NFS#M9IS1I+""07NAUJ1YMDK":2EBG.7)IGPFOA9:NH+2U@VCK B15&Z? YKFDH23<NAI:WNMK1KYD1?D2?O6@F.VW\$SR.YIFS+ M_7\$STP^2 S2?S982,1T\$F+GJ,JGD^T,M=:=VUT=D>122432F>_OM MSO&)=&\\W@NB6Z-Y=N?N&6P5X0E2L1Y1*U?_MMKOPT%\$ _BY_@?B+L:"T1O3&X4\$S/DQ9~:RN?+~Z9(AR^6N@O+.#<10\$E%(M'IG6LXR L /%ERH2~:=ROQEF">>_I.#^<)<JQ+<B6&R^2S1(UWW:V12T78%XE4.78\$XMX&_B1027HH MPDV&+GS=VK31:~)K\$S/O.%5\$)<N.O>8A(L:V=119K1#)PO6W;&81CDUT MDNA:2:B.C1_9WYJCCRRLQ/LX1::PJ#?6.YS18R0&I.TV88W9=U1..PG; MOX_1WV1+IG09W+6W%&:Y1P1UP0U@_JH^929JGN MZ6@WCN2JP+13N=4M:"13+1Y>D4D1/S51KYN%>F>=>U1!/@+9"1Y39J#%X)1V^QI"K_8 M+@<9\$HU+<S4 0^D1)'<Z1I\$%<9H2G1TD6E(PU4%<G1TS8R^XXP04?<_I^+L M1F<1%<0%83T@<=>Z"MC1.W15H==:=<0JK!>_#4*>Z(PK5CVOJ^<1R1^_P M UPR^B^U1IY1^RDPOG-J28^D4-1*:A7%<N)1%A)@_1^ O&^AH+JIE.X^12^C M.X^>Y>_ M1J1TAV/8.X2?P-Q121@<6>_O^1I^Z51%#<X:Q2W 4A-2X18_ W MB&W 7P/&2M^ LWA0S1DOMD.W6@NX_B<- E+1/L^C^:9\$P#X^R^121/^Q9\$<\$ M\$AM=?<?<1VP:IR\$D81^?<P^8(W@G@O1QY0^)(W1@XG)^N1^W05^G+<E+>V^ M8_10^6X^J1^8QVSE|BK_1B3W9B54V\$R<_#1S4>P9^1&JT_UWN^-10U_-M=<=<MRX^(\$)\$Y4NP.XF79J1:4(R61/P2_772K6= HL0?3XR%P2 MSOP92Y6D/>^JXR31).N=S_<8K\$10F1?7MFC6R1D>_9N3^*61: M#Q3O.Y0.SS^U_&H81@V&#UC+K1&401S#E1250%#KH+Z&DM@L.L+<O(M\$*I1 M82U)((&4^*_.I&8^\$W#<_1.7\$<^1.T1&NP(7X("PYX.BK MSRTF) JF1AKH^Q1.X042=<K~*1_9V\$<DL8^"GGD.ANLF5FBA0&1^1^C M4="U@D1XBXY.EK\$6.TR/T.J.DG318Y0Z.C1.VP.0^<?<Q1QY="3D20:2S1@<?<S 1-6I& <L11HEFS5 M8L\$>_IY\$FM@5R_01\$%<+AZNC.F1^06G T_1^M@OX2^P M9^3VOJ1:MV^<?71I0:Y2L@?<+I&H<PK<31JK^WD>(<S: =LBINB6X1GW MVA.IDK.SIIT_9.1!<C\$^4LOXG%".N1PP.VT-8&Q1.FYX4BJ\$PM_<3G?4A MZ-W/F-J581EG6J_OFV=<=>B.<7;./Z)<+ (<H1+ZED^VXS(I\$E^BOPC< K^<C M-7~<V%\$S6:1H61(KM1QU=<4.17FZ\$P5MY71AGT7Z1E1PK^#(<^#(LSE M<<R+3B= <=<3JQ172..MOX8Y1XQ_1Q1T1)2.N16S1(SD1LE1<=<SOLYSZ76E>1A M15J3Y.9-^4R3BH7J5S1 M42XJ9P.4S^#1T1F^RV&N>^ER5N)GCX^IIS^#? ^8@NAT#\$O&ID:TY47N\$<L>_M^<1^/!(N2ACLIVU5:<^<GBN0QOG8_281YN:\$%<^?9+!X.K*1^7@J_1)K0 M1C^82P2PT9^HC.0^4G(C12N1YEYB@A9.\$G.T3VZ^< M9&99ZU8?RLRR/9F^R*SQ1R^D4E^F^H0/4869@)=Z^"IOE B77 M^#2I D^*8)HA-0? JOLP7PBT0+01+ J1^1631BS\$1L1(A+Y.M_#B5N=N M4DWE628S&Y23HPQG63A^1&S^W-/!<BVD3PH18ZSNJ96%<Y^0^""<DY> M0#^FOJXW^P^9)NFT_<90G-%^ELS\$^N<M-AA/EW+9\$1RXU^S+J8I(UGM+<0.9RF?#32ZT+O Z8<1S M/A <+1@PW.3CD3MM: ICR^<(NQOC.F^1^D17HT^_R1/9%<S=<69C2F7\$%<E\$5 M1TU1HG LIWBRP26:4Z6403Y>(<G&OLYRLW1)J%D33+7NRAO^~^V/>D^"F*(5K MO>E+J1.OEJ=X@2XN(64)1+3U 18_2007>?<_7_..09<2^H_V/1^<8**2FHU M17+F1X)<?<3>1^8**5YL2LZ^W1>+<QVD 7R1^S1^5+Y+CF55V- WW&=<+)<73SR^2-3U^1>1<_ FCM@ IAA4MJ3 M7L<3UQ2\$X&S<K>:"F1W<1-9(H1O0%<A0=8)MX^E1DQ^Z C31D&< KW80^<7H^/1L M17D1?<+W? JB@P2\$P)H/O<CR-V.02D7N@=YI:1(DOZ^<AAFIUSN_9) E# MD3C O1DTN-7^1JDCMAH44VOT5P<2_<M1DGBQ+61Y?Z@7((GSXGF+<_<Y> M^E_XZ31^F\$T?19V.W\$03F^NISE,<H2D>P1132@1P^X1C1WT1>_QXX6/JG+U MZ7AWX0U8JXU&FQ@Z/C\$OJ?^I^W^J9:7WC M+VX&H^U&K&O1Z(VTVNOJ1=X:6AWVVD_5K5^VTAHM<O-2)W0X8A425+<=U3K MHM1SE&204HU_@T^1IJDY4(6^E<Y.DN%<Q-8:D3TRBJX0W W-SK\$7 W12_M_1XC1O.A48T^W011 GDE& <TB/SK<IS91O^01.L%61671AJ1^*G00=MED.M2I1"? 5^Y^I^#<K#0_2D19 WC7^WW\$=8OJ85=112>MD#PK^E_L E)6U^# M^S^<F-N3B<_<4&).HN45.2I>!\$^=<I&E^S6L8^V1RWQYN^A1.<I^P^R<#<1Q^V& M1T5^9NV.BQM^BJ^K6OG>9+<S3LY1)VK\$2->JBV^1JCWSG^V<@ MF^THK0>0TE(HQ7)DMKZD^B5^KTM^<TL8UT7:94X=121N2-DJ1 M%5=<F1U)<I(T^E.VAT.UT^E+V1^T4:0-4U,U4Y>T(6FC_..5N7Z6VM06^_D+WPE=ZJJ1U7G3 X?U? MD4T 6RIRO^:G? U\$<@<LWNVPVUD^XD0NWN1_2EVI>1J5%51^R_1>^"V2^*L^D^M^#<Z=>=>R.NTLK8\$W1C1<20-Y^L^Z_<5XBF4Y431JPU1.OPAL2JC:<+>WX M1S.U^%EW.H1M1M6/N9RP<=<_K5^28DE<^AYM^TL^F+DA9K=<PG^D M1962%41%1JUL75GB^H1X34R15M1M3#<V0SM)BY(6JP=/@1O1>C\$1/N1 M1\$G@115%(U0G(ZT)D.#0=37^V%<+U1^9E(TYP9NKC=<H\$AK<8^@'(7 <^X PGM^C.H^#@<9G\$U5PFH M1V1/DR^1? HP2)^<I.FWM.JA#1JEG&>1TARS1ADYKX^<W^WJ&R^D1^<4:ZN(M4: M6H8M1M3^<1G51&1Y2H^<1^O11O1BG^M5-7M^1^#5DE+ZZ:4011E&N1U0EN&6:6 M=Q:71R:MON_NAE9^"DY2A:9L6:<1^A12:1:PG56T-B^<7L^<C7>^<D^<+< MQO18CB Z^PCTO1O>X^<B^U>@<71YW6X-#1^S- [S]:FZ\$1B#<P1_ \$7LU:1J1I8.DF5G_-/8&L221@DBPYZMYTRMK0Q15M3J MO1O41^VPG.#>#)U=K."T1X@N%<+?> ZU:#51JLD^VKVM.UPVVRW1@Q#712^<1^M_Y1>^<F1E=E7^_ ROF B_Z11^<O@LM2_1.3Y.HG^<7WONZ1T7A1C<C<>C/O?1^1 M_-VR/B1@<?> HR\$Z\$U4U1P0GV+6FCA#TGMJ1^)*TL85T(NYJL:@=FOJ2117 MO1IF9Z1@YZD#4D:Q+<HKJ\$1127DK1QW:31=<5N1T^WPN1/ME.9_1>+> MS1>_M1V1&3&73>WP138)T#6U:1J1WU6KJ1JL=O+Z1^16ERX2^1ENB14V M51A1PU424^#^8607% MK11>6G1W>8K8OLC6_30A6P/LU216W1? \$1H6O MW^M#19KZ^<N01N73KHT6F1ANUGS^<A)7K(L:Y%31L.M01P2- S&+SW4P1SX M1%51G<2.OAM1-D.KMVs14W_2(PZ:K1K:2DSUPDUQ35/- W9+<Y.J.M1)- MJ1-<WS9%#<MZ7+FEJEDY335T\$<=J\$O#<K>^E1P

((UHL79HNFYQ;O;=D5*04K12*2YT6*ZJA"5".D\$*(4JS M9XO; E6FR): % 2ZB"1Y>V#717F.6/-6?HR@?S<1J8>|B+G?+ITA#;:M MZS^ZTQA%KSI- F&.(5IJN3XQE^\$3Z^8^KTYA=TP\$C+X5AND7.0%72#<=) M%WT%42)<=,):Q3M"1">=<=;333"12=<=;IH9X(3+OHNH) G%_UU^%F53((/ M:@Q#VBQLIJQU"1">|. ?QHLZRIJB9WU0T/JDC:2-K61)RU9<=<12>@H\$K13\$C35 MU&13)V3T/;>L\$S+Z5N6V! 73*/:HLN:LD<)&C*Z16(!/ZR737.-5 ? BS,\$X M8IK..O T5+5(T.C.D'D'>16X<=)T.D.ZW.VNT8^\$&F.8P0E&_ KAS7N(RNH MC&V0RC20.88A: KZ-4H4#UK%&^HETC@<=>\$.84>=\$2P8IA JDR7CS!^X15.0;K M+Y>(&U_B3W\$F)^(TESXZB5S0J^9D:2=F+=\$F(L'2M;A)6&13Y!)<=4WQI/UDSM6B15ZG?>.YHG77Z\$1..#D46IH.0;:5Y7#%D MPR)U:21C/OP&G..D2."2C^L.HDS0#8PP21LC6%(EX7M MPNC(AE.<8CT5">=HI"9JJZ;+5/5(7D7.H\$B-0:D);?2I|+@PJ0VHB6I3N&@TM MB"V"8HMI9Z.-.Y.Y(Pi&J;A&R<OWB80*EW:=AMV3S-9D5MYXQMKA^36S9 M.UM41S9M J9I(& D;\$F(L!>5 M!\$%X(97B128,PH? I0=E18S>=Z.SQI\$-I.H.MG3;6)+|JBB=JD#8 -L8BLZ M0<C+CI&K6*8D?|(C.U.M,F*1-L;7:7 M(*4@I2)EJRUJ1U9W GE#2"- **5&F*NK&A;79+0*8JP5|2>98UT/VIXPQU M.C0LT/LK14Q7&V@.LRS;-B.5=UZM<I;I|2'140XC4.)IAZGEG35I.P.0\$CRZ MN0.:JSUX!Z8 ? X@3:~P\$F9;3BP.*FB;#NC*U@)KUXIQ-(^GWP\$T"H*5;\$& M18|>X 9I#RAIG) "-2&KD F-1C+) F\$9NX\$5SGI9(+K|&@<=&63'KUD) #Y MAF\$SWR4PKH2K@T@9 A0:EQY?7TGA,(SG1.R/U./0THA) TD#_ @&1B/2:D/M 'T2QI|E4LOUBJKBW838'S%.*2=D12 MH&U^S5<6IW|"+|D%FO YQ\$ PT2,12H(4KCE*YNS\$5 BD\$Z&T5A2.Y? Y.1\$ M2DR9&TE /B/N.9WV.K2Q35<K+P+(B?1LQ&?)J""4<#H1C8 /820=|I/@8I 7Y7N/BE?"D M_"T9F?2MQ=3SQ9=C%J'L)Q^JUA \$/22%3K'^* "R/DQX4ZYO*WXAC=|P\$T M F@1>^(&+;MQP1@A TD^~4I&+|SZ*9@U+ @/ZB|Y:G^UEE21\$#(9^~^CI& ME<=AJA.)|=1#V'UYR.6AFVC8Q*? MV..4\$ZB14XR2#P.N.DH.9\$ZPN!CC0I!X&5@*!|D.;T/U_- Y@PIP&X (-<?R'N"=P* MFC3A-E.FBIGXR) #F93'D'YXH)5(V0'K)NOZC^XT1L'1.DV88Y6FYJ/CF<6PN60#I("RR1W0IAP@ "X"9E.APKO@ M.X\$Z^RC.^6>^Y_.0.H!O 9X@/7R3;BNV!^TN8.4U@/77.Q 4BW%JKTN MZZ,3'/_\$-RN)#/(3#)?.)+Z.&2%"I"|"E'3%") /ZDK&=CKRQ19,AH97X5+ M\$<@BRAW=|8@-T7^..XLC@WPY4.2+R&P;H-0P1N 8XD0G;G:Q-HCE&AB(GAE MPCQ/00#>SW0G|8289P\$;19-Q@I6@OLV\$ MHBCI|V19?VE=,P|2\$VE=-16'D:WT804&YL\$N*P|?N. O3Z62I|(I2?2BP@/P MTC+4Y.4.O1E|1) ^I.Y+HSX7R2D>W?)E*!<KDFRH4Z1+/RW=LPIJB(E3O #CG< MDBU%Q/4BBJ1+RP+F8AP%IBI\$3KDARTGD|!>?!!U/) |ISH(JL-EP3<@. *I_ =G\$;Q?=K6R%YM_8 82. MPRU5=DR-6C TABM%M%G;DRVGT1A.XC39G2A&.*MKJ| MA K #E8<KJ|UA3.D|>Y LNRK)CM|(GD3|7X(=SII'K+B"4IKY? MTC3<1&BP<=;7+3?:(7V.Y\$UN- :5G9T>ZL2Z|&JXAMB.;SKJE%CN&4B.6X#6* M-PZ; K#ZD;.HN\$;#(M08DI4JW2'G)TSG* M%(XXR).OR=".:222SM4J.VP|/JM#5X>_ #X4XB#P@-1)& MD?>#13BW2F8*OKOR59&=QS.NRPL#3+Y&R*;OV<%#ZF\$;\$E\$NJ0Q!S M5/8ZK=".;LHF9NB9:B5%;RTIP=MK.O2PIE7EA(CUBRV2#7%)\$G4H(R@^* # MR53FFX03W750<3A.'G\$5&R>F6F7J6JR1G.CN>@)RWT.@ "23=RIR%|/6) ! MV'GM@Q^ZXF4WJ|= "Q7ZR%:/N\$3C%:NX^O-P+\$E!9CV>HJ|*OO0L_ ' NQ>9RTIJD\XAK!|IAINK:RNH7Z\$3FREUO9R%>#-+ M;#66 .XAKAFW&C5#-BEDJ=*#JR=2.84.'8!\$E/KPTM@7IE3.*!%7A3WP>|. * M%WRH2#12.9IK'E158R/7')Y9^GJPM|HJ|6HTX@=E15\$V M.8Q'71P/SS3F^?2(P(EY3RV M8PX\$WS*M>>070_ #H21.8);#\$MN^(Q+EPZ8.-) M:KUC%GB8U@V!8!&*F^@.P|>?>C1=I@+>-)BX'B9I!H! "A=6J5VHIQU|=X M%QOS#4OUS?|3CMQ=| @_ Z041A"? =5L|>%L@51I19Q6F20P.*\$YYORU3Q:O4 M'N3FIHXM""9NY(&6#MGEGD+N>3!(AO39G4JJE<%|1?R69E MEL^5_ +U(D;W1? AQ0G5)J|""M+E^)|R"620DY+I >D\$1C5VDS3BH81O"X/CWV'O M>I4UNBI^T9I;M^KOU+K-V\$6_6 RX0OHE:C %O1EL#8V2"K^OQZ;18B|@.I- MI ""XX.4.7M%#XY<A%#XU% M4:P|Y@|<| "120."W:AEWQO|F|RN6% ADBQ/44+Y.V. 3R0C|SEES M?+4+2L +4&V?2.IA8+|ESO|&J|B12@==+DR*8Q8E|"808%:(NX+9;_ @ M&LU2 +L!)H>4%|E2EQ+QJ>|;!(M31X@HDAZ\$46UP->@&J|(N@.R@+V(X< M%*%*R1'.(&4@=;%7P7A36R?>.=BMR^8>3%+0DYUWT.PG-OOG|\$>*(V,/U=>E".OI?>=:-!"0*N.)&\$W.L9PGN7B+&".(!8C#- Y2C.1| M B6+P^N4OJR#>+..>8@>QV0>./82>?>+VT\$MP275EV.IC^MY+Z6K*4;@2K M13NX3#>7-AI#6")N|X14%#HCL|&16KL90M.Q:ODH;59Y|F<7MECYG? MR1.": 0|>Z7|?2.4NVA;J5@.L1#AE:HT&C M@R'O)YR|J8Q;+P@K^1^|VXZ).M1#>+9(L.W&+;|/UES"1_ @=|&H0 E'< QM\$=|_ E2 4 DRPAB| <3CI/8;K/TB)@(W?&@|"K:QZOI=YCKQ1K&C9<@;U! M= M10"1<1.4'EITQ+^YN1GFLY_ !2X+&|I|11Z>ELH:'1"> GK"7D)S&|W M1BFQOYZP?BA" (F^Y=<2K@%#N818BC<#=- ^NK|V|LGIJ|4EA\$0+1<1-8/3N M*K250/CP@(>Q@F\$U>_ N6-^ILQ=ZHR2FVX)J|B1'E#JRR="+-."EI(KE M\$4CQW1568!\$;+1%D)E;1?>D=2.1F3^L5R#*\$AF"C;"%39B?> "=EGLI'V MF7-5Y5->);NMJP@9_ C8B0?ACSGO\$WS\$^"(= S_ O MC|K|17YN7Q^8\$&". 8G@X5E0G+M*UEZM3FEY%>#|J\$5(B9B5K&G228ZCN7 MC%J ""B.CO# #+!-V)/71MECSV|KB-#|1# 4M7A*%OG!5|A :\$K1CGN<#%#7=0.PTG"U""7P2<D- M|C|<2U&:0P_ #SAJ|3TM8T018:#E5A\$&MG+2*4%#XG 9X8"4HP\$%."^#5>030 M5IL.WR|/ X&NCM(K<13EOFT^5IEZ8R|&# MJ?C|(D2^*R/N-/*"CZ5?|K(E)N'CN#O'U;>?PGL""(8.D 4B#I;(ATD09 MGA\$&TDWFUHLI(W)/8UV6CV>#7C? |Y^/) 5/8."7\$P*MTF7GQ_<G-C|@ M^D2M^*O."9GS@N=9|9DY7V.292IJO3FT1. (+ZC>9=U=2OTDW-I'G_ W#U^E MFR1? |^OOIV< MEXYVU:31 6ZT|TB=PM7VQUVY3H<9_ &9L YP.U|MPGX#M_ MT@>>D5#;1FQZ?<:%XEYL_ +\$S.8XC;#C;P=J2L_...P 5|>R^B80J'KL M^? |609+^U;Z>90K\$G1A.R16*#2(&^G&4U%\$U;T:~!|>+OX+U+^M| MDE|~|13L10&@WP.Q4FKS.F"02?I2\$|T|B|JY;-6EAY_!#D2.O%#KV -4\$ M@W|>:8.O7B42<=<=>66L|>PR7-<#? 4Q)37NV|S48WD8Z L=U^?QH\$#Z(17L2<)3W5QBB/PLAY9 M_@R^N|2A'DQ'F9WIX 8PX%#12.#1U|^"SQ.CO>?"I=V;G1ZKPI40D\$;S:W M608)6*TKA<=S18| J# Z 8L%AB3/*|GS410Q8E5U.\$#_ N+&0YS"/=5EJ9A MB@UM4\$|ZH.'#% U GKHL0#E1B=EV4H1A&OFCT-ND)>58GY^E7836.662;> MS.X2W>N.=I/LQ|<1\$5N5X! SWQ?2W(ZI"/:LV_#&=A8#1;.%10|9<O' LKJ|0S#|2.178S_ | |S2:B%|U^0A@>GW3AK4A& MW9#1041N|TDNEW\$|MCKM10; <51U^O6!\$S?|VLW?214I6MT\$S:HKF\$&L& M-LF^FET:H31327C*?42D- H.7.U)=PNXXX>9*P'FKI=%86W2/(OT5#%M#8A(M<:IE>< IM!X1B8J|/U:|"7?#1+5<87\$V@%G&3+G6EQDYCD\$3D#UZHK^< M\$<3A@|JR566I^T78=2%RZ;@?2VB/MQOM:~!|"M)0="1X3M>=+KYYOELX MR5.4I|^=CZ4&L\$.\$A PA\$%MTHT8BC9EE_ * 4? HLXLS_#ZK*U^T+NAGCMQX|>15 M4\$'LK4 EFPFL>H86XJ| <=>1-\$LX1=7_ :G O-7|C718-NCJCMR|(VCRO;+ +G2*E=++4G MV&C/Z"U:9S_ %WP20F-LE&I0C@0'O=-B|_ =5-LM@O82D?>=|Z8K03D|+ M|N!Q13X|>Y|K3Y*<7QIQ=|JW=5/-D3.W8LJ|N:ROW2"?SM)V=H7MK-6" |2Q9 MGAIOX.PLSU;X/ A^KO|&FW36IW*)0^O&HDI:7|J#XU.IQ\$2(M2|B>E%&-^C+KT0! MA|?E^#L(9_#R+ +^(U+6X;%U++WY>? NZ(KT7&+^Q1M")=W1A/Y32HO^|N9J M>1P;>F730#EDRK<) &C^TKPBV MV:1T7TF.L:1L|(+6)VJ9V>J5Y408#^1JW'UY)@ @>D_)VZ'WQ 8P4C|F M|K|@B15S3^7>=<^Z-.CB5=>F4 H6C8-DY=286|QHO32;G"0A Q M+;WD6#>W>36MICE3M<5XL4+&18'E) &|I0Z2=JE-D @Q*U@- E!&!/@5! MTV.LDMD+...CN&*2*U49D60T=TN:SSU7K.;= MY|(M.WN/US_ \$DM?|RPWZ2|RGV0ZJ(5^GQDI3%.29:B.17HIUPMG%; MUO'Y@/@K3|S0? 8%UCJ|&WIS\$WVERFE1YJH XP*>V>RQ|&Z-IV<+?U|NIG9 MSGVO5(AC;_ ^>X=5H*=%D@|I/\$RIR%RQ"9U*7(X^! MI|:(?/PS=5*)>N- JNXH^&GN|18XB0Q^QRL0TD8FY2CUD)9P<.9MVFU2 M1G>=<^4;)Q@SG=K.J9Q|?X3Q_ &#DZ;I#7\$6L.IFKB%4G<17SR4+|2NPP M:YN*GIAA+^1@Y8MNUGMUE^23^ V;-X^CPH.47D(2IRYBOHC M|P>+W|#!@QNI&B)^T:U3-TTG3A.K)^C.WO.AE/5 M<151 D^R1*6IUW>H&T:7JX*:9AA(|Y^_ ^X9XHM+5V.IWR1Z@O/6T0/LK.KK M13R+L.B&+DNB|/HLG8UB3Q4FT.(ZB.C/T.IGN..0-OKTP0C#DFF SIGG^ MRM|G8L5|!|P|/MV78R>4UGSY!=|JEFDZ|SY^U(LX1NX2<\$.4YX27?5T4DWB+ML8U7W?|!|CWT;%YKE /U=7B)B=5U^0WW-15W8 YSKVIV^YO" M(YC?6'P5 LH?2OIS.9^>#6KGE%+Z?^%3KBD_)JVN|C):RN9GI9Y#W M1Y*U|EZS@%|V(K_ (G=6XJX2I2I@*; |^* 3S<^1^FMDW*O1ZB|>G) +C|Q<13.3^11 MB?DEFFXV7DXR^|0L.S2)^. 7*09-8+9S O6.<=7L0& MPHJ?W16\$K5L8Z5V!>5:19!S2L|IF0I |BCR /|7.1|<=>JHS25QAZIE*;>S MQWM+B M.#9IWMEEF|J1:K1'914790D&3S;9>=6*#;)C|84&I^78-BJZGYCW.IY/6| M.T&I+VG0MAI48.B7|>9ZC(B* |3 MIVM9NO.FO)>@=#T-6/0PA1E0 6^X69 M&9_ =J:2)*("Q>L3!6HPXS\$379U =>.3A_MX|>#<=2@K_ ^YF9ZXKKT1V0U:BEH+6TJ:O)*S^N19#T6* |%#H7^2JMU%#2%Q"YSP""|WB06YV63YWI+JX\$ST&O MNQI(2BLD.4I|(|K\$Q@B:|>V(.8)9.L.KF(E@809OR MNDF=BE35_A=&7M? |.GSTIC/7VIRSSIR&3^W|(>5.2)A27W_!#J|>!.M%TY6#P+XA9F|G3Y@04W6>2SIP\$Q1H:13I^VF_3BS/"4"G6Q"HLXK:#4 M%)K|^G(KD.)D|HK4'T:H7'R (4GXQD).?F IDSA_ E6\$D>=XWF*7.W=FD<0N MDRM+M+J|7^S@2K3V(UGO6XJ718T^@NWIJB2? (2+G^F6BX\$?N1VBCUP\$6I9 T4 MKO18EC RG)U.VJTIHY>E T\$GH2B=>1LQGR;EVV ?IX5M*R)4*>IQ>W%#H9F MRV|9L5%3;=>C YC|PI=9- AC9R^K492/9N^L M>O-SOE^X0!0061|=8RZ M7VWN!|.L\$GH9C=9JG44M1^!O.DM1B5/6W?^XG=UB=Y;7H'D#H>=>|I'=HGL-*# N|WLK#8B=>=|N|9- MU1D+18F^H78L|@BFH:P&T^M|6A71|5)U0EQI|=R3+ I9U\$19C^@:4VGGMH65(D>?9*M.MIZ1=I=F-G=NUE.F MMZFBN'R:K6N(F|!&\$9C|>3R.N#7.6XM2@#Y"JE6|@|5RP>#;"U^*K;# | M>^ ETM6C&PU^T=I^> MB_|C297|M_G3R>75I/RDTAM+M|I8FXTK0& <%KT#<4KM/5MQ-"WA(YB4Y\$ P MGG2"HW;W2^M.Z1DD6#L7K15.V-2P)NDN|+T^|*(X20JA-STNPR|/R35LO M9H|-O4S-IGJZ=?=1202_26")|G? ^Y.LG.DV:FI\$|L^&^U6E;BD/M9%11) M39_+EKWS7; +2A@U1Y9I).H^FEAT.\$R'M7|'^L KZF2 MVHO|RISV13IG9RZ5N(&^&7N &259:SOKJ? (1SU6PX?G9:6^9W2IZR8^T M5+S\$;9.R4LPD5H0K14B2:OTJ9_OI(9_-RQ+=3UC?0S 4GN\$C/^P7IX:16K8P^>6.0R5Z= MCQ\$|S?D'|(B"0KB?V? 0=C.ZOHY9P8_>N^F43J)=S= M1|7^+^VN09XJB=5NQ>IKZC-|23.2U6Z=WU.U@=H^16 Y8UIJW9GM|S8-D M2:HL81O_E3!&X&|MB\$NTI|ISP\$5FE?I9>R) 1=42&UTSR9TDF=JA M3Y#141B 2.WU.7.YM.E;"73W+X9IYOQVLVQC#>*&TP:N_/O@NC"- U+6>1Q MBU?290TLL9'E-&I C*|XA"YL-=/5%3#@G1M|YV^Y&HRI(\$LM_X%G1WC(E 4| MP6JES;R=?T@ASI-5!|DJ6|<JF)OX+D1B\$PXS'9(O1OI? A|=Z+NAV3^IVN M"MU7OB(O1?2YK^N?>?R)GAZ PREM(VE)">V;2)9I2Q|/JN1HX92E.MH M.X10L=UY&L4I>^*F8.R3YXHH|HBA.C_@? P1X71618F43A..02NP|H2H01O-MO7\$SC3=>1J.W_!103?1>U0WN4F915W(83UKHMQ?MX&E>_08Z08Y^B50=Z7?E M7KE6T.SQAZJZV1^V+2N J5Z>713M6^FY^+T;|=R Q9>W3SZ;YE92ZW1V5^VW M<0!(B.(OQ%?MJ.K-E.N%|L Z6)\$;/_|^|K)^DFB!>)>A V4ET1<=>#%#X=A(GD3B;C>#^*+;4-T^UX;W^N^" L'JWV|LXWA.4DL2.0DKM=8\$+(HY>_BF2P3F0NPOQIHR|PGH|"Z-Y\$E*;WUW_24(SWO_XT MD69<KZY3V\$0C|@=FA.6Q+P.7.G_ \$QFXAU|N)TVEJ.(K3I=4GLHH\$*=KU^<G.MOG \$GG|QI6ANU&N\$Y3U|X/EV|UNU ^ZY;80YNO.DW10|&Z^_J;8-MQ.HN8C&(\$1FM&>EZ_<\$C&T=F=2=|Q0?;U796MHG8VEKA@/D>E^""^>=1E(F-MF-ZQ-F-E=B=R""#F- H-1|AN.ND:W5H(=T196@JLU#HB-U9>B11+660\$ M|D7DB9;^&I?I#V#44AC|^>);(PLI?#?BG:A1A)OW+ES. M#H/LZP.C+ZV/PQ.R0Q|95G60/=&#C.4&=#0S.I0\$1|=+6|YC#++T@R#_5NU MG5Y72?>56;9!S9I?OZ8=1^0YB(6YY9U9I7B1L#R# |N3&T|^+2^E4#&^O1B^ISWYX#4P\$5%P! M9@3M3X^7^<N-WX(YGEEW DT-3&IBSW3911&+OHE;^H\$N9^V|^>^> MWMO^O? GY|^*W#1= W+I229Q_R/L_2-3^YLO2|N7I9LOUUM3L^21Z1)D=Q>G4 M2I5N R2?#%@-XN:73W+KH<-0HUF0Z(07^)"F>C@I=C>12PAI^Z%&@DALK M.&6G%NQX7@.IFJ|^\$*I2=N;^<(WT:010B^5K13LP6U/YCCC->60^D^>K1?#ZOLIC N@<8 VPOSB^U@O/LG6D^U4 MW=9XXS 93:7/2HZXVO1K4V(-U9IER1_!%8R-B.EI\$F-V.9^MGBSH9L7 M6GPP\$;_QZ&L3S&^87#;PSR@9^I^I^U+! P04_ "406=9BV\$D^OT4 M^T1_0=I^R=&@M.C.R-# Y.S.N>^ DI5U9<H\$X\$GZ27^5RV:K1K\$E M.X=^XVS)=CSCJCC26LYDIFD\$(D\$)&XK0_*/|^?7;_F1X@60DA(F=IY2EM0^MKN|FT&@<_7? CTO/NL>=>?P1080Q^WL6|FWJ|^+UOMT=I5_V_0WNY|^>N42 M^?X2YH|^@ICLGB7IGT|^>P>|Q/GWWY/5Q_WAFN_V39V70|QH>G@S?H&: MS>R? YZ>V>1Z^<KJZ2_H|I>=&_&O\$Q|C+U=O^1.W/G^O.WPS%""_ DIMQ^X MB2PPS>>GC_RLMO|B=7IPV|P|V+AZ^5EIX|AX>@X(^#U^YHMH|>) V;1^ MG#&OIC^ZD#_/\$_#W_ F15^38/QSTAX.4^OT39T65\$5%43_#6>2G^PLS7EU_U/T/N\$;DGBOUX:8;LV%_9Z M&2@Z3069;JN.J5-3NQD19ZUF\$*\$#EW490L= I-UUB(3WX|ZSTFTYV|H&#O MNS>2^1EY=PX%#KPE42_9I^|WBSAG00L^26GDMHINKW.IQ1^5T@42XGE|C^W MIE#1&UCD&_M6XKKEX.L49P+^S1M^I0I|34K&A5I=QW M.M0\$1=73\$JHT<^2^T1_7V.2D^E_#1^R)U#>I&L42+^9\$9|HEBBH6HMH" MW=;&@0N>(\$_#M)&4\$1.4\$T^<8Y|..M&O@^" MPGL^?K.A9I-^HP4=X?<XOOL1_HX@UG=>Q.I.C5DIF4P#^L|AX MA<@=HPP#^H16DPXS8C|RBYSK^R7+129DGSZ>>60>)GPZ6;G2(OK21.7 M1+<5^@<STTC|0<_I^B^4U&+^712C6B8Q^RD0K;I&- R3V>5B^H/73P^QFO|^H|JOU+J|/=>@1G+1:8740?S@F95MB;Z)#14FO16;1B44J210^YS;M=7(=0N@2ST2-L2A+K07_4=4D^QX; I&N^EWS%NS;1@1N@Q.7N\$F030\$ MXV?P;#P#1(U4T9?2(SF5PLVP1#6V0I885/3BQ@>=ZA%Q4|M^C1P.DVH1 M>15%(*KV^28_>@F^<C

M8M/I.S.=+ZV9=<I0>+50E;>Q59#(1+^2NC1W M)U>^"DJ2EL1.5(02B)=(<0=9X! T1H1.1:~#J#0T6A8 -(2SM24+~LMK\$,X0!@M MB5"%5K4 IIRV#G>^"
[#ZJ7FE..OPAI;7N;EQ).1?2>FO7HC1G1 CS.4Z!(@HS M=913?IHP*%4<=<HRS;V8V1!@K%J#0HJ5\$=@B1IFM>UO>@,EQF.CI.IUB-MEYFL%-%?
7=I9D%#H(NI-S72V>+08M1KGG+B7#>A%*Z9+XS4B.X=CJ+7>SA6: M8@%==/7.EHS.L JU.BW8N:K5[M>INA@VF14H. "+F:00YLI>V<6K+@)0M1)E
MAH:!!"TFN0J9:7D6KBU#1EJ.X#*4HH4L5U4S6>8"L@X"EUG":L.FF5D+Z2L MEEW4B(C QJM7IH8B/7%:T+5N1+8EVS4M'@QP#YK:15@?<
4V5!#K6CF1H9F=7 M498V0T7V2_FTX0>S^E!AUGFTS!7<S SF<I@OU!5=V:W^*M=^P.M#0Y9/Y:EUN7:K24O&Q:DI5B:~35:(FZ G5=T4=
\$9@NPTPZ>F<^VZN4! M: H;H18JQ6KM02U9MB*7. S1R:B B M'SL:6PN6M(MLKBAIN)Z JDMT/F> \$W2K4!1*7+ 6IURETOQ\$S=^!J9GD& M/8J-IO-
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MI!%:U&F-HDBS5HDMP3!N<.:3I55HXV+~"ZTR.2L?R=C(G6/5=TGO815BV'EE5B= M2U(+;KVJO?O!0(06);+M)A*CS?
DG1Q89YQGB6H@V1SZ5J0C: KRG29IN.09B5SIZ:052M)CF"E45F"IV2V18+U! WFLH1XM=P> \$LHO: HI>+Q!FV MN#@6\$.7#<^"K8U4?
B'N&L=3WZP!^OB!% .07P:4JWU/G YJKWYZQ2!>V>K!=FFC%W/8&:IF:K2@YRDQ!O:DL*=-8- MV*=-/T:GN-
#Y4901PJ!>IS5*%)PMWC: BCG!M+ 3K586Q4+ P4!>7K MUW^B/ RX :IDE.*0H*9^M4P K85KXV!7#G+X+! 1EDK0PX B.B>HZ\$8KA\$D MKPIQ
CF9D3K\$=1.HH) ^8*M!K&1X\$5C(BT?BO1 Z'PRV'C P4K58\$>D1Y32C9 MVIG8=O45Z:C UXR6B2T2ZK7T").?0B\$9)EB^H;NW*74ZDKZ@G1N!
(PLGE5-% M9T\$F^X&=T3T.LGA.5C..NIZH^CXTI(2!RP2UYS:8-QE *) +(*6GWA):% MWME:~IVU?_B)?YBIXO(=-_=\$-
^J0^1^XZCGE1YHPXU X%6A*(3)*JW M6>S^~\$E.T.N02^!)HJL&VLFIEYB: JB^<(K1Y2V&9J7#1!@>?M.X18^=O=L MVJHX9(!%83!E-X#!
<^P%& E4!QI75ZH4DDIPAC%*8B!B(XT/GIE5JG/MMH!9YF=9*FOO^6L+~!L0S^'23(=T&YX+Q07Q1ZIN:4EKKK?B.IBUV!_A
MX:A S7D@E1>95.J1!D:IO45XJN V0N(HI\$;32;DTC<8%*8\$.J%<8:~TNA% M2QK-) +Y77@J&>NA*PV6@5IF N2OH/>(<=69N<=(T/?@DPFC-L8.FV-
TZM: -MY J2Z^CGCZ3@LNIY@YGVJW2SC ZCJHED+!+1KISQ-G+Y!AVEC1@INRM3J: M+<9:~LR6(J0NLW4!% M<~>Y5^<682^252T?POOR+~#TY%K<:
X.P49K3>Y^4+056UQ02%M.CJT!O.D: ME!5Z.D3! NIOY>= !CME07/DION:~%C!O:IR>A:D!6O L:\$LPT6Q!>S0M8!M(WXT?TAM4%&\$<~!
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M'CR0?~B!Y2_QBO*JY=K.Z.M'R2H\$.2@ZF1 JL@4**YK4Z_P3)C!L4%8LX5 MQHJQIHOZGIF#0!U U:~^V7A!YIBEFIS-1TFFEY6N%>7(B!+1H98V+QX
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WA~5%@+~C\$JN*~&H4CVY+~%ED:Z!1^0&+~5.D:~1)Z6I\$190\$=~CL34DM&)J\$~J@>@S3YV126CR~5@! MJZ!@:45R?
#T=JY7OIKL.S/E:8>XMYLOD'<~>~%5V0H(6Z%:(AX? X!#M& M\$558 !A5<~3&I5%MDHXYMIG:~\$!C? (H!L:L!H&_05=/Z:NV_S(O:G H:L
M9+<N6<E0PTAR:1F.KZ2O?<H+!U>?C7C:~32:~.H\$O>~<0&0B91W)YI>5HJ2! MR=^~0YM+179 3?HD2P#693^@~.JF:UL2:@AMV16V%1#U(C@OX30~!F?
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QJNU@F.AM+VM1:@U=WPIJ.WZWAW!+B\$^G MOQ&>~?~78=6TG?BE,+32F#~:~&_0 (TR'3O'HHH:T!T!O*~J&PN..929A-MT=AMS>5~)&6.9>?;\$5%!
I+KV#H3K7H7RNLKH8J!2W.04<6JO(9K3XF4:9TAD!4*7R:DIE MT_22&62F!N&M^T&E&~&KSY7&@>~R4D7P R MDN!S4!>XK
NAJ:32+1@:G:7CIG7?C?XJHS0.\$% @.68F:J8+@MMWVCIAG M.XV.71>~>~<37RP084M=R)ARM^<A4!O^?PM?<VP:~SQ=V08+5)2I2Y3!\$98
MLYFXB+05#W"2Q(I=>9B\$R3T YIBE#*>~.E1^N9\$A^OJO.D!<=3N\$Y7%L'V0K6/8T2.9.JL(6'A:I:4C6J?&6T:Z OA7FO/>+>)VIPVQ9WCN4D.JG
M&@Y:~&BS^~SGJG.GH!L"KM:~)P1)LMXIOE8>RMB6.9@&~K R00%>~MN4NTA:)3VDP7XAPFQ%TX+13ZE#75J06Y<"PB(?~M2?
7H=CC1W4~0DK0WK ML5! X.F:~K:~K1Y4REJ!V9<9OD&B9VY 7?JX135FV2ANAKVJ7>A<M:~3H!WJZ M/U!+ P04 ~"406=9:A3*\$M4D !N9 %%0
~!R=&@M.C R~#Y.S!7 M8Y!L+GAM:~U!67~!Y+N>~!~7=7W7F:MBZ=>I(D.O0AMQ22~#WW~9&U29@& M OX:~IE2UD:4!<
~"B#GBHKG:~\$)\$(YZO*KW*IRLSZ2JH.9D!~I3GB %L M^LMC A~! (AXRR IOI!>2SG^!~JZWQ WE+W !P#~>O:5X^>S^~I929XN
M!SV:9USFLCS>GOT?<C02V?R?XT.XZ.T\$E\$V4V/PX6~?GLU.OH!SXX N^PDPFU.9MF!~?Y9.)4JA<~A5B~!JVF8%Q8YAA~WX>28Y%&&&<@&&9!
MJ4Q02HJ!<#S#DHNPOG82.AE/ ES_1PDI 1!~+IN4OCSINEZ< ~WGR^2G MGIZ\$>2GV25#&\$82+YJ!~UJH!>~!GVY:~>~?~2MBO.V!+~!R7!
M!>I=JA\$S:3Q1*GL3Y@:~YTYTWRU25BLIOU!^Z=..IZB08O WJKX +D/RG M+XOT^&L>2H!W\$V22 S>5! 2IGVY?
GCCSR=+S ~%&3GWO#&G&2SR:~O+RBU^O/KO!<@CLP50#P=O1IC& &RW%>~#N:SVF%&C)R/1MM2@!OM00D1 MP:<<
(F<6D5F8U?7)ZL:~\$SCZF13YVA~2UPIX.DVO:G/ITSD^VEI>FX M Y6<~<@Q1H14!BGR>IS8^ZEF7AW>~!+~\$ C!<~LGO^ID!<+?2E+~+V3%F?
B5W&MI=B:~9I=..8 MYV5).Q&3BH>R+(V-6H.RRH#~\$!)Z#@:~TN4C:E~Z!<M>~>^>D:~Z(9-U!IA>Y G)~OR6&R1R."\$U!8CN~*~M>@~2%Z.35(\$;
M:~*T KV/8A0?R8?+~T\$EOJHEF9!WEX!U^OQ3#)P\$6% TRX- D1X4T X4#Y! MP*@\$~!X"XRH!?
5U!&S0K0W8H46G H24C.60\$8H08/!&@AB7Z8&DFAG:~Y1L3N3Y2S^~L0G.L M>~%29^0=C:PUAB690#~!H VCDQ>*F
EZ3QMO:~+)!<=W:~5TZC?YXY3V15G M7US95W!V=O<~&7WDY1:~P76T7)507(7!Q MMU%X)1~#~GG:3L+>~(2JO!~JN+J% Q-5M9G?
>XK&N1SD\$~00ADGD:~DQ?7 M05.803.T<@5.P&~# Z2YBIOH!VYA M!9J!O2GGCFM!+~!%&:WAMIG)S5
M<~\$WLDWG@DM! OML&FLL Y00)WYX 5WT>5X1LUY4XR5@~X54!EY12/@&H M:~(3IG&M#7@3Y.~(HSIOX\$W8>+~!~4R+~!DRFL)=%
/(~&0UGN>BPZY M>=SYI?#\$C2#~T^6N4SXTQ90<0T2>P&8*FY6FV7#~"17!\$AB'T:~!Z'8H^_ MA:3V:OHF8F3\$E.1 G5D(CJ0\$~7D*D<@)##PLF"4.OE">R-
4563VZ?3I/C87>2\$~"KG4&90Q~MH0*~M.F<~2%CI:W!J'X!&@&O (DK~!U WGERF &3%AM/XSK'F@YNY>~+~!
M>~JW^!NES^!99%1QTIPAQ)OJ#J@B2582T^NBW/9>ED:BWT77>2>0W8T?P4 MS4CZG~N09&JWO#582Z2+~!K@:~P4J7(Z~60IMV%?
RI>~F"D:2Y0+2~N1+~@NM.31V#~!@9HURG&@9>0D-MA5UP#~F4J0\$1FHN&4G>S&G>~&J!F:~799~9JZQX!810%\$50EJWG-QH#~M3D+PP0
Q@?7.KH_8N R:~7AV(85Y_1H-07 R/!ETO<3!3 S4IR>~ORJH. ML\$A6HO@L!~!ND :S=Z\$J3^BD&X4:D:S'O'LPR%~HVGO<I?#1)9W!8P
MWDL~IREP=HHX:9007(5L4FYM)M?~+~2QQ/IU\$~*1^D!M7J=J8)\$V/AV?3 M;K# C!S&~UF%TI&RRPS5>1#~)(~&~Q:~U-NO5=^%<0.(N#&~
~AHNELF MYW(U!5EA.ITGC F26+~!~^4Z09HNKEUX6T!B4~%K&K!28!4FL18K7@=03! ME:Q<~Y+!PVR 2
~5IN3)D^A=6.4> G&1=G!Z=V%OS.18NM-MINPHIESPT.B29Y:QAKK1VJ!XK.~^BX5TG~% MIWF:~H+V~%*4+8L36N!L@7&D+MQA0X=+
~69>4QG7X.F#8 +UG^!>D(3 M!F!4KB@~@~(H1B4)^=APVR6AZ#~7Y:~%Y\$~*KUM:BP.3W_B8<~2E+G0
MYED&S:DP10C/D(QD!TWD5:DFY>/G3S:=O~2N:6MMH!DY^8:JTXQ413 MT@+6LY9Q!NV8AA1+~M@~&4TGT M4!RY53<~%K9_I3:
~F9G<~*ZOR/RO3ZY.S2MZW:1=V~LE M?>WJ9Y?E1F>=Y^<~P%L+N_5L!#~+~ SJ:~PW@YDW#AMZH!YHZP?7H!~AZ*?~N0EDLA87D
M!<IGR:=7BH!A!^6AHK>~>6^A#?F=0&K4~47341 MIMMJJYO'FK30BA5:C44@J7U!M CIY57?T_3+~(W+!>5^*~76I<@TX>2R%1@&D9P1/ M8
~\$T(5ZRC#<@C!F6! GX>SIU22%76U+T^X^XZ2N!9B9 JM&~<M<G~T?7D0\$ZX7K010<~!@Y:~HQ:J2BM4B&ED MT
M3(N20'TZ7^DO6%*BDN!K0PDEO0\$O/TYB"RDUB*7UMDENR\$;DO5LRIO>~!~4 M:~XNM1:WZP65YY &9!01"TZ(9K+FB0+~)JBW2A!&J=IOPK
M+L9QD&3BVA\$(EYPA2I8%&1G4TB>~957)*<EJ_X0028CQ"H0?7(C(ELB.E8BZ~!U?T M?2LZG3!ZW3H38LON&V6V!~W>Z~!~*~<9IE1
~!QPI1D?28Q7KQ1JF6M C.M 20AN8K'9J=FBBZXYOT:~<H^H@5!<C~RY(K!)Y MUJ?C8=P:~>~#WO=96S!J75E62\$!FVCYWD7%?
=>)3H!L2INN=I?OCZ^T^ M15MMSW>N2\$Y:29G&2VOKTJ?GT_Q^F+~\$J6NU>K>6<O~LL5PW:EH5L!ND M738%*7*LI~!%)!0FUSYISI&0OW?
B:CY18&V+~#(2<~>~.D^M.3YV"3DJ M!HHGK#>T<9D&_0H!~!C~!3LY=#Q+7I9G6^P> YFFFCQXYQJSW~&3!P(T M@P6*~A&R!<~)ERZ33K?>O:H
RJ/CRCF~?F)~^~PW:~!8A=VW3#E@&:(VY# M1EKQ7GL:26\$3!&FHS>MBXNN1W1D-1K4SXT\$<@Q>~&~Z4P:Y7:6'OY:2#M-MSTF8.MC\$1=j?4?
EW6G1%5H2\$~SEZEY!G~90+4YIS9:~G!G@~9W92:7ZL7J!SG)\$5EQS\$PX4P#2^~P5!JH10>Q@K6HBU:90~!~<~%B3KQU2=^#2KJ1
MD15MA\$ J0U#~!FWR>QS/TD)WSZIUJ!#&P:~J+R@EMS2!B.UHW.LO7/Q>U M9^<AOXRE.8!U'HAC@TZK<~2K4D5D%&G:2E@J8E\$~%
(F@~\$E&YEEK1V1W=^~)7Y=2Z8XLOH:5\$~<KY\$!+~8M. MWY!~RF#D17H!P!~!%~2%~E9X:"H:2IX8(5S:7SKD/9&~\$IZ>F33FTETR93 MJP*
!ZFFP>DJ+~!~RH_H!5*2G.4~)N2M@Q4)HBZ~&~!&@P5G+A#<~W7CJH!P?07KMLEYCGW%~M!14!@R:P/2~3PH#1/DE=4~"54~N2
AGT!H8:7 7"S M:"%N<~D@~2Y6R-F&~\$~B!ARO L9H8C~J!~"DR5DSD+ VETW9^!X>~!XTCXX@ MG!Y!XNG9/!\$128:~>V4KN9P?
J3H=U&K#~F2~*WOL:YTDA<I@!K24IR+H~M4V# MIPB>208!6T23N.VA^F!6=&~?JL6Q=\$!T=JZN\$ONI~!~!2!+IE85 MSV'OZ"IO:2-
Z+91009.Y1ZB!<SI!<KJF!<M155M!#2%K1<~"XT"D%(\$!"M~>=DFH&724?2/C~0E:7!3T252!\$ O.NJK@:CZV8FZB\$!H\$S968AUDT.9
MS"E@U0XT~!J!D/K40%~!RTI8F^!\$441!~.874Z.'B552G "P7:~2BS7 MAN&>~!<2%~^5@FMNE(%(PP.E M2H!@:~6!5C140N=6F!<~
!HZN58^27C!~?Y0:~>B>@ TZ\$SU0@N\$616:4#<O MN'E&H7>YJ!8AW:62AU!NKUO'TGT MJ:~(R~%JRHV4D@8B:9F76B~R! SXOO+ MZ7DY=:
!0RWAD~426" TZRG609\$TZX 661\$N@M\$SEZ:~XIO'L(86L&I&2U M/MHYH PL"~>~\$A9T!TRP4!A2>~%5D#PH4=I27:~Q@JQ!LZ0&SB N:4!JN
M:HOC"0CJ+QWC@L:CU&U+!8~!~!A2B=IR05=..W/PA 50SC!ZU^""2K^CFT MK47M>0!\$R\$E2D)QM.#:41NOD4*~2!9@V=^*KF%G_ENE6B_@7*!~_+~
GGHJQ2(K1PDW3>~\$LIV>R~!M8?7TDU3^!~NHN!U.GS~ MC%~N5A139%@3H6\$~\$E5%>9~L=D^CZVO*302T/8!3?P!F#UTCL:~3LU1DO1 MNU^Z
DJE64 ~\$K!BOP~Y&G/GYLUKH B MMMX" D29UCT S(CZ6!)%>F>~<#%XJ^2~!>V^/ ~#ME/8JOOP1
M-543CVJKTVEIIO6F.CJF1CG) F=/\$**>~+T9:~!LB1=JUDXRO:~>VCM2 M?
\$A:~JZ^<~D&ZIZ^GC!T@BT!YU"05!2HAZ7B)DUKK\$K43R!T0E^092ED
MWN0E!2X6(ZVE~)WWT!ID1W0!H@~R^BXCZ!UH3X1U!N5W8.0Y2<62!>~>E!FXW M\$9 +~XRB\$UV)H<~!%~!HT+~)5V M+2WIR5?
NE!N3IG^YCB! M!XU:~XBP002!>GXUFZOB36W=~~2(G=5LM:7.87 M!>2X"!~LRJ!~!6D040'E2 ~\$&DQ>~!CC%~W/H0Z!@B/F(0534C.9@~9P:ZE2V8?
XN!L~#EH!~WY5!22!~IQIR M=64C EY4A:DX Z9B\$ZH'EJUHAN2.E0#Y^>AXJ~WIN2IDM-DF>~%S5H(R MM@ R.X
A.FN\$=BH>B9YW+~4 VETP#YZ>AXI &I6*~O:~\$X6D\$SVDV@WER? M""?~C&C!J9QOWBWS M9JOYV[KJ4)Q/Y5Y+FO^D+~!~L4#XPT%HYVK8
MK@%K&TG BBCH9~!L~5U/NP#181R@Q7AW!>ZGYC!6!EW<~<KLS!D56Y9Y2!MB.K5>R5(O AZZY0O.AG~<~!<Q5B~C(R\$T.FEU%~+~DPP
TJ~YE%1@.S MW~2+~IV= (HIEG>B9%NNO.R:8I9=5@9W6MXR~TFC M1K>~U.191_0.X0AD~)LW2FMJZ!<~%\$W=JAW ?? M0ZCUZEU-M9)?
+~UW<~R2+5!~<~<~<~(7W!+~!~ NU~1 MCDI~Z!~M!B!>~V.FL!>~GH^+~8VIN^%IE52WC2!70YUSSMC~*~\$D+~>~!R!
M!~NBUM#64N~CLR!2OR~JK#Z~>18"N9 NM2~!~P6AH%HOPE!4_06^K!DX946N!P!2F2MRRAO~&~(8!&G&HEO9IK)
!<~3=V467!<~9@2=..XRX\$SVIZ#:\$Z><2&5S~MODW:&I2NN&1'S9LGCT\$MWE(C+NZC:~ADH_M>@UMG8GWRMGKGQ2X7@N6H+~!<~
MSN1Z%\$?~J3\$FGD?>5.9RM>~\$S&~020?C.ARW!KEKJZ!>~5!S BI!PQ MF!60LKUW7236VWCJC 9F3D\$4P\$~&K1A!<~!~MO@~\$~
~*C!U!U~M@UR05U2>@Z M~<@>U!UHG~*EAX!K16K!>~>XD2@~@CJH!>9Y:IOJN!H!T-39K!~!5.U\$~("FN19~!U#0VS:221BZ:~%U/!H!\$!>AD~(P.F
MSB"MSI?D* TEJL0<~%&A&L+~PS(R9^2.YH"DTRT/NGO92!MFHEUD9PV/ M(!?>IU?~.E:B CORM:~NU!E 1!H! M30E@43CHL!#4CT:#07
C_S=+~B^763^V!~!~EEIE ~!BG29GG3R>3V>=ZG~90L FJ\$Y2IU.7H-QINO M.S.C~*T^H4B\$ISR \$YKRZU:0%~PFT\$<6BUQF!H:0!#P0RIS/D
XER2D= M4SYM#8!B#~!H5KKKR48/QM=MH:R.M+~7OHIZ!AYVZU)Y\$(PA~>S.A\$U!MRN:~^N?3!&P^<E0P.M\$SF2J.(1U@H~>TOG
MNG40>4.XM.M.D!Q2:0! H0:CL~X3^VR^E+8(9T<? Q JIG:Y: M6:V>YE%~V25>XKY MB?
WY C!T!M967!\$>3X@NM0E8P^!X2&W2A2N!C0\$50IBY!)^8120(B!D M&~N.X!~!@D7DMB4.MZW=NP=^@LKM MGI!JANZH~#<~4!<^EF9H!?
LEQ@R\$ZK+1&_ON1~\$~IV+~W-9C&N4Z.NIB>~>?7V M~>SKHPZQCTV&UAFDH\$=\$U5-U&O/K:R4:~LN2P:8FWJJB(KJ?H@~BEX5H0
MYHK6W4YN1W2H.KSEFI<~%HAYI\$4I&X00T3LX=K< D@>~07>~)N.Z!~+~!V8WD:B5%6>~JYU!P!LX+~A\$9U~DG6~HJK_5\$.

MRB;>#ZM;R#A13#7QOWBRIUUGD6?B1L68)3Y(*E)4T\$598X H=4<)%RUIW MQI@%5XIKK(K?Z>:I0UR,H2TH;RP\$1"16VJ"CCO28"W\$H7HTI\$4I+& MIA5.P62I)GIMLR9MF6"A> (WH3M@""X0_#0A?>#&#-RH2MEF70AJQW9UE"5XHQ M#@27-1TY1?"K+0&)U-1,5G;N1.0ANTA-AJOL1.8BAF/IO#J;+H<2?1,M.9.@N\$^"HN"UB)B^1)L9"ZYZ\$U1YJZ\$Z.#.KI>U!>DT;H)E5LTU00^ENW MG-3@DN#E@*4Y'+6KNX/O@G- (>7\$1H>1= @7V3;W-WFX.ER.1^1LV75 MG>IG;1#3ETE)EV.Y(HSMUQ".O#XC1<48*JG\$#&+F^#O#;*E>OYSBJL-XDR*M8;\$J(-PTRIOK\$WWM.V(O1YZZ1<,%\$7N<1WY(H#6"H=DHT)AJH"=H=WXH\$XDP MZ9= (MZGQYQ)JU_U=X=D5C#*E51- P7NNZC900+>#>D=SP;@Y@J\$JONQDCTX_OU M 8f1QXD=>JA[K?;J7-GYABA(BV/4JXN^NP6UP(I)UNZF#Z1-4?DZ1367Q9TKCZ0-MYTX08J\$) (J34M^17VU00<^OZE;\$& (RVE@^E415LDOL.O.^IOY^6W27EJM(MFA1"TL1696T"IRPYQH7"(Y3;UKMYR#A2ZD;1WHHW;CZF>B."^Q5HRI-MIQ5- 17MP^S+(18L809"Z.ZU.^AV-UC<*7\$W3OE12+KGFQJNA;RY^1)9580)Y-M1+6-5^FH(^JU=3NF2"G(>I)@#S#N#8?R\$;OGE+&;?N MBAJA1=E9W<FV#R#1+10.6&(%\$#*=21%HA2N10.O.G6^>.G>V(4VNYXRTDA@S>WFO#N1" M^=-(J)"83@+1(2BLJ;T414H)&#%H1Q-B-V\$HFZL;ZAT^IXTFDHS2CRIB.-MZE=3&1^6YZ2"JM1ZYZFD.^TO%A6A28IKW756ZB-M10P0232;CX18FQ=>T^O\$#=-W- PC>_J26)N1UMHJO^W#KCMUA.8LUCX3P^\$ M(19&1=OJ&O=7F>PW(40&V1^*FUHE3C828Q1@).G"XE)H1.G#N^JU"\$U M (FJ)O9^H0UJH1.%LLU^1"TFVYH0.533 M16.S#4C1(4R^N6@A+KK5B 18R9+314(9V1.F MJ^KP&S)M9P&O)PAK."F\$=1#-18F4EW=ZT""\$IP A4XCA&5H8_GK5J1@ (X MI#..>Z=<\$RGN;1#7OZJ?BIRW_IRU1+P04 "406=9>5>2K2U1^#+MC.%0 'IR=&@M.C.R.#Y.S1? 9&5F+GAM;R1V9932Y(F?#1<3K_V10 M1@^YJH7<*2M3C^#Y1F1U4L^P1)52HD4E)PH)@^\$37\$*(6DD&D)(U_#++1[85\$HPN_YS^LQ? #+H1O<GBU1\$5YKQ;XN4COXBFI^#2BXC0(5M4P&O.^@U^G/HW7P6\$>IPR2)WTS.-A/1..1N67NK101+?#>2T+R726230SZ1\$QSA>_F#M510=V7F9J1D1.D-R1^U.L->G4W>T?SN%4*100-OAM@H.LVUP+0_3+^= MJ5WX>\$5: HA8G_ZW;+7P.XJR?<7PXLOPT^1#9J1ZXW/1^TGV+!>B1+5G;D84(MWI#HJ- 79\$MU18QE@1KRY^3X@>/\$1^HBSL1"746A^MS1H_OTS_P(U-D: MX2814Y8^LB^E<9 QS877^KJ2^TH8)JWE-D@G;1EQB_XP1%G2IX)IG(1 M3Y<*M^S>PS-ASV^WP(MW8418?H;PF>FU?T^AE.6=PFCF;@ M1\$E0)JA1:OY9SE,9AOHT,NOIR "M% ^?+V-WPE97D +90F\$YDPY+YZE/OH+G(HGCM JK&VG10T1^W0#M1WV>1W)D% M\$5U>7/9KC.7=Y1Q120;X7DU=;IBZT\$;7N <+1.L(H1&32\$HB><).>_I# M&1ECJESVC@JL#.X1LZV1=QGBMJ5^1JP0H+1^#\$.IKW1Y^<%6%<.&8;_1H MI=YK"+P\$\$(JYZ)EU\$K>. 2Q41HOYT\$H1Q6N=U7XV^\$@W0^4X&5&6\$5EG(5\$5 MP8)^5M;#2X\$7@ENNI%;J%10WA.P?1O)N1.S\$3:B^H=@_A1^?WPI^SV3Q M@8" &H1^*% H44FN88\$H1Q61%DT50&XPO6^16Z;1^PI801^>8QME+E72-MK2O9Y9PV5Q&IRTF1(KZ^1Y>1^%""^8"R;1Y..7#%&>"TF1>22M@1_UYE22P MD1;G2ISM0<ZER.VXX1^JZA^*#R^UR5K&(^W.4)B2.9R3EJO1+T1.@-S.MYOQHHX.-12R:Q1^K1J1U1.%3^C7KRO@=1ODTFV1_VBW^WAZ=? E>#+_5/@T7_Y31^FFI25 MI^EGMXTVOJ_T9#C130BYHZ201Y<@IX?1^2/..1?1\$T=POY2DQH1)TDN=&R1RW>PCM^F^\$UWT89- W^C@#>+1^(-?M2D>N11VW^2_H#3RY=PTVA@_11^1 M9JS1@<@A\$>=1\$019QCID.ENHIT6FES;U1Z0\$HUR2+7H0L31V^6H>KG3 M1+7GV- KW%Z8_1^1)5%*VP1\$13";IE1LZA\$BTP=(030VK/;#_E1\$ZL#1=SG MD.^ (0W1^4N1NF"2H^_QFVN#1VW6%_=%26UT(Y)O1^*W0_V0S)H1JTL MB;? O2^WS(G1^?_?S2M^W9?>W22_VR81^1N^31^G1+^RA5V81^NQS\$IE70S^&FB3#(4N)J M219ER.GN<9O12^41Z70\$QHU51+3? RP#1@1QHM1\$1=J7_BWHKL1^1.@NFB M1\$D1^05M58>(1U1)2^2^G>NM^1^7;G;"1#01>@E+J1DHV^6_E1^012O M2.@2<(^\$KPK;V5SPZ=0P^&_1>V2^_K2>QX8RFC1W;CA#M11#.(?G**= M^W4)57>^T-EH8;VOO8R#/'X1>/DMX7A<7V;91G:G%3463/(1J2MY5IRI ME\$+ZDARGM_(>T-H)F:P^IWR41?? 155<9QW1\$PIR=>#Y_H1UB.PNG132_MJ<91>#F8G5RU132F1190\$SISA&S-R:R@21\$D6;-<C^JEW;U:T.69T;FEF>_M)@7H\$#51+<7F02^3H5 K2- M1V1HSU1_NY9BTL(N//>Q^1^P7_T3^:@_Y18M1^LNQJK23H^1_CH3ZFE M^=OK6H0DP%(J_U>2=LRW6T^W1WZUPG1;Y#R(AI=0=> <1DE45420D1^T> MO+@ZCX:E-WDS^1/G\$=KF\$4(HM3^D@>9F;1>11%PJ5;JU_M=OWTTZ3^CE)>HO^=JUL>K 127^;JB1(62MKA\$5\$4R+&2.@3RCYUUFEDNF1=D MM;PLDB;EX^R#1.G=4YG^D=>55R(HA+T0;1.ZCLNA@)31^*60XQ\$- X=GZ9TCGERSZ^*TN>G1^<97L19_14BE%*= MW#;1.GTM1YZT^+3>HPX^1=>Z=MBW^OW^52CJ7MYE\$E390+1=\$ M5MJ#DW5? BYT^T^U1X^*6W1G4RX_HH1VNU;GZA^W5T\$11#)81^CQD; MBDD=M22BONQX.OA@C=>TJ^BU2+4# 39IE90C%G1^&+R MK=M6^X@H;Y1W^H8GYXB_(3^F\$80W_3">1XU1S#;=1H@_Y^Y)LK1^0F%0 M006.R&S;U8_VI>_1C1^1_Y1YL(G_FBKLE@G.9&Q_Y@&E&K? _1Y1^O2+8^S MX&B\$F91^0VM3(31+)=27XB1P89YD;HS#ZUMFZV^1^TL514ITL^1)K M=W=9+1=D;L@^/X_1U15+> H1Q^JF=1UM58MZZ19;1)Y3;Z=:= 19A.B117_RL.A=44AD88\$5\$86S514^0L0'8(9A101H51R01Y.P^%R1@>9^1@S:AP_#W1_#T8N:T3/E<(C% M1:27(>41)UAR>1)3B1AJM1^QFO'6B3;P/LA+(JNU_5111_H%X#?1LN^N_3 MG.G1CFVA^H8^Z0SU61L69Z1H&V1_VRYK9+144D30H;R0X)Q2D5">2NV9 M;7TK=10T6V_""O+ME#1^1OZ<3F>#""IP-W&5\$7U1JZ7Q2@+1+VY09_41X7 M9.(ZZ1@X1G+3U1+V91^<_9M^G.KR;G_W1GH;\$E-;H16^1^F+T^#8 M#B18;Y+1JHX.E>C1H(3\$3 E^+11%MEF1R^EFG8R1N1^U^FW1;YX-42_CY M^10MVUSQ\$5JD+1GE.(60B1U)F.E-F^CK14<1W^MG1M#>B>+TF= 1G33>+1 M:10RU@401^@L7^<@=(#BB-1(2J&M.^<1^FE;H0A;R+X<1HL80\$.VBTO4-M^1,XGHQ^FIPYXR4&1\$G79-X@JD%^4T4IDPR61^_8_+& >12^G\$452UHZ M1#;#C9H78LA8E5UX2>4RP#67H91DYSZW^AQQO-D1GBM72V26G;K708=1 M1F1Z(2;ZTS9GK^15J7FLZASEG7^+YMG6D^H2+@>D5\$51\$U#R(41W;T1^1 M1VZ/NVW/MH""+8:E9_9ZU1^1YR-^%#=>H.A1^DAY^HKV#HGQ# (1V3JK M0G9^B19M^AK^1G4KG3=@5^W(HS/YOM1KLTJ;A@D9YOK9A(F8^8XJ&69=-1F M^>MA27_YZ-1^OD#<Z?5JUTT71@T#2ZL84;""SM# M^XPOQ?7_4AW86ENOD51^BYS1H1^BSN1R141JZ;P31=^1U9A1^_EBQF(E;E M_Y);GNL@KM1+5X1Y C;MYX;=0#^1Q^OSQVE(6^%J2AK 1CL30N7H6>01)9QYV1^?214^1WMP1+19G706%-8Y? MUZ\$)2^4>F8H3?1^AT51E071K\$#;M@_PPI>C^8F?THOR2H120B^""8/ MU2#1_K2OU>QG91(R8^LNQ6R1H+R5X^U(=X@3+=_3GJ_1D-8P M>+1^FR5XH1XFO9;E;KN#?/ M_UH<4V<17UZ(76R_7NK0\$1 M1(FGK;EWYIR ER^1K1^*129B=B1N^M M_/OP_01(9TAU1_8>OW^&3E1=O(D9\$T2DB&R72X M2&LLBCUDW2WP)_OT_3JN^TZ^1^2#%U^YU=>Q89.21 M-? ^V9+7^@#N_1%1;N1)QHW7R1UX1N1CO?9YEKY1% M+PUJ9JO1)6EUGE;GG8^2G5;2N)3V/N;L1J3J_1^R^Z;F+H1R4N+&F^WV+ MDS.71>*>61**5^J1JOH ED1+V3^W0\$G.9K61>2^6?Q&B.21=C_252^PTEU4 M+_1;S1^R41@SIF CD=ZRL%8;CH2&C-N81QTPUG51^0G.UK+S5;=)1^@ MQ<\$EGG_KC2#_Y_2C=@4IRCTC5K#W7FEN14SKUG&C=\$Y M^@1K%1+\$H2P.1HX4BLT3E73&J=61%DRH1C\$K/G_6\$1JDXB_@\$QF70>%TZ<MDX- L2_8^N12F=8W@0WCYU?JM^O_N1B;1^H5F_CT>2L)A8_@T17Q MIQGO^&8TT1=V9H A_O1K^QZTD&EN(1SL MIRIFGO4<7\$3KK\$AD1VA^X1CSX 1^P\$1A2F>O66M1^CH1XT\$1@C721JZ A MODR3=Z1L;K;2SC=ZG) RUODAS=S6JE1LEFTLW(8YHC2PC); 1AS1@MN;@&IHXY^\$1GL1+W<=W5=X(P%W1ZHO_6=X%)H) M#6)JVK@&R>>U F32TN6DA\$M?+H1;T1\$V12M1&KJTY_Y>1YX&\$Q=A%>MA5? -91@JGB\$=>@GE9ZY^@Q\$6+79@/31^6C01G4&EB;1^TE1J9YKW1=J^F^7CKW02T1=N M2U+V2^FKS_1A2CAU7(7U25W0_J<4^C1P;B;"">U@11U@1H M1E(7N^=B+_1#B(S121V2D^SF#1P;(5^PDR6=3UH3^P^FU1+&3.DF M^>1LMTFVD=RL=F\$P#1AO1S\$548&1_Q)*B\$.12VP05(D2R- \$TM/=8@R3 MY;7UCOM4 M^6ZY13M=C7;P\$0+GBL)F^@+_N%YO/Z>1>Y6LZ@^1+X1L(M15H_1WYXMN M?^0U-)AQ22818D1B&C0E0KYE1UK;CB1CWBOQ3=43H1^PLX44AZU%UMH? M^RY6@1(9B;R1D1C^1^&0SZADSD^Y^+<#S; JB<163TV1\$5GK1^%EG;SU9K;848_21.UON MK^W87@P^TU342_0FYOXO Y?240R1P;21(H2_5^1^Z=81^"">O11^Z>=1% M^&B2;UXD19+^1O11# M7\$+N^BHJS2R@6_XYX0.01O2FA^A_X@HA-C3\$Q=Y%9L1S=F=8IF<_#2%DO M&#_1\$14B)Z^H9TUZ-5^6%CT&\$K>@1GOR5X>@B#1)>%RG5= 1EYK/Q4DR4^ORL2Z;OC0D?K#<0^J_U- MQB#;Q3D#BBP6ONCU(9+3J16K_C6TRO;H61DX#P^R2R2QKB)D61\$KE4=1F0 M1E\$58_54%6TF@1QUHY YR/>5.WX@OJXP2_1HD/GH3^<1^1X\$U1^Y93;16 M2CM^M^QBN1Q9J\$D)HDI7X07476C=G;KN10H2E41+&6_1X^G0Q^F^1H M6/Q_ FTFE7QK015@2+UOLD(6=F\$JHKKFUP?@>H1V;C4>RL934P>^Z_XR MHG_0&V9^9H1^#(1#)1^7#<(\$SG_1H3/8G#.(CNV;7&_8=FYD&4W15&&+1T M1)J%2JH7+1N+X7GR^N+Z1VJ?2&F#BMRR^Q_1R>%114<1OX4HO_1CROG1Z+4_C M1;HM;OT6H2ZEF3^=EH_RT^G96.GY>YXA3# (B_W1XV43_@Q1C6F1Y)@+_M+8(TD4R#K6VX3A9;PZCB81^EU1<1^FY;.>4JGF1^1^1<N+T_1M^S^QEE;(S413(7D)8DT81+7E46GP1-#_Q?? HREU_TPW6B6^YYTE15#118FM31+03;B3CG<08 M45M1^D^1^A05X%18<3;HW-1.7@1HD;#T=1QC^T1=+4167H1QXWD8 M1H9^PSC&\$=3L;P>?+F%WDP5V5134>1.4VC4D1^K M1F14_B2M1FEP6%+13<7V1LG;W1SZ^H64_1^+G1_1^1@C) "N#JD(#E1N=)0PQ_KL5 MAW1W^MQ^9^R^U/XN=A1.1%<+7G^21E)KV+>P7MNQ>F!121L+&HC<12J^< MWZF1FU""NTND@QNIATOX.18B^XO@+K9#!? IR.7^@Y19=3RZ^N)N11 MTDXSG2^1Y03.C1KWV^M1%=>@XS121KS0B+&AD&#%19J2<0ZG41%HQD710 M2P_76UZ10M^>DG<W\$> 1^>1XPD9GDDHP0Q6@G.101YSP#B62^A(S);G1\$7ZL M24^VDO1K^24^V\$=>G>1X8\$;1H0=0W0V^8(7>10DHG21;CCW71A3ZSOR;U MY\$1D^>1Y\$G3.CF<+DM;K6\$&_&0(1=CBI#1LEPV4N1J1SUJYM9;K1AH)6 M_1H/6_1T^XK1O1S1Q^U^VH^HLC^&QRY28+Q1=K7/<0"? 20R>X_N^N\$ M91^1<1.OXH10DWOOL(=>+&O11.O061@1OY1J1T1HPPIZ9933@^X4A;20@A M^1)Q_1^ASD^OHT Y.SP&UOGYXS(Z.OXTEX)G5C>BWRI6U.11W.2SPQGM;D& M5?MO\$1^# 162A#T)11>93M&Q^NOG.B_&BF@M8GR&(HJK//.\$C2W_TOP+P0 MR)DTVH=8/)&11#>2\$0\$5^BYZ;8D-QFG;B;Z;N13?&7XXKS101YJ6 M1HYX>_1(00U6ZS2^6ZDWSW\$1^>X7_0DOX^E548\$F.6H^G21J_VR#H? M1)>O1FY#1^AXM01C.@JD312661C).ELZ1G;Y+&N:U;6BGO1J;N8TEB MW72\$S1_26U^UHC3#;(A)Z74VP5>@>3P;F=B^4.10CLF1>+70\$ M+FC? 0L^<(T<703141+(RX#X^;PL1VR7K91^>VFGJ2=)1)M1L1M=M M)W>."Z771KV;+_1Y8F%.9(9Y9C/#\$5Z&W5_1Y\$DKN)71.FC/ R^S^G1 MJO_S1E^1DAM3^5=X#515171=1^6G1K_1(2M3+U46N5\$5X1YQZ>C^9&BTBZ MZ628PW@RZM6^_LQ+Q_N123.M=@S\$>C LP0D@K^MRS1? >LP\$1X7AW68^5 M160)5814.N1^7\$."P1>#F1%QWD%CKV.CWOH1YQBYMXW>.NDQ1P VH;O A=7Q M%K4^K1C13IT4D+G201KJ212^LY1Y=F- 3L1J^6#(^ZSQ#UK\$F\$1L1MM>#_01G21^QRK1HYD.O&1P=9\$&QBT_Y^P%_1Y M7M+1R08&_NC;^1@FE@KZY0;B14D192590\$SEM? D^41GLU_#ARMF11 M@N;A1GF621YM2C21Y\$;ZR-QZD8-1%7.OSM01QOH4\$V=S&0M.%171G_1PKK;5 M8T^QY^<%6.A N16-8_1^1^Q_11%84%; \$T\$5- HKT0C+CO1^TR(MF1&Z23HV M^9Q_7;MH1^R+>Y9>?ZA2M^EHRCT6J^3H^1^2C""B11UWCF8J1^6JQNN(M=M11\$J1QC)MG1^1F+ M11W.K0HK3.R<1@>H2H)HNU0P07@.BT\$X_VBAJ9>7(XZ716JT22G;E3TECHW0P24^62@%FHE7) M9QGLA(7>#SWFM_ ^T>6Z1^HQ55^0VANPYE4FN21N^8Z>M;Z1W>K^M^MA\$ZT=1QS_1H1;N1G^E37^R;G8BE5C;12KTN\$GCY04G_#&A<621 MXA&G>KO(L1N)Q^1151ZY/O1>KK2X4.R D;ELD83+1;(^G_1^JNM43KYUVOQ@C24QC.O_ X0V1X^H1S9714T_5 M^NMT1HE/1^E? Z1)BO1@_1H1#B681^1A1Q27G/121N1\$NXU1+@OEG2X MWPA1A5HZL&17K_XZ1W83B1U=6F1S^7SLU5NREU=M3+>2BD+1+>1)<5^ M52GPAM/V;12/V67/56N^ZU;.%>PS.V48=S7O)XY<1E1=7%="7>3GYRRC MGO.(11H(M(0#%/C1^;ZVO8O_1B^""&G^Y1N9S@;.&.MO^1R><> 91Z<80&81B191@_R;1^+ MG#LHAWT^V48SGPW1^?22E/PZ^H19 388GR1^?LTAJ15C^A1^7G4@T^1 M1=K9_W1.DPZMY1%N^E1^11_<1H1O.W^K<#BUX1481M9X_3K^1^NS;1#1%)"RCH41WQVK41XWGGYS^RW<K01 M=P.FE1H1N1U6GM8BG(G_#>+SF1Z3Y20?HS(^VR? 11&^VR41^XVC6H1^+ M1C6P7^H2%#/\$(\$U_6PPQ1F2F;FKW@/1+@=A1=&SB1VH?98TVAJIKRR16+3 M8_1L643;1^R>9K;11=CR11X> @31E^1JTG=J17^D_1MCM<=,3)#KNN\$_.63#GNR741^RKR73;2+Z3>_TV12.2C31;2E\$S(BE1M^C)0151ETQ4BD>EFF11#1#20%29^1<%U8X5CWY1Z? RG2;3M^1A1MGK11LQ_MEKY3^5\$SREEMX16<6<3<@V1%11Y1A9X1HCGARWE>0WFDWR^C0 MR1EB1\$20H61+Y_E0E@2=8.P(1G- FQ6AKGG0D1512P&V?DE7SM1S612F&(2L M;@65^P.B1@_1#)=M4 G9W8#0\$Q1L^&AU-A%91V&#X)1G_D1#3HE291E1^ MB#EP% 1P4K^*8^412AWK12VSI>CY^AR@UW+Y&_NU1W&=91@_HS0;K;Y1 MC.95189O>E1QVWW1L_MRTYPK1T_315R M1+M&A1O;U_0OX;^H^O64W1L;NX=(TR)UF=10_91.V HBRL1JYCL^MNF66#50>@>@V(NND1UJ=AU)O^8S1@>O@S1Y?AY=72=\$A;R=>DU;Z1 ATMWNEA<6%1;G;EU=P&4H_8\$1LQH1J8UORXB^&T^&3Q;1\$0_.*@>1? M011>2^1^V;.>Z9P^PZRKK=BGD5PFC^M

L9RV7_3*U@Q/H=UM+;M.94ZN=&!H_QZ_M;I?U^HN^Z\$*(F*PM;!=&%.GLUL22LBUX\$5469J00VN+^#S#XVZ6^K'GZI*9_M1ZR\$-(F:
R<K;JH#&R".A3^H156A^9M2+=N"K^4D_XYM3#I+FBENW2AT@3_MV^FTFPM^HVN?7B@<K_7^&C?^CP";6:UO4Q02K8NIML2XN?31=I39;@_175@
M7ZZ;N13;WP1R1ZDCCX;H/F/213FFP>6;Z?I(Z>|CD%\$#47)F@=A:L_E\$ 7_M1I6JPG-LG4IR+I;DTYR|S;1G4=L.U+Y\$@<9?0^Y;0Z;I24^DR/FOXVL
M1BE3)(HUG&K(PM^OWZ?C17V=U6=H^6=P=ANGC+2_DM12IS;_#YJ@K";B9L_M%@HDXH27+|(MGB(H0B5%#FNS4<;
(OOZ^C4WL10G5&W=_%J_1AO?F2.6%#3HL_M;X;#SYJP=_%_88>F;T^?XOHU%M2OWAUX.Q^5RW6I-PF3_KKB#4=F*E*
M%R%#2^2RM9N4\$<(DTSJLM0+^IKD+^SJVYH5(YH)%%#42HZ^TS\$=+;@_1WO_MP(0VM1?N=C7P&\$%C|^GX&PFU2/I5IDJCJFEIM/I664-A
9I7+T5W^Y#N(D_M^RV^9_/K>N0H_XE#N_LUX2Y.G6INW_4KY-Z(8YM@FNGGS059@_XY#QJK^_M^;CP=)B%#H28#
J\$#)(K0H0M=6L)/M:6YNC).K-K=01ZOT18X+^NBP?R+EU_M1<2SJH(7ARIR56.S-RIBLF6E.@|S/3FHIKR9_#^)*7X)00K.PSHY<|XS|
M.QEME#IL+!6I0T5YEL.BT?T*56_-(WZSYR_XI43H^WTF+W|FYGH<4N_P9_MIZ+8IA+L(MA\$SM%M^DIAO=S1_2ECNE^0.N.I>;.#S4##=
|YQRD2&YW)\$AS^=M28&@K|(.X);(+HU+6:6/%3_*M@4JNYHH^*2A02&UB.U#SWLDP1H3;5IAY|^0
KC;L%#J^5;(K8.*=|L?LCOX5^|ETMI|^3<#NX7/F^Z-4N^?&J_MM5D^ABAM_\$(TME54&PAI_U\$VT61Z1WKT+|J7N3_MH.K5!_ID9AH0='686T^?)U-|
/(065|FM^FWH/Q:G8>30^MX.Q_1Q%^+9H^QA/Q|H2ELX>:XGE+YV6A%)
MH.SIzA-9;3.UJ=UZJ6HZ^H3.TA^UWEV_D&|+=!F%6%THG5&Z8^CWC"_.0S_M%DPU=*XG.G?
285!;#R#YCXSSXSRLG4UPA;P3H0>^FC@ZY^RZ^@K^KIU+BXO_MG@|H^C^?2U=P-7^@GD^IGN?LDS>0#2/CN1(^_DY&#;_1HY(BY=;>Y#;X3I<|
M332RLB-11|GG;|D&1^Z%#>4D\$S^TUGN4_|RIQ^0=5R%_&RPK?1I299
MX=M(I8BSPK,B^G77#;9#>1H00!49)IK1)3^6\$1W7HDOW8)M95>UV>%;R/?_M228!;X+K1|T^WTIGFV8#T;@^R0\$8I9DKP6DX.K0:FW-6?
J2_YICBTXYUHR_M/;L\$YXL<Y<|Y@5^EQ@_7|G|H|QR-M>XX7|U(*I8K2Y^/9==;BTID^WTH)M&V%;R/4/6;%JROC.2@%W^R+IE;2:ED^M84LK5^DXO*
%7OT6>6\$!#;|||>5_M%QX|4PN99^TIK2)1)%^PV=^9L^"KUA|+L6>%|V^X|2SC_66%;X+J|T^*MWITIGFV4\$/T;<L^9UHD5VP
SFFG(W0.Z@AC)PV0B>|D?YIBLK?|_V)6^%;ZVB0S^#&^WE=6.\$O)
M&C^TTH%&^WEC6X38^@SDNJHBC;M^W-;_2N1O>2ZWD&_L^GX=546AL+);.5S_M|BL6BUJ#H;P8(318C6Z;%(5=X^YUME2NAC<|
|MO/6IA^499UG+@\$F\$T&Q_M9^4DR\$YKX(SBH31/%OL29H|^+VYE&6L=ZZ^)??HLOG.O>^QZ63^OPIS_MK_32-)?
B1O+C^3QT;|^0Y+;9AXIHZ2AV=1_CD^19R&1|^!<=|^@G6#!MBDDCP8Q\$;+L3_@=G^Y3;|^>5=^FPILG?F&K?2CRS|(^&(XGIS)8^QT=-9;_
M7=NYVE*_|PA&4SHB_*A>5KB>E1|FS(<2:1AL^F^U=+OIDE^?^=JP^Q^L|A_MZ(P%FIA@^9+^Y@^7HR|8P6G;_
(QHC4Y7YS9H+?^PIZW732DZ1YEOPTNOY@7_MQJR+X<5%;U(70.09)^+BZ6_A.YI1NF,F^V10M)=+^BHS&MO9A_HVV-|2.)
M=2_P3YM|^155P^32_IB^<6?7(3IY1-18GP^1=9G=;|R|EX>=U(2.9I)|P^M<_Z3TSR|P2^?I8XEF0J-C|GU3WI+;E>Y^13EYLR28YVNO17)&_R^
M(Z+OAVI3S3+UWPWPS\$5BLK_13_9U7+1AM&^&_U9(76U)K_2X_S_6?ID6=)4_M|>Y^NBQJH^%;_F^X9DKDHLZ^I7QZ&OR^J&MX\$@^N?
LLN^W>_&WXPH|^2D_MRK;"O!H^5Y;_ID0Y^C<#DQ|LOBP@^J|C|^1^9Z^K|^|Q^FCY^Z+;OUE^Y6F3_MHZFDI\$|=5+^ET88QO@;SOIWU7
T8^QTJ>Y2%Q05H!<_<9H^D^2%2H^+MH_(<1^L^X)&8SK5\$TF^9IR00Q+|FW^N71|BT^L^LUF^ZXT0DLI>_M;@4JRFYG2=P!>H<2?
S)6&T^_L^TOYKJ&_+|^&(#TM_ME0&3EDY^0V^|D|K0YX1)|5V;07>8Q|AM(G0N:B7|QW5X_YB^V|^/E3K9J
M5XRYXH^E61N@K018>;SRS^Q09C@EOYUVM|A|8#F1826IY|H8FTE.8KV3_M+9>4|_W8)&_H^JL=9|TAD1ZIH\$8YJG0#^9KOIPDL>|G|^?23V4619
<3J\$M_)ULA20F6FO_71K05W^2QZJ^K<@^IZI^Z^@A\$|M12FLO|HUIS20)Y\$^C|M^#Y|_M|D_WTYQO^(*L2
|/\$<^V\$7_K6MCWY%B;_NZMBQDPGGIR+FTGD_S#B4X(1EP_MG9.3_J4DTD9.VXH|^|Y.ZR^86_A=I!<=|JB35RX^\$SU_@^99))>_>_A.(%*
M\$%FLZMY1N_ZDM@^1(7Y.S5K=Y5H|^H>Y&\$14?_IR^Z^U>|H00^*)DPS^M70^Z4Y6=^MVN@^YC_MEN^1GN6^C^?P^C7@4_<19/8R02U\$LD-BP7A%
(<^<Y2\$)DR_QC6Q0UW_M.1KT^H^9UH<=I=^IAWX3SIP7V011S<@<Y@|^|39341|J^P^?|^1^8V46=#_M+35\$55ZFF=F_764H7B&1K3.Q-
B7TM<8+K6^3;2I^Z^Q^O^NO_|1P^H|^704&_M9-G3SC9-B1^6T;(>GU;4=%NEI5|XU|X^K^T^%E9Q^Y07MEWJJSQ3IH^?)
M=M7B|EX735700>SF>1A^5SQ^4_2LD^4JB=H^GUZ^6V6DX^6^N3<0&;1VAO_M(7CR>M|H^TW@O^HR5%<(0&H^5I2AA^>3F^W_M9^FUMVRST8?T
MJ3T@_MN2I>UCE^MH+^8J46F^ANY\$55A1A^0I39_OV^T^?O_RSC|0|_4=4G8G^_6P6|AL%5+18L16(G^9G_ME)CT9L4M&SUN_R^0?J^P0E^3|28A!6H
U+8SLA12YIC7_U8R^R/_K0#26_MAO.K^_TWUWX|>29S)|^=E5IZIR^I3|G%>A6Z|R0.R|R|PN|G_L2N^U^84C|MGCHF5S9RIX\$_.?)<X;2N^N^X|AWY?
GR0+>85KOC&4^C^G4%>3>|Y4C;7).M|J<%Y_Q1N?2MQ_R(Q^A|T^%WT|NR^12A=F=EOAM|H&^AMY=5B_*M6Q>A^X?_M_|OBSQ^2^2^.:8OS&8-
P8^4A^<#)&D@L^;1KK|7W|?GLF|TAGSKG|^I^9D^B^M+87_1AN98^TOOA_U\$E|H^HS/W^DH^EAR1B+>FL\$@GK|9@_DM|OUB^!^TJ
M2|30^YJ3;78I3R|_Y+#+7^R0^B|K^_SY86LAR6V9;_<_XOD^#K|_L3=TCX_M^;G65ED_YV&^IY|XK+|EIS0GX?
GWZU^96U?|_@BC?U>0|>H3X1#)EL<%E;_M\$%|<^G9DJ4_KB2_3=H9=;L|H+58QJO_S.+OF+T)2=GU|^7_2APT6M@T0?-M6(IQ>5U|^_|
|RQ?+^TM7|P|MI4G^DDP@|^8_1^9TYE.C^H^|LHH_U\$(33A_MB9B83;U^/X^M(>_9^HKS|X=M=_%NL&C|7&|#>1^9^V^P8|4)FO|^*#_IB_4<
M^K=HYK|^9S!%_O|^T^+T|^M^X9RYEAM(8FGM)VZ\$|A9U6WTH@;_K3KR;.@P^MRCSW|^3FX=XIU/N3O_E4D
M0_!@>4B@/WA=\$Z0A2LYZNB8_WW7>\$JA7_?2TJYVX=6Q-QONFOYS>6GJ/?^0^MFFA->_|^@*^<5C;72AW&V4?2RAW89E_>M4.U>1P4#^~7G52I
S\$G.B.R6;M|6#%#9HJ)\$;_SW_Z^@=RM&#^|I|D(|^|H|NHE;#P^|YX|^I3|QFEEAXAW\$YKVR_M8PB615;_EMK2_7\$_H0A+E;B&^&5;H?
I^@^C5W|^|MIMDY2288=W?^#I7>_M(AW>2.5RE|L\$;19)?>_<#J|H|8H73\$TSGS=XSOZ|HUU4_O&?AT4;_X^M^;RG(G
Z^TA@4E2@|LB0DJ2J23XZEU_X<3NX3=Y>Q^O^XZ"=T\$K+;9\$T_<M+V&WNH3=BB;|N_UZC(Z^RB6LL(4IYBOH^2D^Q|KVE(=<)Q9;Q877Y8WFYU
M^7MTM_U^M7NZ^+&#^1U_@|^<=H4C|^3@|H3MDAV1W^M_A^HJ0^_UN<^@NRR_MC7(ZL^NNG^H^R_A^T^_I033IHT?_T_#^IDX|4EFE;QA?
A2V12^06|^E|^MHL2BBRS_G\$<@<^&9HS|A)6_HJ.F5;KRT+>W_&+C2DE\$;CH).B|BN8_N2R\$&90A;6L3%|7|^FZ@|+KMBN;F5\$BMO">^I_B^H
QR|@_MQ^QXM^X|?>G>^V|<6|L_P^CHT\$5_I3Q0?72C^XN*=Q?U_6^4SL_5A3#1_MZXOA8.HWS_OPG^FK|PN^M^V\$AX_LPF6S_1^L^AU0^JM%\$B
T>ZHI|@8Q_D^\$EV^MC^0>F^TP1MMK&|>T048H^M^X60^G^A>EVIZ%B2|39;W^P6Q@27+<0.%I0_MN79<%
(^6Z).HP99B2^MZC_W1^3X9H#^F#>?BLOZ^5C^Q+^YI^T^4T9W^?32^MN9^02G^V^T&O^X>^0^H8%8C|MU19-|8|F#7AR;""5)#+H#BVIN>P+|SJLN>@^
M^|NYVD7GK_7\$Y\$TL+HAN|P&YKM2R.P2|10D%>A_HJX2G<3119.(0|24<^M14LNK2?(SH1D=L4V&9QN|V>MW_%;>U#>N5;<+NMIZ^>_
E^|=R^XQZN^@^I_M34^P4H0^6IY?<9Z&\$H.2J_Y46B4^*_BE34J|^|^2(|#^J|^@Q\$S^R^%F83_!D|OH_*35G0KT;^FXGYM\$52SK|!2M2^@L3K;R
M>D>D&D|&7@K.H0^>|R\$%^*^*IOU?<^<^FJL(6LNKL3_K6&P2WS^&_!1S\$;S-)E9XHSD&7PL=7JO_!<9A|J4RC+57^E=0^/E6|^!<^N
MC3ZZ2_N^AE_3XZ81I=26_R8VU^ATG;1\$=Q|K&K|ZD_E\$K^UW^D|HQ<^NE2^M9C|23H^XJ1A&^K^#(F&#^S^6W8R^QX
FO9X|^<C^S;J^*U^S>|H^GY+9W?_ME<27^R%_%;E;|PIMXX_UZAJHRU^VZJ|^NYF|L_2#5_Q5MC|^Q+EMA|>JUL^MEW/3^E7WOTQ(^/GO/?
E_9^A^<^L^DS;8J=WB|H^HC^U&#^3P+V7DK)|D^&M^REX|^<=UFAL=BE^I80R|^I^VIGB3=CBBHU4D/K=SZ|^QSA>#(K;|R;+U|
M_6+|^E^SOH7^9JTP26%T<^UEFM6^1072U_QFM&D@EHL0M^KQ=V07PB^#N^E|P_MMN^25887(<^U0?_IX2IO_@K_IHM^1|D^DD)D\$9Y^*K^TV+)?
@U&|^5#M_M)^S0VJ|=2SC^M^G)2Z/=^FG;I^R39;.%RR^NA|5B;3_1I7)V^HO#!:3BO_BAO%_1F^TAB),O(E16;_M751L|^B3TGOS^39,<)>R9V|^F_?2W?
A|V^70|UY89A@=<89\$<L65_LANOJ^W_M8J_"H3U|9S_29>453DG7C22Y_IVO2UEG^G+^4A^YS+>@N2\$^M+J
EXT3|XDWL^Q^I^N)^&R;I3P;2^MTJ|GL|^E|B2GVXN2^J^RMS^?^Y^M#DY2Y;I#U_I^P4^5Y_8>>L6^*Q@_UW^M%7?
1K9AC1Z_1R>WEZAS<;?P.^>>7D6CG^|A>P-\$>><0B^Y<8J#_M3(Z#2K1Q_1L^Y+X8F+8%|^H^%|^V74#NOO!LVO^*)0UBGPGJ>J0|R4B-T;EW3
M^="*K_D^#1CME^%ZAN;3^>|JTHK0|H;6^_6Z7_6\$6|H_0%_M^/H(Z22_TF<9I69Y_0_9>|>3F_M#^+L|>MD@<^3I3I07%XTM
M2^WL6T8/<8J^JR^)|Y;87N\$%)>^4P6;I>+;C^#^PG6&|^X|L_V^M4FY>S^K=D_GD^U|OH32_\$7KW^?ZB^18S_E_L63+0&M^YQC^Y^A^S^U|2_M
85BAQ^@VT|^C|^4Z=^W^NH&|H^MX^Y+3_XM|O3+Y@_ER_*^HWD8|9_<M^PSCF.S4?I7@R^7D|H=1#H7|TV|J0+6U2H;|#_CBR^SA=W&^_Dc;%64?
6H_MV^18=^/0CVR^E#;96@^|C^"K^<+30;_!S1;8>Y2>=\$Z|&W^K^;^&L_U_MN_OQ9^B|HV|V^*|WT^=6&8_PZ2|B9ZY!<8YDK=<9OYHGG;66FX6
MH5GWI^V;=\$>FV67#;NG_2ERTZ;L^|NIR0G+|G91V<7D0I^@^W_H|5#^+GFZ|S|_MC5^H_Q^HS_%O\$!5^&0K4AT|GL^YV\$|H4P(<^<N0C3>17?
>WM=H^I^WYM^MA6^~7|J|^33H|^2VO^|MP_2DGTEN\$F9^R9|H|^9R2X^6D|S|U^C^I4VD^M3W_S^?2+HMTUT?
I06V|^7OPC^%Y<6>9XC^79694ZH8^1KRXUF^K=<K<2:71_M4;|^Y^Z^AEN|KGG\$S7QC^C4.F^M1|@/^8T=^M^D|V\$&_ZL|^PX(I6@K0_5;7(3%-DY0C)
+9UA^0D6GM&=R+M=9VWD&SKDKI^|VOX5NU/NK_Z2BDR67H3S<^<5V^&RZ|5^G^O&_A^L^!^8_U^MH^E^I^ZY5R|^X|^7=G?B|^J9K&3?
1H^2_2^Z|H^P407Z>G^SPIES0?Y6RM3^MPO&9N^SDE|+8E_L99|K^=JE2LJ2^|L+XZT|PG|XU.GTMYTU+^9TK^<^VQ_M^%9_<6^A(GS&1?
SR6Q^V7L<^_TWL^I.O&0BTS&1=0M^!F0_RU(^+^_MS_06^&_V8|/OFI4Z1|^<7=1EX.3R2R^D^X^Y7E;%3/1_%)=K_1=J34DI_M^#
M^6;6YG^RU2^U=OQ#>|XZ09G+0_QJFM_X(K|K3GB_<AOK|X|^|=F|^M^7F^FEBN77<^YK/Q&^?2UT^DX4MLBG^T^VY|S6_O4&^O)^*7K(|T^>^"S
ID0+88;2Q&^ZG^+H^H=9NT_9K;^<L^W_1T|^<JAH+E\$3@<@_(!AR|^%#;99L5_LKP8+HL^/CZ6ZC_KR)59^H^Z;@UC9;ZD)2TWR&150^P)^0_B0^A3L%2K|
SC\$%61BK>=VWFT|^M>@#_5^VBMRR^65VU\$^C^E|^|+=D@=8HST7L#6;>X^G|3KY9>|6TO@&|^FL_M
MA8\$U|L_14\$<^G^1X6_Y^9YPH|^T|^Z^P^V|^CX=M^Q2D_GP2_B8KP_1^M^958_2=92!\$;F<|SRX=GJ^#7@^|R^N^?3^|N^4203X|U^A\$XK2(P_#14%<^9NK_M#
=<344J54SRK|E^A;Q;ZINC^#IFVNT^?OJ_4?UBQ9>^4&UY942NG6HC_MZ3%;_<_@<^2^P(2D+>+>|HDOKN^I031430\$F5)?
CKCJH^REL^K|A&S;R2D9^D_M3^U+R7_P0^VW^TNT+R^WH|ET/QF_@|^P=;%Q@G5|U;C_N^A^<^5%<3V3^P_MM8%(@^)|P5E34MIS0F|^
(<3S^<O|4CAHTUTX\$5>^238M3^_)&E^W=1\$R2H\$4L3FNL\$;7^ST4^W2N_M6NCGKLIW\$VX^0^NZN-
+>1;IDDU>8V\$;42@2|E6XCJH^DY|^#)K@ZLA|683J;C^"KSAZDPX|^|^<^6(DO_M^Z^<+^D_2^/REV^P@HJ-C?
Xp76H6M7_21^AC^R+^|JO^N24I4|L^@|MDQ|NSS_M^">X;ZD;8^&5;@>#K%#%H\$@F+|8^Y&^;I?
SD6BLM^4(9_GB@R1&T\$_.FN48D|EN/GKE^X|^Y^";4_M2@2UD<1+16^L#450?N)7@_U^H|UTH|H=1^U^8^UEV^R17)OH0?M@09EI
MEH@V8^3P/^MD^#B5|0^YD|N^RN^M97^39_TD8^SF|^7@S<^74R363ZF<|R7?1R6<^<^X^?A^#(=XWSU2_!|^<|^I
M|6T>00_*2B^K+Y|PLH^S|^F^E=IY9<^<6&E#74|^#PGXF^V_L2L^6=6_X\$^M^H|VT^P+
IQI2PO.%N:NH&5;1>Y^I%#F\$S(9^6|^D(SX^3\$F%;C^Y%L7Y^/>5_M_M^3_FIO|^SW^M2\$G^HMTX^\$V9A0)|@|^IPR^>^TJN^R_1>1%1_NXWBA_M3H^X<^
I251=GZN|GGG|J9W4CNG3_A3OM^&UC6F_B4_8V^UTP^#<=Q|PPSW^_M06P|UJ31+^*|^+7&^_P_C^=R5^R9\$|XG=H8^725|C8^13Y^G+M8N#<^EVEQ
M|Y>#SPGV83K|E^A;Q;ZINC^#IFVNT^?OJ_4?UBQ9>^4&UY942NG6HC_MZ3%;_<_@<^2^P(2D+>+>|HDOKN^I031430\$F5)?
2V^<^L^P^_MZ+^<H^MX^Z=|B<1W?>|WL6|^GJ1X^9BUK4;|^4.S06@0Q0^XP3.YTUK;36_MV3/^CH|)K03>_>9|A_P^PXN16)8=D_!^|R2^EB@-
+>Z^E^F>H|U|GB|^Y_M4_AYQDM^T@6N\$&N+R|^_2%\$6UCA0>M^_!AJG6#Y^)|@E^I^M=90Q|^#^;K3;_
<6U=^F76H^U_M_PPNK^0_#22_W|^<1>UY0T0VS7%L^|AW2^M6&^VZ40K^B^B^W^!<CX9>6CA)^F^V2I^M%XXV1%?9V;1|^|H|@|^I^6L5C|^O^E
^U(\$62_B4#R^V;MO1X7^Y#>^TF^QTF6^K\$AY0^G3^*A0_N9365V^PI0UV2V^MEFC^+
#@OVC|ORIAS|0DNC^&FRIGQY|^Q^H|^I^M12=3D|^UC^+^0#|^H|^MZF282KBM@ROOOE00U@^;_*%#8/BF?^I^WM9J^"?Q_0N|^I\$<^<M^8M5HW
M@T^X\$96VDY|^<_<^\$I&033|^_8R3|^<@|K^|(I/9_9)EBDE@O>@>C%F^A^S^MS.WG09C1=4#_RK5R(H%W=+1+M.E%#;R5^M^M44)41_W66_1^?&A^9^
I2|^03^Q_0^?>_Z_K0J^BIP^WN\$^I3_#^JF7L612^_M+^US|S|^|P%|M^0U|JG^19&4=D^Z5^J|59MZ^X|^_2V4P^M^J0VABUM0NY_M<^E>C|^>7F#^
G^6002^P^<6T|^1\$S_9O^*0I^V09Q&QK^|BD_UY\$|^_<_Q\$^M|^X^?M|082;Q42M4_5JZ=;_<8^0^%>H>7^2UPX(2^N^I^22)^4_XL?>V;KG_M>|H^
(^%#>^_H^>M^2U=DV(C^JGE|^I^U%<=1+<6%&#&)|<+^|EZB\$^E|^ETCD=MAVC=^I|^J^Z\$A_M+|X>X>4^C;==+R^T3QBB2_I((AB5=EEUU^ANL^<M
M^<7&^OM;_R^M^OO^P3_6=I^YH_5I^E+>2>|>#>J&1=^ZOOM1U680\$;X^XUD^P732=STQ|K^006^TWR<S;X37^MYGL6D05F5#^</p></div>

Q^E3L&I;0^125/UVB<7%CF9U>Q^*UW6#1A?1V00I^DIF M#6N%+2W;IT@7&5/SJHJ#/#.N^5@VGIX<["#AV&KY8IZZ*Q5I3H#4#D.M.CB0C^5-J&1CW.EIS@^B^L^U^1A^L8Z1YAM>80/LD^C^YNI;H@H/LC/MGCI^I=^*N.LO;ID98#=-7GU+ P04 ^1406=9..SXBBI^#&G/M%IR=&@M.C.R.Y.SI2 9S\$N:C/GI+L^6%=>UBZZ%41(=)=\$&@("M(CD@GHM^1GE%5\$B^EM^P^E0X^H(D)DZABH^I&N3:0WZ;TGEH(XNMO.M1WV.2^?H^L^G^1U9Q@#C^@F^ZFCB.P;H^1^MX^IT^S^F^L^M.^#+AY\$Y.P<@H^W^O.ML^F^X3TU1^JPPP/Q:W^IT^M8PI@P^J^>W^I^F^_G^H^#MCW^@T^B^J^9PI^U8/^H^27N^? S^8#C^1M^8<^&Z^MR^R(F7G^/K^PLAP^2^0P..1MB^6G^I^U^1.XSM^XO^>^X^V6N^UPKZ^7J8^M^?#1^�/@+POY\$ 7T\$YA8#^/B:28QZ^H^1^<^OPI@H^>^4P^#AZ^MNG2\$%?I^V3&H^TQ^Z^CP^#7%?<@C6;I2^?N(SO.ONI<L^L^C^EP^M6.1^<0V/22=H^I^>X\$^L1XISGN^C^W/63/ROOZP;P;R.GIF=FY^85%KOK&^MYA9IFIRSN\$>N70#30G<^W9<^X^ID..^1^ZY^I^WV/LIQX.^I2X9#<0V+R^43^L^JYU^CHO^3IPAI@WMKY^Y^P86^#U^LOI^V^MLA^<KB^@*128^SF8.^0\$^FAXD#^?&B^M^2WHU^EB^S^?U^CHB48;G1,2^MN=MB81MK(0R@-^IZO.Y;6^BUI9^!>A34H>C(H;G65Q2T^?RNI^!>9K8^2N^N(3E0A^A^NC^=P05G^M6^X^+K^I^H^+GR:OKCEE0=C^VSC^KE^JM^K9=6IC/L^?0T9H1C^I^T8CGZ^H^L^<MJEANS^K0042G/CN;H@IMG2C^RSE0DAVQW^V^5HER^IHOX,2IG^QQ=L^5^I^B1P61^M6W#=#13W^1KIC^+D21*\$<1^BW^HP6JZ@+1^Y^XCY5L1/L^G^A^C^7%BS^6K>J58^M61E^8/37FNWAG^CW+H>2P^I\$<^?P^R^+^;^H^L^H\$R^MQDTA^HPNO^J7^RID^M^4GY^I^(-=Q^1\$^9KDIY^I>1X^H^D8^IT^F7+R^MS&G=RC36X@?^?^B^L^OT2^MD10W^+H58X2IE4EFG4>^YR/^L^8G^F^Y^L^Y^%0^+^C^%>0%>X+1^4Q3K#^MSI&XB60^?I0^+^L^<1^>^MTK&H^I^O^5(LNYW41QI^U^@3EAV^>^L5J^HD^_984^MI0=-J^M8Y(IOWD)SB^#1#2X)<^\$FV^6XV^>^H^U^(-8^I^FYXHKIQ7P^_B#077^&^MJ2^;M.25)^*7N^TI060@2K3^4T04^O^<9@=&5G^F&X>^@H^I^CT^3%AC^G=7^M^C^I^Y4B0GK\$7N#^I^K^V7E^H^B^*25NPY^1S^W35EYAFIYD16RE7Z59A&C^1^MYH^ZM^K5#;8^H^RDL^H^(-5L\$<^YBL^MOE^0/5^DU^4^DO(HGB15^A^>^J^U&5^M(CI5M^K253<@UFQ5NG(I^T^LUFQAC^IDUNPOD8N,22ZAOUQVC^MB^EIS&5P^_9W&Q2I^2O@@^DYWP^O^&9J^M8TA\$D^Y^WJ8C^E77>4GVP^H^W^H^ZL^7\$S^HYHZ^C15\$=#T^D^#^1^AXZ5+4+>=025I^>W^A^624H^ANR^M2K^9=^>W6<^<K0OR055Q^V^1^>^D0^AMPK^;#1^O1OK^09F%Y^4F2A1^Q1OKN^#^MNUOI<^?40WC3^1^9J7%FEU3I^#Z^SOA&G^C^%>(<9Y7^4UISZ^KY8^H9<^N^MZA^I^>1\$8^<2B^K6E\$O^MBL5&=E^@IMQX24^%(ING=#M^IDR=GP\$ZU3F+I^J^>^@#ZKS^D(I%ULOHEH^>^9KY^IHQ^"MVV^O^#MFO59R57PK^U^G^*7(PJ^20^6^E^_U24^DVKL^I^E1G1^?RNXY^*UGMS4HL&Q6^F^F(CG^BHD)9=MB3L3HJG^EMA&^<SWDWR^/S(=9PC@^/ES2^4VCS>^P2ZIBP@^X^I^PIQE^+8K\$>^F07^B(Z)WXMWB2^W3^*Y9L^\$^N^=5G^62UYD^RFOI?BX@+NR^O^GTW^3EJ^M5XD^%ZOU^P^8S0C^TE8H\$G^HCV^F^M9DBDXW1+>1^J^M0K1NY6S1T^Z45I^F1J^R^I^N8+&(S\$8071^M88\$G^=EM8^M+J^O5I>PC7<^?XL^I^/W^I^ZY@N8^10N57(=^X\$E&6I2^4FX^MU^N)H^A^%7169Y092MN^?Y^QQ5Q<H^=1L^I^4E^I^>XFX1^L^W\$<#QH9TS>=>8+G0G7ZW^ZPIB4^5#^_WSM&6^M^*@.82^I^ZLX2^I^F>840K^U^@<S^I6>H6^Z^N^HJ2^(-@?A^#3)^P(C^M8B^G^CO&GS@<CORJGNEI99=>9=\$R^P5Y7BEA5Q^O^N1BB^3Q^IDUKI^+V^GH^M^?<@H^D^E13FE^?#>L8^U5I3Z>^<WWRQPSI^G^5^00^P^#1LPE2?^00TI^MG&NLI^O^>^DMAC^5EE&KTFM^<8=)8Y\$Y^Y\$S^8Y^4SGJ9^1%>TDW=Z^3^M1&0^=H82I^J^IC^R^P^>^T^>92K^60RB&V\$>^GXIM^KOF@X^)%^N^@C^M^M+1^%<^C^S^7QIWZ\$&3OHNQ^W^%6IWN^8MK@Q^*^&1\$Q^I9I94N^2^AL&S^GW^M^ID^EZY^ZEI9B^15RPN^P3RW^*V@O59+NOE1V28+^MZI^#Y^MID&9WDS45B^C2OAB^I2C6^O1KM^I39Z\$G5G^2%BL^U^DU^&U^M^#>K6XJH^M1UJF@QLRU^5HO=SM?ZIDQGI^FWSH^YV^>7N5^#E&R2^B^W6GEC2^SY^GBA^MK41RCRDN^OD>+LHH^HVPQXIU^2I2LDDY^1^G1O%0/60^PDCHKI&I8F7^M5QE^>P^MYK0^9YI^7%F^DU9N^>X^8H^+X^I^JOCU^U^Y+Y^?^*^172^\$/DH2D^MR7MG2B7^+@W04I^#W&X1^2^2^1K^?B6>X^U^?^?UOL^O^L^%7P0R5^92^T(72^MW&I41)^C^X^I^7E^KI2^BOJH^<^AUORV51^N\$&^<<<=>3XA^I0K4Z^*1;0^M8C^F>I^&^9^&7I>^>GF&Y^I5W3QOMO>=>G5I2ZMM^<^VG3Q\$Y7I^FBSGH^MF5D^?1#^FED.003^2SKJO9GBH\$^QI^@QMRGX^6VID^V>3+TH^SL@IV^*V2^M^O46K^S8Q6A6B>CWNI^JT^A^EJP<8IEQ^B<#4.0=>^1^*A4GSC^YWKCI4^MJ^L0^U2/3PAFI^5^&X^?V^1^H^P1^0H^OAW>^%PR^H<+^;G^6JLQAI^=M20H>J^Y^U^>^1XRI^WDCI^>U^6FUQH^KWA^G^<000.M^>=>BA^3^4UP&5^5TR5=E^1^2>ZU^P^/C^ZP^1^S^JAWZ1^IMY^MJC#^/V^E^1A^6I^T^U\$>#861^1^C^G^>T4R2UEQ986Y^H>4^H^W5BJG^M^M^Y3M5B1TVS^DTXE^2^6&MSE^I^TBCS1^13^I3E5H2I>^>DIY^&^OC4E^D^MAT^VMX^)^C^W^K7^Y^%S3G76Q=OLA^DNA1#^I^MI4I^5IB>^8;5%46U7Z5FOWV^#1^YN3842NIG^+AL2G^OYN8^B@^M1V^=<^M1.8%KY<^>OMVZV0^I^H7^IDM^L\$0&^&SIRNV=^PV^0H2^TGKQI^C^MXU6GHZHD^8I^L^U^M^I^L^ZY^=MZ6XDBHRRFO@HGS^H^W0^JRI^<U^T^MJCA^H4<=>B2VBN^L^TI@^A2K^<^2^M1S^G^<^KH+U^<@AG>^>9J^I^LOU^YR^KA^@E^Z^C^+5UWPI^IGG^+TDJ^MIS^>DO^I=5U?^I32F(Z2VNZIO^F1^I^S^I^H3U>^8IT^M^7Q9ZIO^H^*MD^<W^LJDXC^M^U2S9Y55O3I>^&78S+3T^7E18?B^+90/4C2)H3W&G^IPVRIE?N^MQ\$BO^0^+3IUV^9)SQ^L^LNKY^9FCS1^TW9189X382&KDI\$&A4I^VX&J^I9=^MHQOCD@#1^;Z7^3D6PJ^&GFO^WC^Z8VIRYDQ^<RW8^8I26IRJAK^<^1^C^5I^MI@N6J^=S\$U^R^C1^2S8\$03I^>H\$W6P^<^&Y\$>3GUAV^>#RUA^KR^8GW&SF^EZPW6?IA@O^Z^V0>^D^51^MI^=VN^IUG^G1N^2Y5Y^)=ZMWUJ4E^*I^?7Q\$^%N\$>^Y^W^1^%XRI^MVXV2^>ENB70T

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I@F5%#5EY7BI/B/Z61^G5@_9^L MMD;DD^;FVN5NLR^YWP=^N@+)+P M1WD#MEFZU=^T 216/1Q4K4H6Z\$WCB.R/YQ3.QLPCIE7(6;F54^@A M-S:=;LLU7CE108E_3V_1JL21900G6S_5!M\$FZY 4O;"7G\$HJU^_\$.E6@I MTMMJ)\$I\$P2\$IS)LEIEEBUBH1^7D6_ELA_Z6&@RJ60S>X5D:Z1=^RGKIG M^W:N0U*7HBC;T2^S0<^A1O^H?CF3PMG9+ Y_M/(S\$S6P^ M8AB^90S=262;M>7J#1L^B90!>=>1^P5HF9(=D^:W^_1E^:OJ=3 MRI>_9\$2XGKD+ %>8K.55_-F7^BP@PJ^ENV.:/+^T12>LKI&I?A? >_E H MIN^G^OCG2)HY+^L NM#76S=I#0)T\$J#; <#=-OR^PTSLOIMF^IYUB M.Z_X) OZNPJMY7\$^EBQ19ZEAKTML MMP3UFS9>0^FIJHC7FU<^Y2T.22.0I4G67W/9^_BZ"@BC5DBE>_H&922 M/4/O=^?0\$YTJ9&ZZD%R%;@.BIOH)?=7IV!"U M.9.U5.@5WB:M=2+ Q3? 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MW#_K0^>#>2^G7LQ^5FCEV^N_9_09NF\$C\$WM%60G?>JDFZ+N+S M<_0=ICX&X0;^114GT^9GG\$B^7M;I^0+0%Q=>)%>_MIGY;LK9;^0%E;L@_VQ\$ETHUX@9&2^LIPP4H ME^HQ<@B;ZCWLHKE7J;3^K>.>75IX;^YV-INPRAYB^@GHC51JTT3=%A0V^+JF8<8CY 5IRL! MLJO#FLDA^G17;HJ I\$BIKN^TEBQ^LTAI>FEW!"*0W0EH4.L M1^JC/T^?Q95%125KK%EVO16MV1^O3T:RSQ2ZIH;SUU2F-/3I25WM-V)HDI M.SOX)V_7T2L6DN98>1\$H9^AOUIZPAE0^R<I^FZ=5<3^GMHHH^M30^7336F^=H&FCD^<9(BWJ3@LTT=ROJ!W6;Q I-> SYB3(W_!Q>9^W1^ABO>M^J0> MC#0 4&S;9.Z\$S=;H62GHS)YBIC@^1NL(IN@2YX-EFHB7JISR+^E9M;3O M_@_?20<=7IW; &WUOCPI9Z<^WJ;I/8- V77M410(0;AT1^5^X&7=+ WGA M^O.(9+I^487VT%#ZGFY^%G1?&2_?HH=;&5+IPO9E_+X6^P;+51 M73(-2>;1C13T#U^41+6KRJ3XH%5 HT7^HFW5_1OE+^1Y10VY=IA@ M32#UH^B^FYODZ5+78JCBP(L@;B&<1\$5\$8-62T5>S30;EVKS9D91D-8#61 M-71UJ=UGSFQF>_VM0? =8E;NX5Q?2\$1>)KJ=-H<1^A^D:5Q1B6.O-IEA;#%=(HIOHD0\$[37^5R! M&G;,(%19)+83TU_+10-%KXDSW\$AP%41 @ANP.#+ CHANXC9UA>U4J^-M^KA.#.G12BLH69L2XNP1H%Y>R>EG^5;FSWQ=154T255E1>2LJVS!^Y3 MQ_543UD&^T5JH90D:9Q=NSBUL5J6X/2VM_&3 TOPX; (O)W1.02.&D& MK_Y^?M6H10&^1#1Z4^H>F3TJ18&=3@V5UAQ>J750C@ASJFE63IWC>IV^> MMJCLURQ;DC#^Q9N1= <7;J/D@DH3A;YX<#;PL167TFN37C@.0^;ZE%P^F\$@CMA M9_C.IW3=;Y>MWJ;UBJT&0015G)>04VX\$NHRNVA1)E.XO^"%@1UI^VJHD9- MP3?7J1J2A8Q\$JFE @9QIND61H> J6>F^T^_#1A9<^A "8R1C_7Y0XYV^4A_YKX96Q^6M M#OSNMYCL^APY 5L\$H\$;H_#L+TOS<?>J+ I^PP8TVL=PL>S2_M1^?25Q&JH<0U;292H5B1@/HE05&FJY.S 7D0S7\$J%+7V/SJY(X56)>EGY/E@&GJH^BC>YI^OT;UQUSMIZ M#=- V(41J\$&N1OPYLA;0/>)=M;H9J M;=T3JW3;H7L>Y;=@A^V)2 M+147U2R&^Z_8W51A^01;=C_3XT;QWY<@;H;YF>^>(2,RAB^Z)IJOA@;:&%C/ M=^TS10IF\$5M3A.O3?CRJ>#SJMP\$AS &0_-M5=X_P-8D80L@^XCSJS2LMF M^0D;R=@0%U.16AD=;E4U_LD<\$@,TB#1^ZN-31+M>H@3UOLO<1;#=#Z2^M=@E&W1\$1NK_1@KB%2D1^O&R;O\$GNJH;L^I8/KR17 M;IGJ_-S;+0M>="=I^EJ^ONT03+U1D8P^;3\$Q=;S/@^VT2A@OQI:A? 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W7LJ@I@IYA^<E4I)0>:0P_DA+I^Z^D=7YJ&Z^15MM1?JH@>M\$Q/75^ML^H_6W\$;45OKZDO^2K("4%Y^821^1^2AB;GW1VJ@9J)"&^Y3P;=\$(TH M>O56B%ZX>);IC15=IZ#TBS<<19FR_6"YCP17>N=^W;GRZ;A:5=OKO1+M MUU1I7K1P%8W_UA1N4XP_O0:*CGG;Z8BA1PCZTO->_DLS (NZWEI3J_VT^MYPJ&1(ZIE9N0CV6BD)/ZROZ>Q90/45-F5=8BLR(HND+SYN_1\$SR7EF#5M_X9_1QC723DJV6;VD;14W M3&C6G=UUA> ("H7I6P1DSPV.S)J;JRF;MFO_2B7<N\$ Z<5=U^6W@759PT M0_415TIOM+^46L;DJ.UDCXUB^VMH^&MLXIR1PZ7KNEZU!_0%LZIH@17JYI MKVPPW;WMJL>_13F1E\$5^D17U;/681N.X+1.4QOM8R1+K7K UKLH5C.L MI8IGC"(SCH)IPW6KUMW3D+O+&W105C17; &E.LG->K6.B;TR=9T@OZ_*M 4E^_J/M4F+O18;H(L_N1CN 7CWOXPD^1Z5XPF>5JH2TD6(28!_8"B18#_M8#5Y_1Q9>92QBCQTZC1<-K&^4C1OLJG7=TS_2FAZ@1^OY8QBS1\$41M^=OC M3^5TT0JZ5D8/E%3/7=2X#HF_J.Z;Z(T6P?FA_P^<1J.C_6 MI+>^86)0AY9112<^<1 *R02^1^VNXI^L^M)R(R SE^F N561=47_AB<= M8X;^UP9WH;18WP."U^/Z>PRG?O916.8@>^NG4R8D^\$X\$)IVFM^P28.47 MZO8H/KZ(%1=,? 6;NW15H9+H;_SE" Y2IE^+P;_1#T^_R^OG^GG;N\$8=M^OP\$UI\$U=+1%9ZM1PEVAYL8=@L<_U2RS.6>25HBYH)<5781N^1JQ;7J3E MK6.Q2^E? 7W5W?_1(5)*EC>J-5SFJ7;415CI2V1^5RSU2W^GOKE7/Z1H1K MLTOG^S19?R?F7BY+8>I7#CDR1Z)TZ&9GGZH_S)H1E^YT4L4U+;1&Z9LQNC MGM+^1A1@1O@I^<7^OU&^EZ=L3PAW91Q40GUEOK>M&\$H12J<^H?I2># ML9RM06;1C44YXR4)10CN#<0^M F1EADY)2> (F5RHH7AD.UB^U1<7R^K\$1 MB2J<^H@J_650QOGEI.P18J_95B63=EIOP1^>#R1HHE^OU4>#M@T42<_<M FLY3^#_S91922RM&#!? ST^&H=K%"&Y^5<^>)1^B1(1^?2_3_#^MOTYJRH2 M;=OBW40I M;WHQNYC_\$N2(M_XCA2H#& MEKUYN@^C F=1MB&I8_? 2N1S0^T9H5WNZJLHD^M4OWZIMAD17E%#%IK^L^Q&^WBP M\$+SMZRR MM_<^N_O.GH/PP1^YCL6%Z(I)IZV^S^D=M\$&?(HJD_M0<^ I^Q+)^UTUT17;M7(7Q>)>J=C91^&ROZPYXYN1A(CY.(N^H MG@5I.7Z1>^&6A^RIO>)"_V1\$1 OFN%?T M7P08>#_VID5;FJ4E40_D6Q_MALYS0D9B=GKH2 WYHU^OKNYV D.C.TIR M+=>)+^FN=9EIM^6JWPL^&S BX=-0W9OP.Q3HFO_7MBTXQ2L9X^M^LQJZ_M+D_2UQVXYT^3M_6^N_50JW8^*F10.?>3VR^YIU;SE2.<>WZUEA&13^LSX+QK_>^MK3_102(=(^<4I_YR)1S=7IGN_<^K8^GM+^F^Q3IY2^*MI^=^E MV;2^<BIDZ&O1TV^&5&(>6INVM^C&X13TFZJ=5S(>)>1J2?Q^SP9B<^L ADY&U(C-9JBFL20?22,RN3Z12^-) M/IM7P>(^C^1)HGRVK) <_WG^OCG3U2V=4KMS^D-WK^M^1N^&H\$&^F@X^LG5^;8;NB^MV+V^SEG1PF